

**CHARTER**  
**AUDIT COMMITTEE**  
**ARRIS GROUP, INC.**  
*(As amended through May 2008)*

Purpose of the Audit Committee

The Audit Committee (the "Committee") is appointed by the Board of Directors to oversee the accounting and financial processes of ARRIS Group, Inc. (the "Company") and the audits of the financial statements of the Company. The Company's management continues to be responsible for (a) the preparation, presentation and integrity of the Company's financial statements; (b) accounting and financial reporting principles; and (c) the Company's internal controls for financial reporting designed to promote compliance with accounting standards and applicable laws and regulations. The Company's independent auditing firm (the "Independent Auditor") is responsible for performing the independent audits of the Company's consolidated financial statements in accordance with generally accepted auditing standards.

The Committee members are not necessarily professional accountants or auditors, and their functions are intended neither to duplicate nor to certify the activities of Company's management or its Independent Auditor, nor can the Committee assure that the Independent Auditor is "independent" under applicable rules. The Committee serves in a board level oversight role, overseeing the relationship with the Independent Auditor, as set forth in this charter, and providing advice, counsel and general direction, as it deems appropriate, to the Company's management and its Independent Auditor on the basis of the information it receives, discussions with the Independent Auditor, and the Committee members' experience in business, finance and accounting.

AUDIT COMMITTEE MEMBERSHIP

The Committee shall be comprised of at least three directors selected by the Board of Directors and who each meet the independence and financial literacy requirements of The NASDAQ Stock Market, Inc. ("NASDAQ"), Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. Appointment to the Committee, including the designation of the Chair of the Committee and the designation of any Committee members as "audit committee financial experts", shall be made on an annual basis by the full Board.

AUDIT COMMITTEE OVERSIGHT RESPONSIBILITIES

1. Retention of Independent Auditor. The Committee shall be directly responsible for the appointment, subject to shareholder's approval, as appropriate, replacement, compensation, and oversight of the work of the Independent Auditor, including resolution of disagreements between management and the Independent Auditor regarding financial reporting. The Independent Auditor shall report directly to the Committee.

2. Independent Auditor's Quality Control. The Committee shall obtain and review annually a report by the Independent Auditor describing (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

3. Independence of Independent Auditor. The Committee shall review and discuss the written statement from the Independent Auditor concerning any relationship between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor, and, based on such review, assess the independence of the auditor.

4. Pre-Approval of Audit and Non-Audit Services. The Committee shall review and pre-approve all auditing services and permissible non-audit services (including the fees and terms thereof) to be performed by the Independent Auditor, with exceptions provided for de minimis amounts under

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certain circumstances as permitted by law. The Committee may designate one or more of its members the authority to grant preapprovals of audit services and permissible non-audit services. The decisions of any member to whom authority is delegated shall be presented to the full Committee at each of its scheduled meetings.

5. External Audit Plans. The Committee shall review and discuss with the Independent Auditor its audit plans and audit procedures, including the scope, fees and timing of the audit.

6. Review of Audit Results. The Committee shall review and discuss with the Independent Auditor the results of the annual audit examination and accompanying management letters, as well as the results of the Independent Auditor's procedures with respect to interim periods. The Committee shall review and discuss reports from the Independent Auditors on (a) all critical accounting policies and practices used by the Company; (b) alternative accounting treatments within GAAP related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the Independent Auditor; and (c) other material written communications between the Independent Auditor and management. The Committee shall review with the Independent Auditor its judgments as to the quality, not just the acceptability, of the Company's accounting policies and such matters as are required to be discussed with the Committee under generally accepted auditing standards.

7. Assurances Under Section 10A of the Exchange Act. The Committee shall obtain from the Independent Auditor assurance that Section 10A of the Exchange Act (generally relating to the auditors' identification of illegal acts and related party transactions) has not been implicated.

8. Financial Statements and Disclosures. The Committee shall discuss with management and the Independent Auditor quarterly earnings press releases, including the interim financial information included therein. The Committee shall review the year-end audited financial statements, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," and, if deemed appropriate, recommend to the Board of Directors that the audited financial statements be included in the Annual Report on Form 10-K for the year.

9. Risk Management Policies. The Committee shall review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

10. Related Party Transactions. The Committee shall review reports and disclosures of insider and affiliated party transactions, and review or approve all proposed related-party transactions as required by applicable law, regulation or NASDAQ requirements.

11. Controls and Procedures. The Committee shall review and discuss with management, the Independent Auditor, and the Internal Audit Director: (a) the adequacy and effectiveness of the Company's internal controls for financial reporting including any significant deficiencies and significant changes in internal controls reported to the Committee by the Independent Auditor or management; (b) the Company's internal audit procedures; and (c) the adequacy and effectiveness of the Company's disclosures controls and procedures, and management reports thereon.

12. Internal Audit. The Committee shall review annually with the Internal Audit Director the scope of the internal audit program and review annually the performance of the internal audit group in executing its plans and meeting its objectives.

13. Review of Other Matters. The Committee shall review and discuss with management and the Independent Auditor various topics and events as the Committee may, in its own discretion, deem desirable in connection with the review functions described above.

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14. Complaints Regarding Financial Statements or Accounting Policies. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

15. Hiring of Employees of Independent Auditor. The Committee shall review and discuss with management policies for the hiring of employees and former employees of the Independent Auditor.

16. Proxy Statement Report. The Committee shall present and be responsible for its report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

17. Annual Evaluation. The Committee shall conduct and review with the Board of Directors annually an evaluation of the Committee's performance with respect to the requirements of this charter and shall annually review and reassess the adequacy of this charter and recommend any changes to the full Board.

18. Outside Advisors. The Committee has the authority to engage independent legal, accounting, and other advisers, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms, as well as ordinary administration expenses of the Committee.

19. Meetings and Reports to the Board. The Committee shall meet at such times and places as the Committee determines. The Committee shall meet separately and privately in periodic executive sessions with the Independent Auditor, the Internal Audit Director, and management. The Chairman of the Committee shall report regularly to the full Board the Committee's activities.