ARRIS

ARRIS International, plc (ARRIS) Corporate Governance Guidelines

(As adopted effective January 4, 2016)

To provide guidance to the Nominating and Corporate Governance Committee and the Board of Directors with regard to matters of corporate governance, the Board has adopted the following principles:

Responsibility of the Board

1. ***Mission.*** The primary mission of the Board is to advance the interests of the Company's stockholders by creating a valuable long-term business. The Board believes that this mission is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection and evaluation of senior management and through them all employees and members of the Board and by carrying out the Board's responsibilities with honesty and integrity.

2. ***Commitment.*** In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior management and its outside advisers and auditors. Board members are expected to devote the time necessary to appropriately discharge their responsibilities and to rigorously prepare for and, to the extent possible, attend in person and participate in all Board meetings and meetings of Board committees on which they serve. Each Board member is expected to ensure that other commitments do not materially interfere with the member's service as a director.

Nominating and Related Responsibilities

1. ***Recommendations.*** The Nominating and Corporate Governance Committee shall recommend candidates for election to the Board in accordance with the policies and principles in its Charter and the criteria described herein.

2. ***Candidates Proposed by Stockholders.*** The Committee will consider for nomination candidates proposed by stockholders, provided that they are made in accordance with any procedures that the Committee may establish and the relevant provisions, if any, of the Company's Bylaws.

3. ***Qualification.*** In evaluating potential new directors, the Committee shall consider the requirements of independence and expertise under the NASDAQ rules, and the qualification requirements that the Board has established.

4. ***Invitations.*** Any invitation to join the Board should be extended by the Board through the Chairman and the Chief Executive Officer.

5. ***Size and Composition.*** The Committee shall, from time to time, as the Committee deems appropriate, evaluate the size and composition of the Board in light of operating requirements of the Company, including consideration of appropriate areas of expertise to be represented on the Board. Collectively, the Board should have knowledge and expertise in areas such as business management, finance, accounting, marketing, industry knowledge, public policy, operations, strategic planning, technology and other areas that the Board determines are desirable and helpful to fulfilling its role. Diversity in gender, race and background of directors, consistent with the Board's requirements for knowledge and experience, are desirable in the mix of the Board.

6. ***Orientation and Continuing Education.*** The Company shall provide orientation for new directors that includes meetings with senior management. Periodically, the Company will provide opportunities for directors to visit the Company's facilities in order to provide greater understanding of the Company's business and operations. When requested, the Company will provide directors the opportunity to attend appropriate continuing education programs at Company's expense.

7. ***Service on Other Boards.*** No director should serve on more than four other boards of directors of companies with registered equity without the approval of the Board. The Chief Executive Officer may not serve as a director or official of the board of directors of a for-profit company without the prior approval of the Chairman of the Board (if not the Chief Executive Officer) or the lead independent director. Other officers and employees may not serve as a director or official of the board of directors of a for-profit company without the prior approval of the Chief Executive Officer.

8. ***Changes in Professional Responsibilities.*** The Board should consider whether a change in an individual's professional responsibility directly or indirectly impacts that person's ability to fulfill his or her obligations as a director of the Company.

9. ***Term Limits.*** The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and are able to provide an increasing contribution to the Board as a whole.

Director Compensation and Performance

1. ***Compensation Policy and Compensation Review.*** It is the policy of the Board to provide directors with a mix of compensation, including a periodic cash retainer, meeting attendance fees and stock-based compensation based on continued service on the Board and Company performance. Proposed changes in Board compensation shall initially be reviewed by the Compensation Committee, but any changes in the compensation of directors shall require the approval of the Board. In considering its compensation, the Board shall be cognizant that compensation and emoluments beyond what are customary could influence, or could be perceived as influencing, independence. The Compensation Committee shall periodically review the status of Board compensation. The Committee shall discuss its review with the Board.

2. ***Annual Performance Review.*** At least annually, the Nominating and Corporate Governance Committee shall evaluate and report to the Board the performance of the Board and the Company's management against these guidelines. In addition, from time-to-time as appropriate, the Chairman, in conjunction with the lead independent director, if any, will initiate a Board evaluation process designed to assess the adequacy and quality of the information and recommendations presented by Board committees to the Board, the manner in which such matters were discussed and debated, and the adequacy of the number and length of meetings of the Board and the committees in light of their responsibilities.

3. ***Transactions with Directors or Their Affiliates.*** The Company does not engage in transactions with directors or their affiliates if a transaction would cast into doubt the independence of a director, would present the appearance of a conflict of interest or is otherwise prohibited by law, rule or regulation. This prohibition includes significant business dealings with directors or their affiliates, and consulting contracts with, or other indirect forms of compensation to, a director. Any waiver of this policy may be made only by the Board or a Board committee and must be immediately disclosed.

Board Meetings

1. ***Schedule.*** Board meetings are scheduled in advance and held not less than quarterly. The Board will hold special meetings as required. The Nominating and Corporate Governance Committee shall work with the Chairman, the Chief Executive Officer and the Secretary to schedule meetings appropriately.

2. ***Distribution of Board Material.*** Information that is important to the Board's understanding of the Company's business should be distributed to the directors a reasonable period of time before the Board meeting.

3. ***Meetings of Non-Management Directors.*** The non-management directors shall meet at regularly scheduled executive sessions without management. In addition, at least once each year the non-management directors who are independent shall meet without those who are not independent. Meetings of the non-management directors should generally coincide with regularly scheduled Board meetings; however, a majority of the non-management directors may call a meeting of the non-management directors at any time. If present, the Chairman and otherwise the lead independent director, if any, shall preside at meetings of the non-management directors. Otherwise, at each meeting of non-management directors one non-management director shall serve as the presiding director and shall supervise the conduct thereof, with this responsibility rotating among the non-management directors on an alphabetical basis. The presiding non-management director shall communicate the results of each such meeting to the Chief Executive Officer and the remaining directors, as appropriate.

4. ***Board Presentations and Access to Employees and Advisers.*** Directors shall have full access to officers and employees of the Company and, as necessary and appropriate, the Company's independent advisers, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Secretary or directly by the director. Each director will use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company.

   The Board encourages the Chief Executive Officer and other executive officers to invite to Board meetings officers, other key employees and independent advisers whom can provide additional insight into the items being discussed or whom the Chief Executive Officer or other executive officers believe should be given exposure to the Board.

5. ***Board Interaction with Investors, Media and Others.*** The Board believes that senior management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do so only with the knowledge of executive officers and, in most instances, at the request of executive officers.

6. ***Communications from Shareholders.*** The Board believes that it is appropriate for shareholders to be able to communicate with the Board in a timely and effective manner. To that end, communications addressed to the Board, either directly or in care of the Company's Secretary, shall be forwarded to the appropriate committee or the appropriate director or, where the Secretary deems it appropriate, the entire Board. If deemed appropriate, the Board or a committee may establish procedures with regard to which communications should be forwarded to it, it being the Board's view that routine consumer complaints and similar items are best handled by management without Board involvement.

Management Evaluation and Succession

1. ***General.*** The Board's organization and structure should provide an appropriate balance between the powers of the Chief Executive Officer and those of the independent directors, enable the Board to carry out its oversight function, and give the independent directors, in particular, the powers they require to perform their oversight roles.

2. ***Chief Executive Officer Selection.*** The Board shall select a Chief Executive Officer in a manner that is in the best interests of the Company.

3. ***Evaluation of Executive Officers.*** The Compensation Committee shall conduct an annual review of the performance of the Chief Executive Officer in light of the goals and objectives of the Company and these guidelines and shall determine the Chief Executive Officer's compensation level based on such review. The Compensation Committee shall also review and approve the compensation level of the other officers and key employees of the Company based on such factors as it deems appropriate.

4. ***Succession Planning and Management Development.*** The Board shall determine the Company's succession plan, which at a minimum shall include appropriate contingencies in case the Chief Executive Officer retires or is incapacitated.

Succession plans with respect to other senior officers of the Company shall also be reviewed with the Chief Executive Officer. The Board will evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer shall at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Chairman of the Board and the lead independent director, if any, shall provide guidance and leadership in this critical area.

Responding To Third Party Offers

1. ***No Greenmail.*** The Board will not agree to "greenmail." In general, the Company will require that all common stockholders be treated equally in connection with any transaction affecting the rights of common stockholders. The Board will protect its stockholders from any abusive takeover attempts.

2. ***Unsolicited Offers.*** The Company shall bring to the attention of the Board any unqualified written offers for the Company received from financially capable offerors.

Stockholder Rights

1. ***Evaluation.*** The Nominating and Corporate Governance Committee shall evaluate each stockholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion under the Company's Bylaws, English law and the Securities and Exchange Commission's proxy rules and shall recommend to the Board whether the Company should support or oppose the proposal. In evaluating stockholder proposals, the Committee should take into account the extent of the share holdings and the length of time those shares have been held, without precluding proposals made by smaller, individual stockholders. When appropriate, such consideration could include a meeting of the stockholder and representatives of the Committee.

2. ***Response to Approved Proposals.*** Any proposal that is approved by a majority of stockholders at any stockholder meeting and not implemented by the Board will be discussed in the next annual proxy statement of the Company, which will contain an explanation of the Board's reason for not implementing the proposal.

3. ***Shareholder Rights Plan***. The Nominating and Corporate Governance Committee shall conduct the periodic reviews provided for in the Company's shareholder rights plan.

Bruce McClelland
ARRIS CEO
November 2016

