

**ARRIS GROUP, INC.**

**EXECUTIVE COMPENSATION ADJUSTMENT AND RECOVERY POLICY  
(Clawback Policy)**

*(As adopted February 24, 2009)*

To the extent permitted by law, if the Board of Directors of ARRIS Group, Inc. (the “Company”) determines that any compensation has been awarded or received by a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, or any other person routinely performing corresponding functions with respect to the Company (each an “Officer” and, collectively, the “Officers”), and that such compensation was based on financial results or operating metrics that were satisfied as a result of the fraudulent or illegal conduct of any of the Officers, then the Board of Directors shall be entitled to recover from all of the Officers compensation that the Board of Directors concludes is attributable to such Officers’ conduct and would not have been awarded had such financial results or operating metrics not been satisfied. In connection therewith, but without by implication limiting what it may seek, the Board of Directors is entitled to seek: (1) reimbursement of any bonus, equity award or incentive compensation previously awarded to the officer, and (2) the cancellation of any unvested, restricted or deferred equity awards previously granted to the officer as it deems appropriate under the circumstances. Without by implication limiting the foregoing, following a restatement of the Company’s financial statements, the Company also shall be entitled to recover any compensation received by the Chief Executive Officer and Chief Financial Officer that is required to be recovered by Section 304 of the Sarbanes-Oxley Act of 2002.

Further, if the officer engaged in intentional misconduct that contributed in any material respect to the improper accounting or incorrect financial data, the Board of Directors may seek to recoup any profits realized from the officer’s sales of the securities of the Company during or subsequent to the impacted accounting periods, where the Board of Directors, in its sole discretion, concludes that the price of the Company’s securities were affected by the improper accounting or incorrect financial data.

In determining whether to seek recovery of compensation, the Board of Directors may take into account any considerations it deems appropriate, including whether the assertion of a claim may violate applicable law or adversely impact the interests of the Company in any related proceeding or investigation, whether a financial restatement was necessary, and if so, the extent to which the officer was responsible for the error that resulted in the restatement, and the cost and likely outcome of any potential litigation in connection with the Company’s attempts to recoup compensation. The Board shall have sole discretion in determining whether an officer’s conduct met or did not meet any particular standard of conduct under law or this policy.

The authority vested in the Board of Directors under this policy may be exercised by any committee thereof.

