

ARRIS Group, Inc.
3871 Lakefield Drive
Suwanee
GA 30024
United States

23 September 2015

Dear Sirs

Proposed recommended combination of ARRIS Group, Inc. and Pace plc (the "Combination")

1. I refer to the deed of irrevocable undertaking entered into by me on 22 April 2015 in connection with the proposed Combination (the "**Irrevocable Undertaking**").
2. I wish to record in this letter my agreement to hereby amend the Irrevocable Undertaking with effect from (and including) the date of this letter as follows:
 - a) the words "22 September 2015" in paragraph 11(b) shall be replaced with the words "30 September 2015";
 - b) any reference to "Archie" shall be replaced with the word "ARRIS"; and
 - c) any reference to "Perry" shall be replaced with the word "Pace".
3. Except as varied by the terms of this letter, the Irrevocable Undertaking will remain in full force and effect.
4. This letter is governed by, and will be construed in accordance with, English law.

Please confirm your agreement to the terms of this letter by signing it in the appropriate place below and returning a duly signed copy to me.

Yours faithfully

Executed as a Deed by

Allan Leighton

in the presence of:



.....
(Signature of individual)

OLIVER MASON
.....
(Name of witness)

18 CROZIER HOUSE
.....

LEEDS
.....

LSIG ILQ
.....

(Address of witness)

R. Mason

(Signature of witness)

We hereby agree to the terms of this letter.

Executed as a Deed by

ARRIS Group, Inc.,

a company incorporated in the State of Delaware
acting by Patrick Macken,

who, in accordance with the laws of that territory,
is acting under the authority of ARRIS Group, Inc.

Pat. Macken

(Signature of authorised person)