

Company number 04740221
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
HARMONIC LIMITED (Company)
1 July 2021 (Circulation Date)

WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) propose that resolutions 1 and 2 are passed as special resolutions (together, **Resolutions**).

SPECIAL RESOLUTIONS

1 AUTHORITY TO ALLOT

THAT, in accordance with article 2.2 of the Company's articles of association and (for the avoidance of doubt) section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £12.1506 (being 121,506 B ordinary shares of 0.01p) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the date of this Resolution.

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with article 2.2 of the Company's articles of association, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if no pre-emption rights were applicable, provided that this power shall:

- 2.2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £12.1506; and
- 2.2.2 expire on the date falling 5 years after the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by Thomas Graham Samuel

Date

DocuSigned by:
Thomas Samuel
11/11/2021
1 July 2021

Signed by Stephen Edward Mead

Date

DocuSigned by:
Stephen Edward Mead
11/11/2021
1 July 2021

Signed by Richard Henry George Jackson

Date

DocuSigned by:
Richard Henry George Jackson
11/11/2021
1 July 2021

Signed by Allan William Bucknell

Date

DocuSigned by:
Allan William Bucknell
11/11/2021
1 July 2021

Signed by Emy Withey

Date

DocuSigned by:
Emy Withey
11/11/2021
1 July 2021

NOTES

1. You can choose to agree to all of the Resolutions (in respect of which you are an eligible member) or none of them but you cannot agree to only one of the Resolutions. If you agree to the Resolutions (in respect of which you are an eligible member), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By Hand: Delivering the signed copy to Francesca Hubbard, Michelmores LLP, Woodwater House, Pynes Hill, Exeter. EX2 5WR.

Post: Returning the signed copy by post to Francesca Hubbard, Michelmores LLP, Woodwater House, Pynes Hill, Exeter. EX2 5WR.

Email: By attaching a scanned copy of the signed document to an email and sending it to francesca.hubbard@michelmores.com. Please enter "Written resolutions 137836/1" in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the Circulation Date, they will lapse. If you agree to these Resolutions, please ensure that your agreement reaches us as soon as possible.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.