



Harmonic Inc.



HLIT NASDAQ

Communications Equipment

Market Capitalization USD:

\$492.89 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Patrick Harshman

Age: 47

CEO Since: 2006

	2009	2010	2011
Base Salary	\$450,000	\$450,000	\$450,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$101,520	\$454,950	\$190,980
Benefits and Perquisites	\$20,457	\$17,742	\$20,185
TOTAL ANNUAL COMPENSATION	\$571,977	\$922,692	\$661,165
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$555,204	\$619,496	\$701,424
Stock Awards	\$591,150	\$769,200	\$775,200
TOTAL COMPENSATION	\$1,718,331	\$2,311,388	\$2,137,789
Median of Other Named Executive Officers Total Compensation	\$790,346	\$1,160,759	\$1,013,975
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 30 Apr 2012

Annual Meeting Date: 27 Jun 2012

Equity Reserves: 24.83%

Stock Option Run Rate: 3.48%

Harmonic Inc.

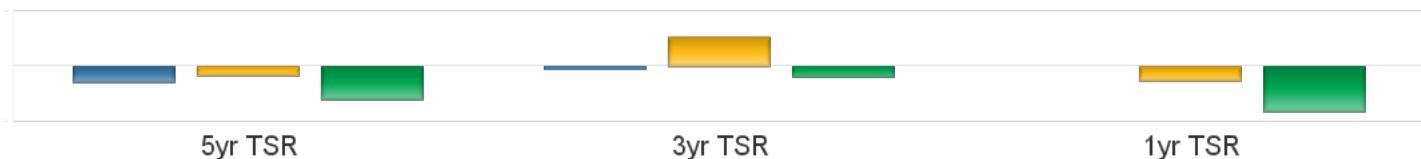
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Performance Comparison

■ S&P500 ■ Industry ■ HLIT



Peer Comparisons (TRBC) =Communications Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HLIT	Harmonic Inc.	\$1,718,331	\$2,311,388	\$2,137,789	\$492,894,993
VSAT	ViaSat, Inc.	\$2,036,080	\$4,626,430	\$4,474,539	\$1,403,312,459
PLT	Plantronics, Inc.	\$1,982,054	\$2,853,971		\$1,328,585,668
ARRS	ARRIS Group, Inc.	\$4,735,764	\$3,556,171	\$3,020,269	\$1,229,397,009
BDC	Belden Inc.	\$4,960,649	\$5,455,976	\$4,730,177	\$1,223,452,841
CIEN	Ciena Corporation	\$3,926,225	\$2,164,517	\$3,880,593	\$1,085,101,617
NTGR	NETGEAR, Inc.	\$1,340,860	\$2,740,816	\$3,403,773	\$970,439,012

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Ariba, Finisar, Arris Group, Infinera, Aruba Networks, Netgear, BigBand Networks, Plantronics, Blue Coat Systems, Quantum, Cadence, SeaChange International, Coherent, Sonus Networks, Electronics for Imaging, Synaptics, Extreme Networks, TIVO.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
E. Floyd Kvamme	Member	74	Male	22	Outside Related
William F. Reddersen	Member	64	Male	10	Outside Related

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