

## ATTENDANCE CARD PACE PLC – GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at [www.paceshares.com](http://www.paceshares.com).  
If not already registered for the Share Portal, you will need your Investor Code below.

For use at a general meeting of the holders of ordinary shares of Pace plc (the "Company") to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL at 11.10 a.m. on 22 October 2015 (the "General Meeting").

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of  
person attending

Bar Code:

Investor Code:

## FORM OF PROXY PACE PLC – GENERAL MEETING

Bar Code:

Investor Code:

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2 over)

Name of proxy

Number of shares proxy appointed over



as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held at 11.10 a.m., 22 October 2015 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution:

If you wish to appoint multiple proxies please see note 3 over.  Please also tick here if you are appointing more than one proxy.

### SPECIAL RESOLUTION

Please mark 'X' to indicate how you wish to vote.

THAT for the purpose of giving effect to the proposed scheme of arrangement referred to in the notice convening the General Meeting (the "Scheme"):

- the Scheme be approved in its original form or subject to such modification, addition or condition agreed between the Company, ARRIS Group Inc. and ARRIS International Limited and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- subject to the Scheme becoming effective, the Company shall be re-registered as a private company; and
- the articles of association of the Company be amended by the adoption and inclusion of the new Article 190 as set out in the section entitled "Notice of General Meeting" of the circular to the Scheme.

For  
Against  
Vote  
Withheld

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

You may submit your proxy electronically at [www.paceshares.com](http://www.paceshares.com)

**ATTENDANCE CARD  
PACE PLC – COURT MEETING**

You may submit your proxy electronically using the Share Portal service at [www.paceshares.com](http://www.paceshares.com).  
If not already registered for the Share Portal, you will need your Investor Code below.

In the High Court of Justice  
No. 6119  
Chancery Division  
Companies Court  
In the matter of Pace plc  
and  
In the matter of the Companies Act 2006

For use at the meeting of the holders of Scheme Shares (as defined in the scheme of arrangement proposed to be made between Pace plc (the "Company") and the holders of Scheme Shares referred to in the notice of the Court Meeting) convened pursuant to an order of the court under part 26 of the companies Act 2006 and any adjournment thereof to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL at 11.00 a.m. on 22 October 2015 (the "Court Meeting").

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of  
person attending

Bar Code:

Investor Code:

**FORM OF PROXY  
PACE PLC – COURT MEETING**

In the High Court of Justice  
No. 6119  
Chancery Division  
Companies Court  
In the matter of Pace plc  
and  
In the matter of the Companies Act 2006

Bar Code:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2 over)  
Name of proxy Number of shares proxy appointed over

Event Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Court Meeting of the Company to be held at 11.00 a.m., 22 October 2015 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution:

If you wish to appoint multiple proxies please see note 3 over.  Please also tick here if you are appointing more than one proxy.

**RESOLUTION**

**IMPORTANT: If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'.  
PLEASE ONLY COMPLETE ONE OF THE BOXES**

FOR the said Scheme

Signature

AGAINST the said Scheme

Signature

Date

You may submit your proxy  
electronically at  
[www.paceshares.com](http://www.paceshares.com)

**NOTES:**

1. Before completing this proxy form, please also read the sections entitled "Action to be taken" and "Notice of Court Meeting" set out in the circular to the Scheme.
2. To appoint as a proxy a person other than the Chairman of the Meeting, insert the full name in the space provided. A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
3. You may appoint one or more proxies of your choice to attend the meeting and any adjournment thereof, and speak and vote instead of you, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Asset Services in the same envelope.
4. Unless otherwise indicated the proxy will vote as they think fit or, at their discretion, abstain from voting.
5. The form of proxy below must arrive not later than 48 hours (excluding any day that is not a working day) before the time set for the meeting at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU during normal business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 48 hours before the time set for the meeting. You may also deliver by hand to the same address during usual business hours. However, this form of proxy may be handed to the Chairman of the meeting at any time before the taking of the poll at the meeting.
6. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
7. The form of proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
8. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
9. If you wish to vote for the said scheme of arrangement, sign your name in the box marked 'FOR the said Scheme'. If you wish to vote against the said scheme of arrangement, sign your name in the box marked 'AGAINST the said Scheme'.
10. You may submit your proxy electronically at [www.paceshares.com](http://www.paceshares.com) where full details of the procedure are given.
11. Shares held in uncertificated form (i.e. in CREST) may be voted through The CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
12. Alternatively you may return the proxy form using the freepost address: FREEPOST CAPITA PXS. Please note that it may take up to five working days for the form to be delivered using this method.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF

**NOTES:**

1. Before completing this proxy form, please also read the sections entitled "Action to be taken" and "Notice of General Meeting" set out in the circular to the Scheme.
2. To appoint as a proxy a person other than the Chairman of the Meeting, insert the full name in the space provided. A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
3. You may appoint one or more proxies of your choice to attend the meeting and any adjournment thereof, and speak and vote instead of you, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy you may photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Asset Services in the same envelope.
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6. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
7. The form of proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
8. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for receipt of proxies will take precedence.
9. The "vote withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
10. You may submit your proxy electronically at [www.paceshares.com](http://www.paceshares.com) where full details of the procedure are given.
11. Shares held in uncertificated form (i.e. in CREST) may be voted through The CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
12. Alternatively you may return the proxy form using the freepost address: FREEPOST CAPITA PXS. Please note that it may take up to five working days for the form to be delivered using this method

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