

**CHARTER**  
**COMPENSATION COMMITTEE**  
**ARRIS INTERNATIONAL PLC**  
*(As adopted effective March 8, 2017)*

**Compensation Committee Composition**

- Members of the Compensation Committee (the “Committee”) are appointed by the ARRIS International plc (the “Company”) Board of Directors (the “Board”)
- Members must have a strong understanding of compensation principles and programs as determined by the Board
- The Committee will be composed solely of independent outside directors as the term “independent” is defined for these purposes by Nasdaq and any other applicable rules
- Two or more directors shall comprise the Committee, and a Chairperson of the Committee will be designated by the Board

**Responsibilities of the Compensation Committee**

The Compensation Committee is empowered by the Board of Directors to:

- Establish the Company’s compensation philosophy and strategy
- Review and approve the base salaries of the Company’s Chief Executive Officer, his direct management-level reports, and the other members of management required to file reports under Section 16 of the Securities Exchange Act of 1934 (“Executive Officers), subject, in the case of the Chief Executive Officer, to the further approval of the Board
- Review the performance, relative to corporate goals and objectives, of the Chief Executive Officer and recommend actions to the Board for final approval
- Review and approve awards under the Company’s annual incentive compensation plan, subject, in the case of the Chief Executive Officer, to the further approval of the Board, and subject further to the delegation to management referred to below
- Review and approve awards under the Company’s long-term incentive plan(s), subject, in the case of the Chief Executive Officer, to the further approval of the Board, and subject further to the delegation to management referred to below
- Review and approve any new executive compensation plans or amendments to existing plans, and submit to the Board for its approval any plans or amendments requiring such approval under applicable rules
- Oversee regulatory compliance with respect to incentive compensation plans
- Review Board of Directors’ compensation program, with any recommended modifications subject to final approval by the full Board
- Have sole authority, in its sole discretion, to select, retain, obtain the advice of, oversee, discharge and determine fees (for which the Company must provide

- appropriate funding in accordance with the Nasdaq rules) for compensation and benefits consultants, outside legal counsel and other advisors to the Committee; have direct responsibility for the appointment, compensation and oversight of the work of any such advisor; and select or receive advice from such advisors only after considering their independence in light of the factors that the Committee is required to consider under Nasdaq rules
- Review and approve an annual report on executive compensation for inclusion in the Company proxy statement, in accordance with applicable rules and regulations; and, in connection therewith, review and discuss the Compensation Discussion and Analysis (“CD&A”) required to be included in the Company proxy statement and determine whether or not to recommend to the Board that the CD&A be so included
- Oversee, review and discuss the directors’ remuneration report (including the directors’ remuneration policy) included in the Company’s UK annual report and accounts, and recommend to the Board whether the directors’ remuneration report (including the directors’ remuneration policy) should be approved in connection with the Board’s approval of the UK annual report and accounts
- Review the potential risk to the Company from its compensation programs and policies and whether such programs or policies incentivize unnecessary and excessive risk taking
- Review and approve an appropriate peer group for use in competitive comparisons
- Oversee the Company’s submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and review and consider the results of such votes
- The Committee will meet a minimum of two times a year to fulfill its responsibilities and to complete the activities defined above

The Chief Executive Officer shall not be present for deliberation or voting on matters relating to his compensation.

**Powers Reserved to the Board of Directors:**

- Determine whether a director is deemed “independent” and has had no material relationship with the company (conforming to Nasdaq and any other applicable “independence” standards)
- Assure that Committee members are qualified to serve, and to the extent necessary, require that members complete educational programs on current compensation issues and developments
- Appoint and remove members of the Compensation Committee and its Chairman
- Approve executive compensation plans or amendments to existing plans requiring Board approval under applicable rules
- Approve the directors’ remuneration report (including the directors’ remuneration policy) in connection with the UK annual report and accounts
- Receive the recommendations of the Committee with respect to the performance of the Chief Executive Officer and his compensation and approve all elements of CEO compensation, including goals and objectives

- Appoint executive officers
- Approve Board of Directors' compensation program modifications submitted for approval by the Committee

**Responsibilities Delegated to Management:**

The Compensation Committee has delegated the following authority to management:

- Review and approve the total compensation (including base salary, annual and long-term incentives) of employees other than Executive Officers, subject to limits approved by the Committee
- For awards and grants that exceed any limits approved by the Committee, make appropriate recommendations to the Committee for its consideration
- Oversee the Company's non-Executive Officer incentive compensation plans
- Submit an annual report to the Committee regarding actions taken by management during the year with respect to aggregate annual incentives earned and aggregate long-term incentive grants to be awarded
- Designate a representative who will provide management support and appropriate compensation and benefit communication to Committee
- Such other responsibilities as the Committee may, from time to time, request

**Periodic Activities of the Compensation Committee**

- Review and approve goals and objectives related to Executive Officer compensation, subject, in the case of the Chief Executive Officer, to the further approval of the Board
- Periodically report to the Board of Directors on the Committee's activities, including a review of the Committee's charter, and the Committee's performance in relation to its charter, and identification of any executive compensation issues or concerns
- To the extent necessary, the Committee will meet in executive session at the end of each meeting of the Committee
- Conduct a periodic comprehensive competitive review (as necessary) of total compensation for the Executive Officers
- Oversee and supervise the administration of the annual and long-term incentive plans, including activities required by IRC§162(m), including performing: (i) defining participation; (ii) approving performance goals and measures; (iii) determining target and maximum awards; and (iv) certifying attainment of goals and aggregate payouts
- Approve special agreement/contracts for the Executive Officers, subject, in the case of the Chief Executive Officer, to the further approval of the Board
- Oversee executive benefit and retirement plans, referring changes to the Board for final approval
- Review a report from management on the status of stock ownership by Executive Officers