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**FOR IMMEDIATE RELEASE**

**20 May 2015**

**RECOMMENDED COMBINATION  
OF  
PACE PLC ("PACE")  
AND  
ARRIS GROUP, INC. ("ARRIS")**

On 22 April 2015, Pace and ARRIS announced the terms of the recommended cash and share offer to be made by ARRIS for the entire issued and to be issued share capital of Pace (the "**Combination**"). In connection with the implementation of the Combination, Pace and ARRIS have entered into a revised clean team and confidentiality agreement dated 14 May 2015 which provides for the protection of certain commercially sensitive information which is shared between Pace and ARRIS and their legal counsel and other advisers for the purposes of preparing any antitrust or regulatory filings (the "**Agreement**").

In accordance with Rule 26.2 of the City Code on Takeovers and Mergers (the "**Code**"), copies of the Agreement are now available on the website of Pace at [www.pace.com](http://www.pace.com) and on the website of ARRIS at [www.arris.com](http://www.arris.com). In accordance with Rule 26.1 of the Code, a copy of this announcement will also be available on the website of Pace at [www.pace.com](http://www.pace.com) and on the website of ARRIS at [www.arris.com](http://www.arris.com) by no later than 12 noon (London time) on the business day following this announcement.

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### **Publication of this announcement**

A copy of this announcement will be made available subject to certain restrictions relating to persons resident in restricted jurisdictions on Pace's website ([www.pace.com](http://www.pace.com)).

### **Dealing Disclosure requirements**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time (BST)) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time (BST)) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time (BST)) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first

identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.