

## **FINANCIAL CODE OF ETHICS FOR CEO, SENIOR FINANCIAL OFFICERS, AND ALL ACCOUNTING, FINANCE AND LEGAL MANAGERS**

*(As amended through August 2007)*

All officers, directors, management, and other employees of ARRIS are expected to comply with the policies and guidelines established in the ARRIS Code of Business Ethics and Conduct. In addition to the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law, our Chief Executive Officer, all senior financial officers (including our Chief Financial Officer, Senior Vice President of Finance, and Vice President/Controller), and all accounting, finance and legal managers are subject to the following specific policies to ensure the fair and timely reporting of ARRIS' financial results and condition:

- As applicable to their work for the Company, provide information to ensure full, fair, accurate, timely and understandable disclosure in the periodic reports and documents required to be filed by ARRIS with the SEC and in other public communications made by ARRIS. Accordingly, it is the responsibility of each individual to promptly bring to the attention of the Disclosure Committee any material information of which he may become aware that affects the disclosures made by ARRIS in its public filings.
- Promptly bring to the attention of the Audit Committee and the Director of Internal Audit any information he may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect ARRIS' ability to record, process, summarize and report financial data or, (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- Promptly bring to the attention of the Executive Vice President and Chief Counsel or the Chief Executive Officer and to the Audit Committee any information he may have concerning any violation of ARRIS' Business Ethics and Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in ARRIS' financial reporting, disclosures or internal controls.
- Promptly bring to the attention of the Executive Vice President and Chief Counsel or the Chief Executive Officer and to the Audit Committee any of information he may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to ARRIS and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Business Ethics and Conduct or of these additional procedures.

The Board of Directors of ARRIS shall determine appropriate actions to be taken in the event of violations of the Code of Business Ethics and Conduct or of these additional procedures by the CEO, senior financial officers, and accounting, finance and legal managers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Ethics and Conduct and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation. The Board of Directors shall take appropriate action with respect to the failure of the CEO, senior financial officers, or accounting, finance and legal managers to comply with the Code of Business Ethics and Conduct or of these additional procedures described above, which may include reprimand, demotion or re-assignment, suspension, or termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had

been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Employee name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_