

## **ARRIS International, plc (ARRIS) Policy on Business Ethics and Code of Conduct**

### **I. Introduction**

This Policy sets forth the basic guidelines that ARRIS International, plc including its worldwide subsidiaries (ARRIS) (collectively the "Company"), expects its officers, directors, management, other employees, contractors and agents to follow in dealing on behalf of the Company with governmental entities, the general public, the Company's customers, creditors, suppliers and competitors, and with fellow Company Personnel. The terms "Personnel" and "Employee" apply to all Company officers, directors, managers, agents, employees and contractors.

No Policy can be complete in all respects. Good judgment based upon an understanding of laws and regulations and of ethical standards is the best safeguard against improper conduct. Each Employee is expected to attain a level of understanding of this Policy that will permit the proper exercise of such judgment. In those circumstances where such judgment could be questioned, Employees should seek advice from their supervisors, the Human Resources Department or the Legal Department.

The Company's internal auditors and legal department will monitor compliance with this Policy to assure that the Company conducts itself in a manner consistent with its obligations to society and its stockholders. In addition, those with management responsibilities will periodically be required to complete the "Business Ethics and Conduct Policy" certification - a written assurance of compliance with the legal and ethical principles set forth in this Policy.

#### **A. General Policy**

The Company and its Personnel will at all times transact business in full compliance with the law and in accordance with the highest principles of business ethics and conduct. These guidelines are to be strictly adhered to at all times and under all circumstances. Policy violations may result in disciplinary action, including, if appropriate, discharge from employment.

Additional policies, including policies relating to ethics and conduct, are listed in Table 1.

## B. Scope

The guidelines set forth in this Policy apply to all ARRIS Personnel and all Company-related transactions. Each Employee must be familiar with this Policy and its applicability in his or her particular function. Moreover, those with supervisory responsibilities must ensure that Employees under their direction or control are acquainted with applicable portions of the Policy. Company Personnel should also be aware that there are special legal requirements not covered by this Policy that apply to corporate fiduciaries. The Company's commitment to full compliance applies to all applicable laws, regulations and judicial decrees of the United Kingdom (UK) and the United States (US) (federal, state and local) and of other countries where the Company transacts its business.

Portions of the Policy concentrate on laws and regulations that are particularly relevant to our business activities; however, this special emphasis on relevant areas of law does not limit the general Policy requiring full compliance with all applicable laws and regulations. In addition to compliance with all legal requirements, each Employee must adhere to the overriding ethical and professional standards governing the conduct of business. The Company's interests are not served by any unethical practice or activity, even though not in technical violation of the law.

## C. Effect of Policy Violation

Any violation of the laws, regulations or principles of ethics set forth in this Policy may result in disciplinary action up to and including termination of employment and may subject the Employee or former Employee to civil liability and/or criminal prosecution. Any Employee who knowingly authorizes or permits another to engage in a violation will also be subject to disciplinary action, dismissal and other penalties. It is ARRIS' intention that its Personnel comply not only with the letter of the applicable laws but they should also comply with the spirit of the laws.

## D. Employee Responsibilities and Rights Under this Policy

Every Employee is obligated to adhere strictly to this Policy at all times and under all circumstances. Any Employee who is aware of violations or potential violations has a duty to advise his supervisor, Human Resources or the Legal Department promptly. Further, any uncertainties regarding legal or ethical issues involving Company affairs require the Employee to seek the advice of the Legal Department. Failure to secure advice or report Policy violations could be costly to the individual and to the Company. Each Employee should also be aware that the legal implications arising from each of his



or her acts, as well as everything that he or she writes in any medium, may be scrutinized at a future date by government officials, auditors or other third parties.

It is the obligation of every Employee, in good faith, to report Policy violations or speak with company counsel without risk to the Employee's job status or position. In addition, in countries where appropriate, ARRIS provides a toll free Whistle Blowing hotline (see table below) for reporting a violation if there is a need to maintain anonymity. Each person to whom a report is made or from whom advice is sought shall use every reasonable means available to keep confidential the identity of any Employee who requests such protection. The Company strictly prohibits retaliation for reports made in good faith.

To access the Whistleblowing Hotline via the telephone, dial 800-372-3083 for US callers (Non-US callers, see table below for the number supporting the language of your choice). If a hotline operator is not immediately available, callers may leave a voice-recorded message.

<b>International Line 1: 866-461-9849</b>	<b>International Line 2: 855-225-7065</b>
English	English
Hindi	Mandarin
Hebrew	Cantonese
Dutch	Spanish
French	Japanese
German	Korean
Portuguese	Swedish
	Russian

To access the Whistleblowing Hotline via the web, visit: [www.arrisi.ethicspoint.com](http://www.arrisi.ethicspoint.com)

#### E. Additional Information

Printed copies of this Policy are available from the Internal Audit Department. Any Employee in doubt about whether this Policy applies to a particular transaction or uncertain about the proper course of conduct to follow should contact the Legal Department.

#### F. Waivers

Any waivers of this Policy for executive officers or directors must be approved by the Company's Board of Directors and will be disclosed to the shareholders along with the reasons for the waiver if required by applicable law, regulation or rule.

#### G. Contractual Rights

This Policy does not create any contractual right to employment, employee benefits or terms and conditions of employment.

## II. Corporate Responsibility

### A. General

At ARRIS we believe that actively promoting Corporate Responsibility (CR) benefits all our stakeholders. To support this belief, we have developed a number of business policies that every employee is obligated to adhere strictly to. Employees are required to familiarise themselves with the content of these policies and to complete the relevant training. The principle CR policies are listed in table 1.

### B. Modern Slavery

Consistent with our CR principles ARRIS has a zero tolerance for modern slavery, and we are committed to acting responsibly by implementing and enforcing systems and controls to ensure modern slavery is not taking place anywhere in our own business operations or our supply chain.

Each employee shall encourage and foster an environment where workers have the right to freely choose their employment and eradicate instances of modern slavery in our business operations and supply chain. Any Employee who suspects that instances of modern slavery is occurring must immediately notify his or her supervisor or contact the legal department. Failure to report Policy violations could be costly to the individual and to the Company.

## III. Conflicts of Interest or Violations of Trust

### A. General

All Personnel shall avoid any conflict between their personal interests and the interest of the Company in dealing with suppliers, customers, vendors, resellers, distributors and all other organizations or individuals doing or seeking to do business with the Company.

Similarly, Employees in a position to control or influence action by the Company that will beneficially affect other companies should be aware that any investment by them in such other companies could disqualify the Employees from performing or retaining their jobs. All Personnel should avoid outside business activities that may conflict with their ability to devote their efforts full time to the business of the Company, unless those activities have been approved in advance in writing by their supervisor.

In many cases, a potential conflict of interest or violation of trust may be avoided by making a full disclosure of the facts prior to any transaction, thereby permitting the



Company to make an informed, independent decision regarding the transaction. Such disclosure should be made to the Legal Department.

#### B. Specific Examples of Conflicts or Violations

Without proper prior approval, it may be considered to be in conflict with the Company's interest or a violation of trust for Company Personnel or any immediate member or his/her family to do any of the following:

1. to have an undisclosed interest in or involvement with any organization that has business dealings with the Company where there is an opportunity for preferential treatment to be given or received, except where such interest or involvement comprises ownership of securities and/or mutual funds in widely-held corporations that are quoted and sold on the open market, and the interest is not material (less than one percent of the outstanding securities or \$50,000, whichever is lower);
2. to buy, sell or lease any kind of property, facilities or equipment from or to the Company or to any company, firm or individual who is or is seeking to become a contractor, supplier or customer;
3. to accept commissions, a share in profits (other than dividends or interest on securities of widely-held corporations) or other payments, loans (other than with established banking or financial institutions), services, excessive entertainment or travel or gifts of more than nominal value from any individual or organization doing or seeking to do business with the Company; or
4. to take advantage of any opportunity for personal gain that rightfully belongs to the Company. This would include business opportunities of which an Employee becomes aware because of his or her employment by the Company. Such opportunities must be offered to the Company before an Employee may pursue them.

#### C. Effect of Violations

As with any other violation of this Policy, a violation of the above conflict of interest provisions may result in disciplinary action up to and including termination of employment and may subject the individual to civil liability and/or criminal prosecution. Even so, not every situation raised as a potential conflict of interest is a Policy violation. Under some circumstances following a full disclosure by the Employee, the Company may independently determine that that situation is not a conflict of interest and the Company may engage in a particular transaction. In such a case, the above conflict of interest provisions are not violated. Therefore, the effect of a particular potential

conflict of interest or violation of trust will depend upon the nature of the conflict or possible violation, its disclosure by the Employee, its effect upon the Company, the severity of the possible violation and the means available to recompense loss or prevent future injury.

#### IV. Antitrust and Trade Regulation

##### A. General

Every Employee of ARRIS shall at all times abide by the antitrust laws and trade regulations of the United Kingdom and the United States and any other jurisdiction in which ARRIS conducts its business operations. Violations of the antitrust laws or trade regulations may subject the Company to fines, injunctions and substantial monetary damages. Moreover, violations of certain antitrust laws are considered felonies, exposing an Employee to the risk of fine and/or imprisonment.

##### B. U.S. Operations

The antitrust laws of the United States apply to all business operations in the United States. Accordingly, the guidelines set forth herein will govern all Company operations in the United States.

##### C. International Operations

The United Kingdom and the United States antitrust laws apply to any international Company operations to the extent that competition within the affected country is impacted by a particular business transaction. Although differences in antitrust laws or the absence of such laws in some countries might prevent application of these guidelines to the worldwide Company operations, the cautious approach to foreign antitrust compliance requires that the Company comply with the antitrust laws of the United Kingdom and the United States in all its international operations. If exceptions in particular circumstances appear appropriate due to the local laws of another country, such exceptions should be discussed with the Legal Department.

##### D. Specific Laws and Regulations

The Company sells its services and products in markets in which there is active competition and the Company aggressively competes in these markets. The following guidelines set forth specific types of conduct or business practices that relate to antitrust laws and trade regulations where special care must be exercised and where active consultation with the Legal Department is necessary:



1. **Discussions with Competitors.** It is forbidden for any Employee to discuss or communicate with any competitor of the Company about any internal or unpublished business information (past, present or future) or any other matter inconsistent with the Company's ability to conduct its business independently from its competitors. Examples of forbidden subjects include: purchasing costs or terms, selling/leasing prices or pricing policies, bids or quotes, terms or conditions of sale/lease, credit information, customers or customer-account data, territorial markets or market shares, marketing strategies or product plans, promotions, market surveys, production data, inventories, costs, profits or profit margins, and other similar subjects. In some industries, sub-contracting, joint venturing or particular customer or supplier relationships may create circumstances where discussions with a competitor are necessary and proper. When this occurs, it should be done pursuant to the advice of the Legal Department.

2. **Agreements with Competitors.** There must never be any agreement with a Company competitor concerning the forbidden subjects set forth in the previous paragraph. This prohibition on agreements with competitors includes not only formal written contracts, but oral agreements, "gentlemen's agreements," tacit approvals, side letters, informal, so-called, "off-the-record" understandings, and even "knowing winks." Price-fixing agreements, agreements not to compete or to divide up markets, and concerted refusals to deal or boycotts are criminal offenses that are illegal per se. This means that a court will not consider any excuse or justification for the offense, such as ignorance of the law, good faith, or reasonableness. Such antitrust violations are illegal whether or not they were successful or actually harmed anyone (no proof of any damaged party is needed). In those instances where a competitor is also a customer, supplier or participant in a joint venture, agreements and the negotiations leading up to the agreements should be engaged in only after consultation with the Legal Department.

3. **Pricing Policies and Decisions.** The Company's pricing policies and decisions should be independently determined in light of current relevant economic factors, market conditions and competitive information obtained from legal sources. Such policies and decisions may never be based upon any communication or agreement with a competitor.

4. **Trade Associations.** Employees who are members of industry-specific trade associations must be careful that the operations of their trade association and their own involvement in the group avoid any activities prohibited by this Policy, such as discussions or agreements among competitors. Before providing statistics or other information to a trade association or any of its committees, careful consideration should