

ARRIS GROUP, INC.
COMPENSATION COMMITTEE CHARTER

Compensation Committee Composition

- Members of the Compensation Committee (the “Committee”) are appointed by the ARRIS Group, Inc. (the “Company”) Board of Directors
- Members must have a strong understanding of compensation principles and programs as determined by the Board
- The Committee will be composed solely of independent outside directors as the term “independent” is defined by NASDAQ listing standards
- Two or more directors shall comprise the Committee, and a Chairperson of the Committee will be designated

Responsibilities of the Compensation Committee

The Compensation Committee is empowered by the Board of Directors to:

- Establish the Company’s compensation philosophy and strategy
- Review and approve the total compensation programs and levels of the Company’s executive officers and other key employees with a salary of \$200,000 or more
- Review the total compensation of the Chief Executive Officer with respect to performance relative to corporate goals and objectives, and recommend actions to the Board of Directors for final approval
- Review and approve actions related to the Company’s annual incentive compensation plan
- Review and approve actions related to the Company’s long-term incentive plan(s)
- Review and submit to the full Board of Directors any new executive compensation plans or amendments to existing plans requiring Board approval
- Oversee adoption of material benefit and pension plan design modifications including regulatory compliance
- Review Board of Directors’ compensation program, with any recommended modifications subject to final approval by the full Board
- Have sole authority to select, hire, discharge and determine fees for compensation and benefits consultants and other advisors to the Committee

- Review and approve an annual report on executive compensation for inclusion in the company proxy statement, in accordance with applicable rules and regulations
- Review and approve an appropriate peer group for use in competitive comparisons
- The Committee will meet a minimum of two times a year to fulfill its responsibilities and to complete the activities defined above

Powers Reserved to the Board of Directors:

- Determine whether a director is deemed “independent” and has had no material relationship with the company (conforming to the proposed NASDAQ “independence” standards)
- Assure that Committee members are qualified to serve, and to the extent necessary, require that members complete educational programs on current compensation issues and developments
- Appoint and remove members of the Compensation Committee and its Chairman
- Approve plan terms (and amendments) of annual incentive and long-term incentive plan(s) to be submitted to shareholders
- Review performance of the Chief Executive Officer and approve all elements of CEO total compensation
- Appoint executive officers
- Approve Board of Directors’ compensation program modifications submitted for approval by the Committee

Responsibilities Delegated to Management:

The Compensation Committee has delegated the following authority to management:

- Review and approve the total compensation (including base salary, annual and long-term incentives) of key employees with a salary below \$200,000, subject to individual limits approved by the Committee
- Recommend awards or grants to non-Section 16 key employees to the extent requested by the Committee under the annual and long-term incentive plans, within approved guidelines
- Oversee the Company’s non-executive incentive compensation plans

- Submit an annual report to the Committee regarding actions taken by management during the year with respect to aggregate annual incentives earned and aggregate long-term incentive grants to be awarded
- Designate a representative who will provide management support and appropriate compensation and benefit communication to Committee

Annual Activities of the Compensation Committee

- Review and approve goals and objectives related to Chief Executive Officer compensation
- Periodically report to the Board of Directors on the Committee's activities, including an annual review of the Committee's performance in relation to its charter and identification of any executive compensation issues or concerns
- To the extent necessary, the Committee will meet in executive session at the end of each meeting of the Committee -
- Review and approve all elements of total compensation for the Company's executives (as defined above) including salary, annual and long-term incentive compensation
- Review the total compensation of the CEO and submit to the Board of Directors for final approval
- Conduct an annual comprehensive competitive review (as necessary) of total compensation for the CEO, Executive Officers and other key employees
- Review and approve aggregate awards under the annual incentive plan(s) and grants under the long-term incentive plans
- Administer the annual and long-term incentive plans, including activities required by IRC§162(m), including: (i) defining participation; (ii) approving performance goals and measures; (iii) determining target and maximum awards; and (iv) certifying attainment of goals and aggregate payouts
- Review changes, including those requiring shareholder approval, to the design, structure, or provisions of the annual and long-term incentive plans and submit to Board for approval
- Approve an appropriate peer group(s) for use in competitive comparisons as well as for use in the Company proxy
- Report to the Board of Directors on the substance of each Committee meeting
- Approve special agreement/contracts for key executives with base salary of \$200,000 and above

- Oversee executive benefit and retirement plans, referring changes to the Board for final approval
- Review a report from management on the status of individual executive stock ownership
- Approve Compensation Committee Report for inclusion in annual proxy statement
- Review and make recommendations regarding the Directors' compensation program to the full Board