Jefferies 2012
Global TMT Conference

May 10, 2012

Bob Stanzione, CEO/Chairman

Safe Harbor

- Statements in this presentation including those related to expected sales levels, acceptance of new ARRIS products (including the Moxi® Gateway and the E6000 Converged Edge Router), growth in Internet video traffic and the expanded use of IP MSO infrastructure, the general market outlook, the impact of the acquisition of BigBand, the timing and impact of new growth opportunities and industry trends, are forward-looking statements. These statements involve risks and uncertainties that may cause actual results to differ materially from those set forth in these statements. Among other things, projected results are based on preliminary estimates, assumptions and projections that management believes to be reasonable at this time, but are beyond management's control; ARRIS is dependent upon customer decisions to purchase the Company's products -- these decisions can be deferred and customers also may select competitor's products; the BigBand acquisition has the integration and other risks attendant to all acquisitions; and because the market in which ARRIS operates is volatile, actions taken and contemplated may not achieve the desired impact. Other factors that could cause results to differ from current expectations include: the uncertain current economic climate and financial markets, and their impact on our customers' plans and access to capital; the impact of rapidly changing technologies; the impact of competition on product development and pricing; the ability of ARRIS to react to changes in general industry and market conditions; rights to intellectual property and the current trend toward increasing patent litigation, market trends and the adoption of industry standards; possible acquisitions and dispositions; and consolidations within the telecommunications industry of both the customer and supplier base. These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the Company's business. Additional information regarding these and other factors can be found in ARRIS' reports filed with the Securities and Exchange Commission, including its Form 10-Q for the quarter ended March 31, 2012. In providing forward-looking statements, the Company expressly disclaims any obligation to update publicly or otherwise these statements, whether as a result of new information, future events or otherwise.

Company Overview

ARRIS Company Overview

High tech, pure play provider of voice, high-speed data, and video solutions to the global broadband industry

- **21** Direct presence in 21 countries
- **30** Channel presence in 30 countries
- Headquartered in Suwanee, Georgia ~2,117 employees
- Customers Worldwide
- **~1.5B** Market Cap ~1.5 billion[1]

Note:

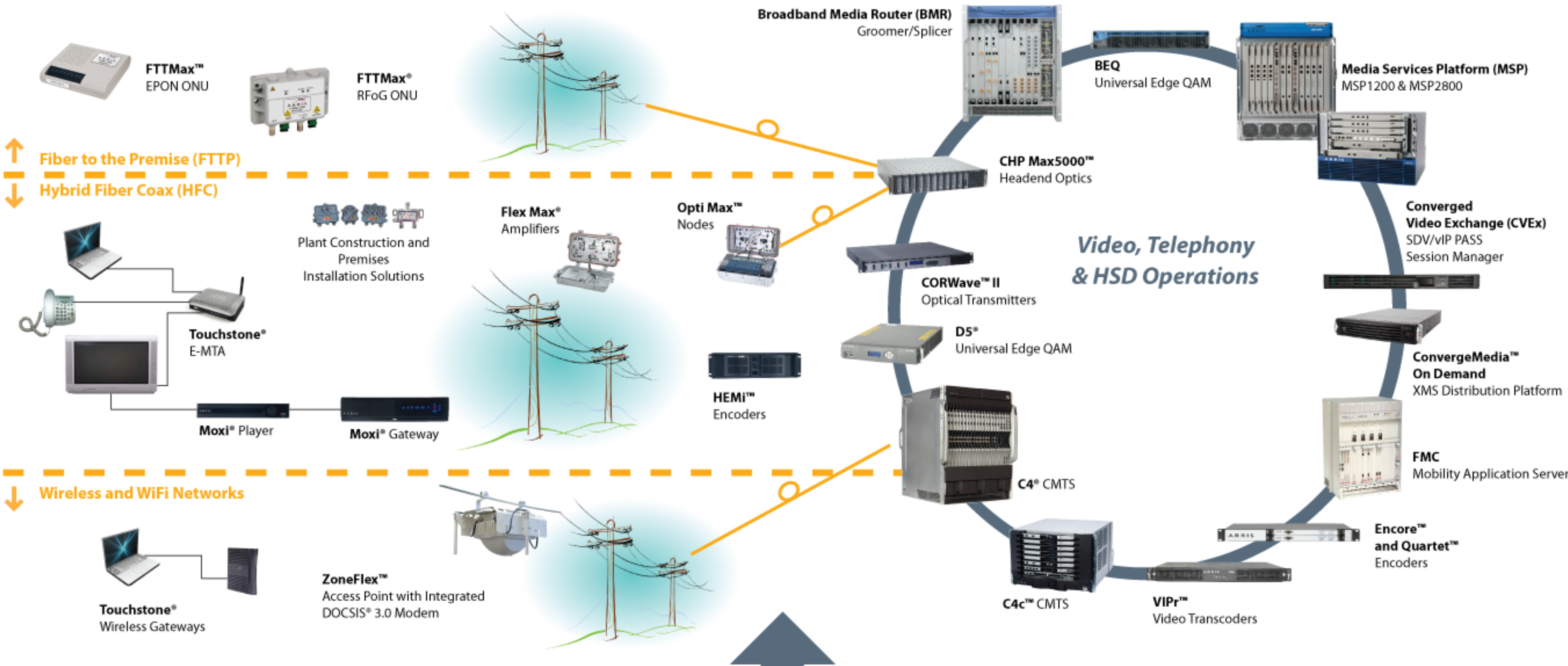
1.Based on closing share price of $12.93 on 4/30/2012

ARRIS Company Highlights

- Profitable business with solid cash generation
- Product roadmap, R&D, and acquisition strategy focused on enabling convergence of cable services on a unified IP platform
- Significant market share of major product areas
  - ~45% worldwide installed base of VoIP enabled high speed modems
    - #1 Worldwide Market Share*
  - ~31% worldwide installed base of cable edge routers (CMTS)
    - #2 Worldwide Revenue Market Share*

*** Infonetics 4Q11**

ARRIS Portfolio Across the Network

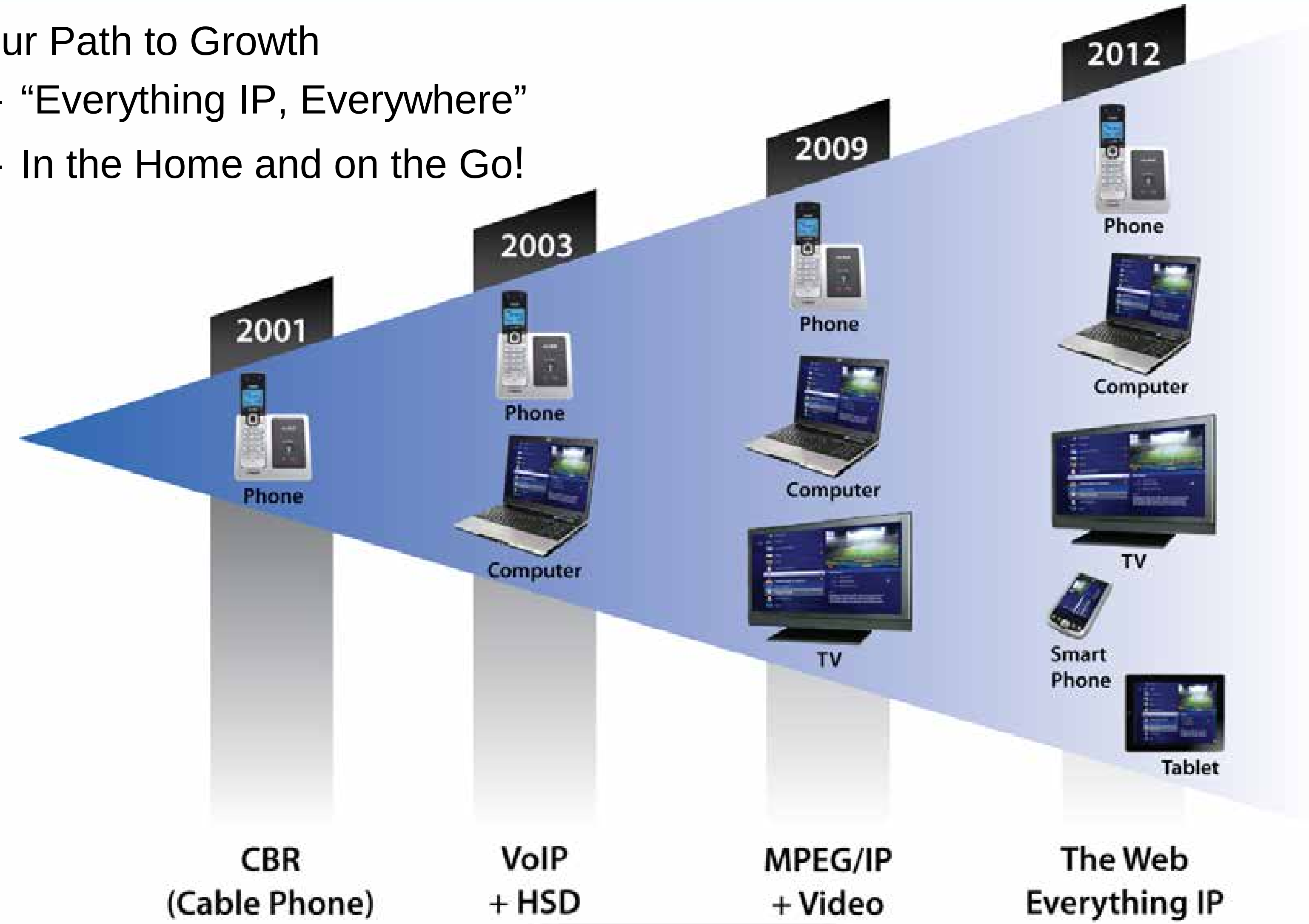


Assurance Solutions
- ServAssure Advanced Performance Management
- EventAssure Outage Management
- WorkAssure Workforce Management

Professional Services
- Network Design, Network Integration, Documentation, Asset Management, Technical Services and Consulting

Our Vision Continues to Expand

- Our Path to Growth
  - "Everything IP, Everywhere"
  - In the Home and on the Go!



Q1 2012 Results & Highlights

- Revenue $302.9M
  - Up 8% vs. Q4 2011, 13% vs. Q1 2011
- Record bookings and order backlog
- Gross Margin 36.0%
- Non-GAAP EPS $0.19[1]
- 75% Domestic, 25% International
- Strong cash flow
- $335.1M Net cash position
- Stock repurchase program continued
- BigBand integration complete (acquired 11/2011)

[1] See reconciliation of GAAP to Non-GAAP measures.

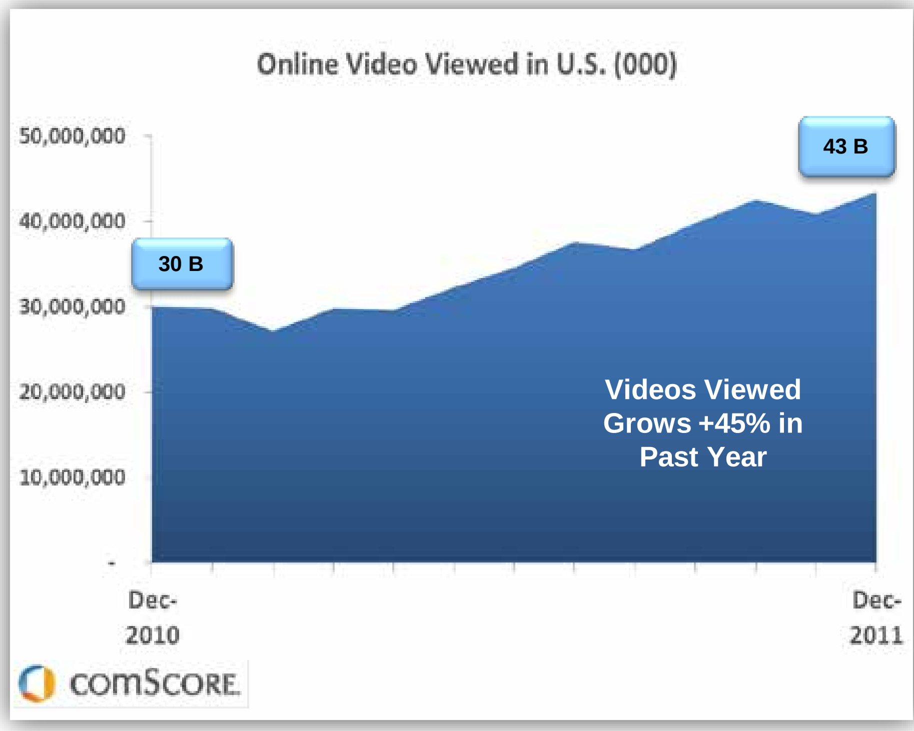
Off to a great start

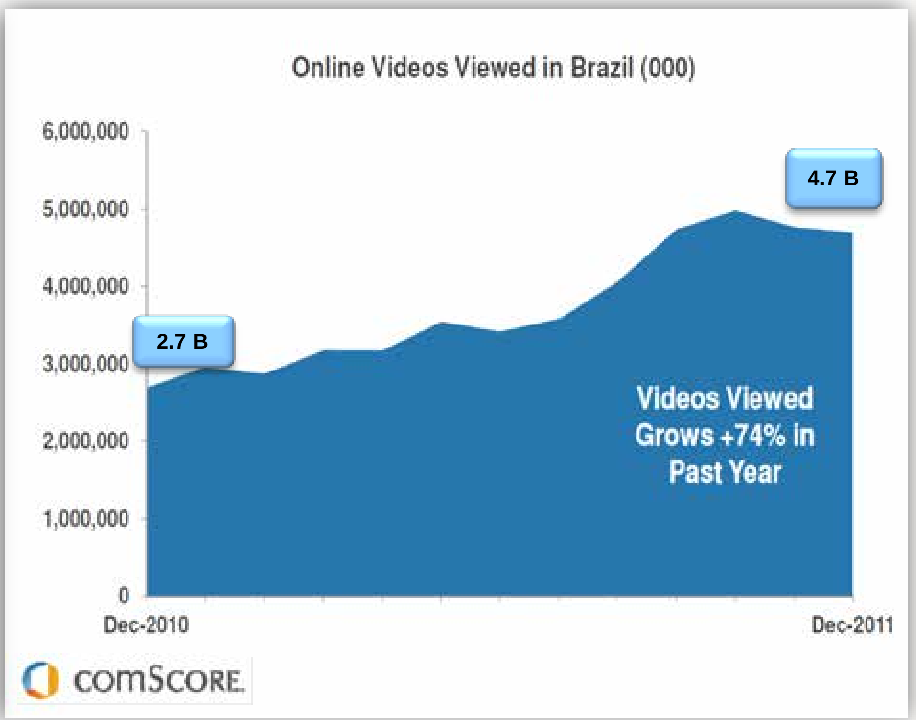
Q1 2012 Results & Highlights

- Record CMTS downstream port shipments
  - 109,744 C4™downstreams, 10% more than previous high
- Shipped >1.6 million CPE units in the quarter
  - Up 35% vs. Q4 2011
  - 60% of CPE units were DOCSIS 3.0
  - Wi-Fi Gateways, data modem business
- Moxi® Gateway
  - Successful launch at WOW
  - Buckeye beginning commercial deployments
  - Additional operators in line for commercial deployments
- New Gateway Platform Programs
  - 3rd party middleware software integrations launched
- BigBand
  - Product/feature execution improving
  - MSP deployments underway

Business Drivers

Online Video Drives Bandwidth Growth





84% of the total U.S. Internet audience viewed online video

89% of the total Brazil Internet audience viewed online Video

* **Based on video content sites: excludes video server networks. Online Video includes both streaming and progressive download video, total U.S.-Home/Work/University Locations**

DOCSIS 3.0 Technology Upgrade Cycle Accelerating

xfinity

Important information regarding your XFINITY® Service.

Valued Comcast Customer
Alpharetta, GA

Subject: Important Service Announcement Regarding Your Cable Modem

Dear Valued Comcast Customer:

Our records indicate that the cable modem which you currently use for your XFINITY® Internet service may not be able to receive the full range of speeds available with XFINITY Internet.

To ensure that your modem can take advantage of all that XFINITY Internet has to offer, you will need to replace your current modem with a DOCSIS 3.0 modem.

There are several convenient modem replacement options available to you:

- Visit a retailer to purchase a new cable modem. You may visit http://mydeviceinfo.comcast.net/ for a list of modems certified to work on our network.
- Arrange to lease a cable modem by calling 1-800-XFINITY. You may have a leased modem sent to you with a self-installation kit. If you do so, no installation charges apply and there will be no shipping or handling charge. Standard installation fees apply for professional installation. Applicable equipment charges apply when leasing a modem from Comcast.

To protect our environment, please dispose of your older modem properly. Instead of disposing with household trash, you can return it to the front counter of any Comcast Payment Center or you can check with your local municipality to learn about its recycling days.

Sincerely,

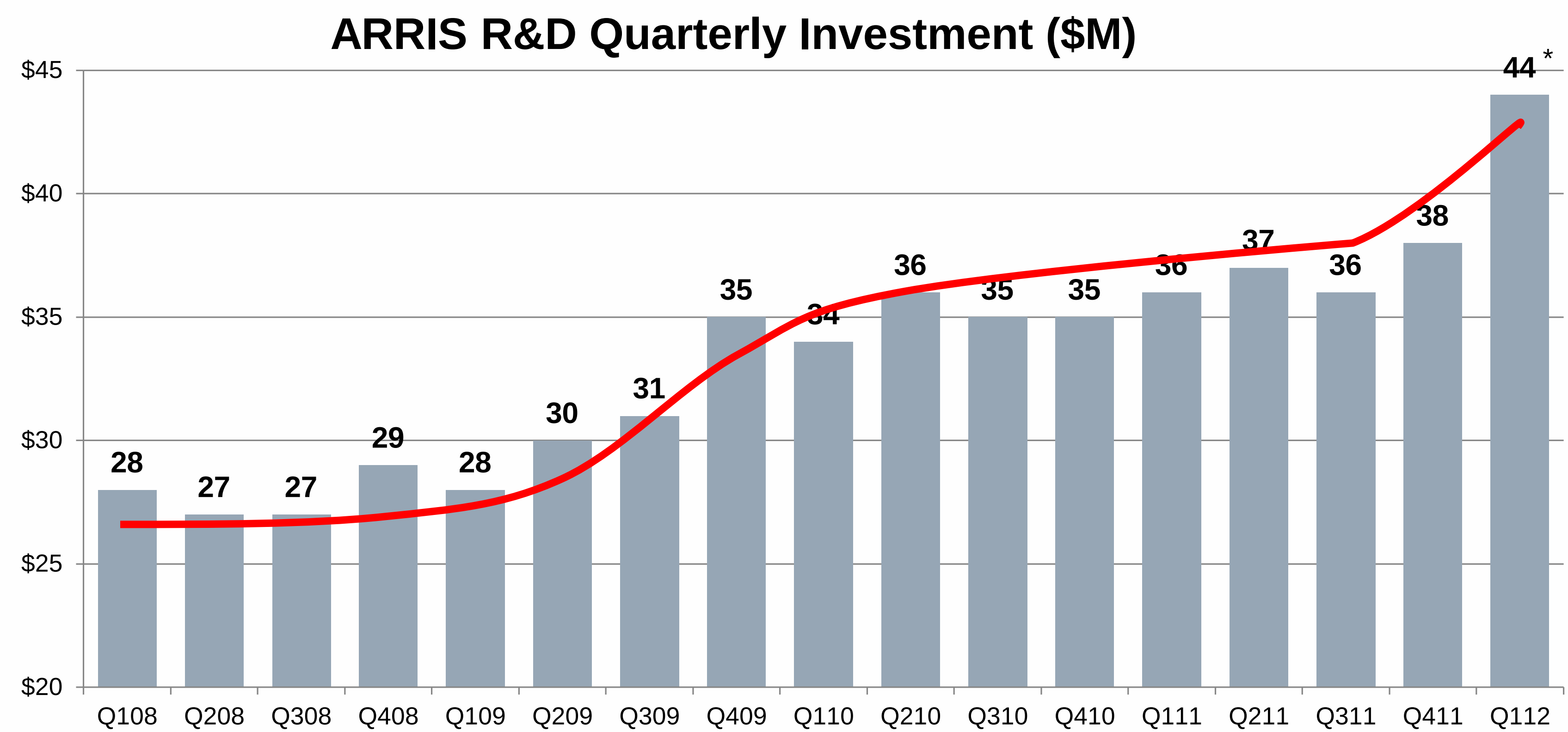
Comcast

comcast.

Our guarantee is our promise to you.
Find out more at comcast.com.

To ensure that your modem can take advantage of all that XFINITY Internet has to offer, you will need to replace your current modem with a DOCSIS 3.0 modem.

Ramped R&D Investment in Response to Emerging Growth Opportunities



* Includes Bigband

~$155 Million of R&D past twelve months
While Remaining Solidly Profitable

Increased R&D Investment Bearing Fruit in 2012 and Beyond…

- Moxi® Gateway – supports a new generation of devices
  - Whole Home Solution
  - Hybrid legacy/IPTV
- Entirely refreshed C4 product line – world class density
  - Double the density
    - 32D Downstream Card (Software upgradeable)
    - 24U Upstream Card
  - Two new software releases
    - IP V6
    - Upstream Channel Bonding
- E6000 Converged Edge Router – the IPTV solution
  - Radical new concept in high density edge routers
  - Platform for the next decade
- Completely revamped CPE product line
  - Voice enabled
  - Wi-Fi enabled
  - Embedded routing
- Ethernet Passive Optical Network (EPON) - Fiber to the Home
- New Assurance software suite

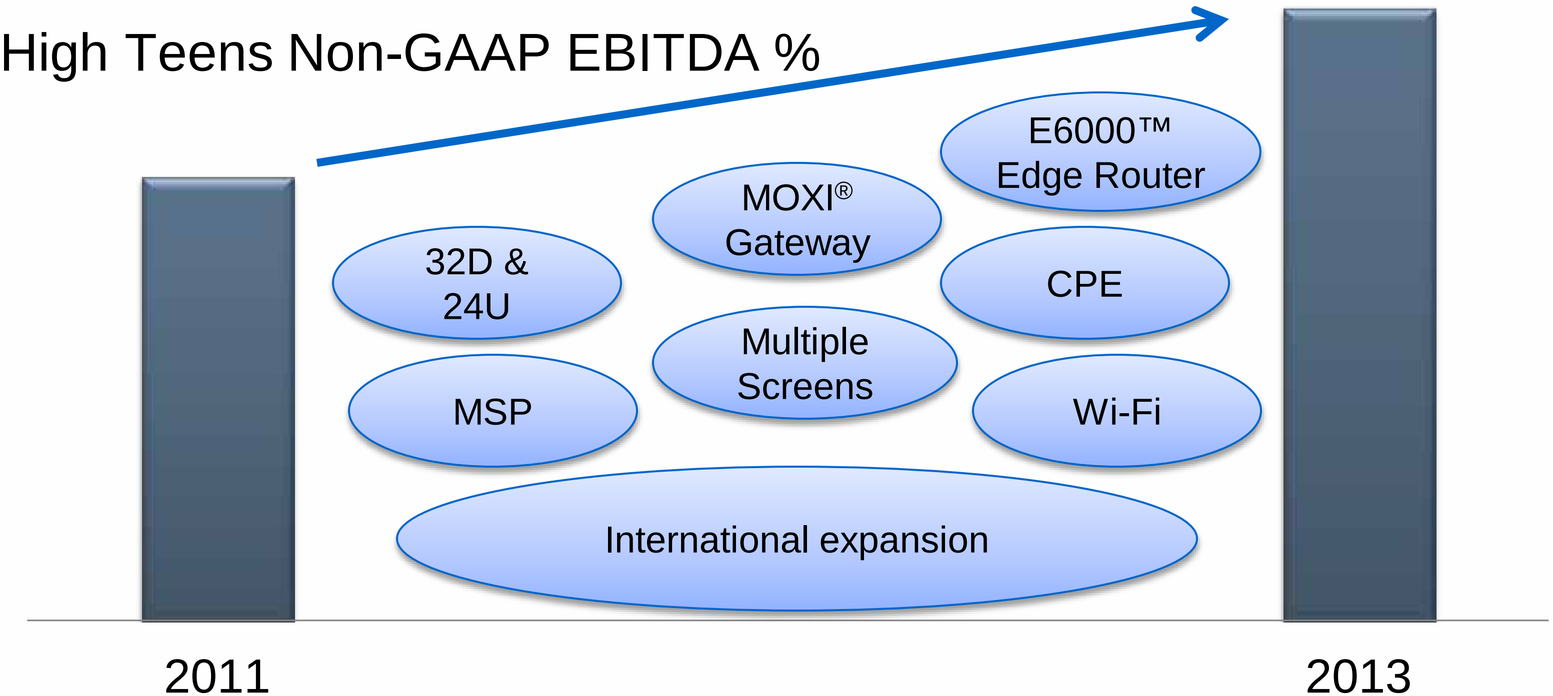
…While Growing a Valuable Patent Portfolio

	US	Foreign	Total
Patents Granted	444	167	611
Applications Pending	268	107	375
TOTAL	**712**	**274**	**986**

	2010	2011	2012 YTD
Patents Granted	28	36	20
Applications Filed	81	92	22

Excellent Opportunities for Growth

- Goals:
  - 10%+ Revenue CAGR
  - High Teens Non-GAAP EBITDA %



Non GAAP EBITDA % = (GAAP EBITDA + Equity Compensation Expense + Other Non-GAAP Adjustments) / Sales

Growth Will Drive Operating Leverage and EPS Expansion

Q2 2012 Guidance

- Revenue $330M - $350M
  - Entering quarter with good momentum
  - Center of guidance represents 28% growth vs. Q2 2011
- Adjusted(Non-GAAP)EPS $0.20 - $0.24[1] /GAAP $.10 - $.14
  - Mix expected to shift towards CPE and CMTS hardware
- ~34% tax rate assumed
  - Versus 26.9% for Q2 2011
- 116.0M diluted shares assumed
  - Versus 123.7M for Q2 2011

(1) See reconciliation of GAAP to Adjusted Non-GAAP EPS Guidance reconciliation

Optimistic about the year as a whole

Executing on our Strategy

- Strategic acquisitions – Fortify IP Video offering and patent portfolio
  - Digeo
  - BigBand
- Deep IP Product Portfolio – Positions ARRIS for growth
  - Moxi Whole Home Solution
  - Wireless
  - DOCSIS 3.0
  - CCAP
- Strong Balance Sheet
  - Cash generation
  - Share buyback
  - Acquisition strategy
- Shareholder value increasing as we remain focused on achieving 10% revenue growth and high teens Non-GAAP EBITDA margin

Questions?

GAAP EPS/Adjusted EPS Reconciliation Q1 2012

(Preliminary & Unaudited)

	Q1 2011		Q4 2011			Q1 2012	
	Amount	Per Diluted Share	Amount	Per Diluted Share		Amount	Per Diluted Share
Net income (loss)	$ 11,564	$ 0.09	$ (59,629)	$ (0.51)		$ 5,799	$ 0.05
Highlighted items:							
Impacting gross margin:							
Purchase accounting impacts of deferred revenue	-	-	3,126	0.03		1,258	0.01
Stock compensation expense	437	-	521	-		750	0.01
Impacting operating expenses:							
Acquisition costs	-	-	2,730	0.02		607	0.01
Restructuring	-	-	3,391	0.03		5,203	0.04
Amortization of intangible assets	8,944	0.07	6,817	0.06		7,379	0.06
Goodwill and intangibles impairment	-	-	88,633	0.74		-	-
Loss of sale of product line	-	-	-	-		337	-
Stock compensation expense	4,847	0.04	4,586	0.04		5,899	0.05
Impacting other (income) / expense:							
Non-cash interest expense	2,832	0.02	2,941	0.02		2,999	0.03
Impairment of investment	-	-	3,000	0.03		-	-
Impacting income tax expense:							
Adjustments of income tax valuation allowances and other	(3,583)	(0.03)	3,032	0.03		-	-
Tax impact related to goodwill and intangibles impairment	-	-	(25,584)	(0.21)		-	-
Tax related to highlighted items above	(5,024)	(0.04)	(8,553)	(0.07)		(8,121)	(0.07)
Total highlighted items	8,453	0.07	84,640	0.71		16,311	0.14
Net income excluding highlighted items	$ 20,017	$ 0.16	$ 25,011	$ 0.21		$ 22,110	$ 0.19
Weighted average common shares - basic				117,316	(1)		
Weighted average common shares - diluted		125,732		119,609	(2)		117,597

(1) Basic shares used for Q4 2011 as losses were reported for those periods and the inclusion of dilutive shares would be antidilutive
(2) Non-GAAP net income for Q4 2011 is positive and , therefore, the diluted shares used in this calculation include the effect of options

See the Notes to GAAP / Adjusted Non-GAAP Financial Measures slide

GAAP to Adjusted Non-GAAP EPS Guidance Reconciliation

	Q2 2012 EPS Guidance
Estimated GAAP EPS	$0.10 - $0.14
Reconciling Items:	
Amortization of Intangibles (after tax)	$0.04
Stock Compensation Expense (after tax)	$0.04
Non-Cash Interest - Convertible Debt (after tax)	$0.02
Subtotal	$0.10
Estimated Adjusted (Non-GAAP) EPS	$0.20 -$ 0.24

See the Notes to GAAP / Adjusted Non-GAAP Financial Measures slide

Notes to GAAP/Adjusted Non-GAAP Financial Measures

(Preliminary & Unaudited)

The Company reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP" or referred to herein as "reported"). However, management believes that certain non-GAAP financial measures provide management and other users with additional meaningful financial information that should be considered when assessing our ongoing performance. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning for and forecasting future periods. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures reflect adjustments based on the following items, as well as the related income tax effects:

Purchase Accounting Impacts Related to Deferred Revenue: In connection with our acquisition of BigBand, business combination rules require us to account for the fair values of arrangements for which acceptance has not been obtained, and post contract support in our purchase accounting. The non-GAAP adjustment to our sales and cost of sales is intended to include the full amounts of such revenues. We believe the adjustment to these revenues is useful as a measure of the ongoing performance of our business. We have historically experienced high renewal rates related to our support agreements and our objective is to increase the renewal rates on acquired post contract support agreements; however, we cannot be certain that our customers will renew our contracts.

Stock-Based Compensation Expense: We have excluded the effect of stock-based compensation expenses in calculating our non-GAAP operating expenses and net income measures. Although stock-based compensation is a key incentive offered to our employees, we continue to evaluate our business performance excluding stock-based compensation expenses. We record non-cash compensation expense related to grants of options and restricted stock. Depending upon the size, timing and the terms of the grants, the non-cash compensation expense may vary significantly but will recur in future periods.

Acquisition Costs: We have excluded the effect of acquisition related and other expenses and the effect of restructuring expenses in calculating our non-GAAP operating expenses and net income measures. We incurred significant expenses in connection with our recent acquisition of BigBand, which we generally would not have otherwise incurred in the periods presented as part of our continuing operations. Acquisition related expenses consist of transaction costs, costs for transitional employees, other acquired employee related costs, and integration related outside services. We believe it is useful to understand the effects of these items on our total operating expenses.

Restructuring Costs: We have excluded the effect of restructuring charges in calculating our non-GAAP operating expenses and net income measures. Restructuring expenses consist of employee severance, abandoned facilities, and other exit costs. We believe it is useful to understand the effects of these items on our total operating expenses.

Amortization of Intangible Assets: We have excluded the effect of amortization of intangible assets in calculating our non-GAAP operating expenses and net income measures. Amortization of intangible assets is non-cash, and is inconsistent in amount and frequency and is significantly affected by the timing and size of our acquisitions. Investors should note that the use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.

Impairment of Goodwill and Intangibles: We have excluded the effect of the estimated impairment of goodwill and intangible assets in calculating our non-GAAP operating expenses and net income (loss) measures. Although an impairment does not directly impact the Company's current cash position, such expense represents the declining value of the technology and other intangibles assets that were acquired. We exclude these impairments when significant and they are not reflective of ongoing business and operating results.

Loss on Sale of Product Line: We have excluded the effect of a loss on the sale of a product line in calculating our non-GAAP operating expenses and net income measures. We believe it is useful to understand the effects of these items on our total operating expenses.

Non-Cash Interest on Convertible Debt: We have excluded the effect of non-cash interest in calculating our non-GAAP operating expenses and net income measures. We record the accretion of the debt discount related to the equity component non-cash interest expense. We believe it is useful to understand the component of interest expense that will not be paid out in cash.

Impairment of Investment: We have excluded the effect of an other-than-temporary impairment of a cost method investment in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Income Tax Expense: We have excluded the tax effect of the non-GAAP items mentioned above. Additionally, we have excluded the effects of certain tax adjustments related to state valuation allowances, research and development tax credits and provision to return differences.