






**ARRIS Group, Inc.****ARRS NASDAQ****Communications Equipment**

Market Capitalization USD:

\$1,229.40 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Robert J. Stanzione**Age: 64****CEO Since: 2000**

	2009	2010	2011
Base Salary	\$730,000	\$746,500	\$765,500
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,314,000	\$529,000	\$330,000
Benefits and Perquisites	\$71,354	\$89,999	\$56,234
TOTAL ANNUAL COMPENSATION	\$2,115,354	\$1,365,499	\$1,151,734
Increase in Post-Retirement Benefits	\$774,810	\$290,672	\$13,081
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$1,845,600	\$1,900,000	\$1,855,454
TOTAL COMPENSATION	\$4,735,764	\$3,556,171	\$3,020,269
Median of Other Named Executive Officers Total Compensation	\$1,639,848	\$1,379,427	\$1,469,483
Value Realized on Exercise of Stock Option	\$0	\$243,000	\$1,580,297
Value Realized on Vesting of Stock	\$612,157	\$1,795,191	\$2,198,192
TOTAL REALIZED EQUITY COMPENSATION	\$612,157	\$2,038,191	\$3,778,489

Proxy Date: 4 Apr 2012

Annual Meeting Date: 9 May 2012

Equity Reserves: 29.12%

Stock Option Run Rate: 0.00%

ARRIS Group, Inc.

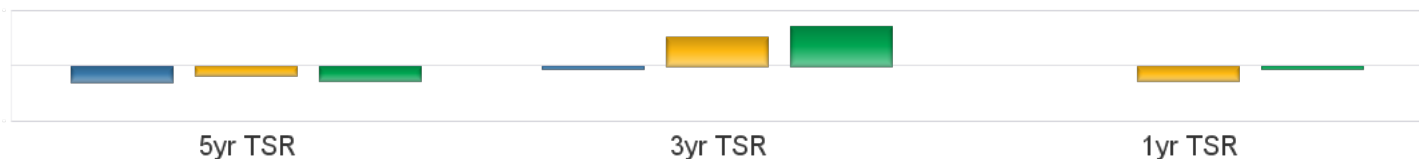
ARRS NASDAQ

Communications Equipment

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Performance Comparison

■ S&P500 ■ Industry ■ ARRS



Peer Comparisons (TRBC) =Communications Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ARRS	ARRIS Group, Inc.	\$4,735,764	\$3,556,171	\$3,020,269	\$1,229,397,009
PLCM	Polycom, Inc.	\$2,944,633	\$4,341,868		\$3,249,092,751
RVBD	Riverbed Technology, Inc.	\$3,875,651	\$5,185,183		\$3,101,856,734
APKT	Acme Packet, Inc.	\$1,111,556	\$1,728,592	\$3,310,108	\$2,832,839,522
JDSU	JDS Uniphase Corporation	\$5,945,954	\$2,317,663		\$2,283,965,037
ARUN	Aruba Networks, Inc.	\$2,552,312	\$400,000		\$2,209,737,246
BRCD	Brocade Communications Systems, Inc.	\$10,707,452	\$4,804,875	\$4,022,080	\$2,119,549,269

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Black Box Corporation, Mastec, Inc., Ciena Corporation, Netgear, Inc., Dycom Industries, Inc., Plantronics, Inc., Hughes Communications, Inc., Polycom, Inc., JDS Uniphase Corporation, Powerwave Technologies, Loral Space & Communications Ltd., Tellabs, Inc.

Performance Peer Group

NASDAQ composite

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William H. Lambert	Chairman	75	Male	15	Outside Related
Alex B. Best	Member	71	Male	9	Outside
Harrv L. Bosco	Member	66	Male	10	Outside Related
John Anderson Craia	Member	69	Male	14	Outside Related

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