ARRIS GROUP INC
Form DEFM14A
September 15, 2015
TABLE OF CONTENTS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

ARRIS Group, Inc.
(Name of Registrant as Specified in its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant
Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)
Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)
Proposed maximum aggregate value of transaction:

(5)
Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)
Amount Previously Paid:

(2)
Form, Schedule or Registration Statement No.:

(3)
Filing Party:

(4)
Date Filed:

TABLE OF CONTENTS

Dear ARRIS Stockholder:

You are cordially invited to attend a special meeting of the stockholders of ARRIS Group, Inc. ("ARRIS") to be held on October 21, 2015 at 10:00 a.m. local time, at ARRIS' corporate headquarters at 3871 Lakefield Drive, Suwanee, Georgia, 30024, USA.

The boards of ARRIS and Pace plc ("Pace") have reached agreement on the terms of a recommended combination of Pace with ARRIS (the "Combination") whereby (i) ARRIS International Limited ("New ARRIS"), a newly formed company incorporated in England and Wales, will acquire all of the outstanding shares of Pace by means of a court-sanctioned scheme of arrangement under English law and (ii) ARRIS will merge (the "Merger") with a subsidiary of New ARRIS, with ARRIS surviving the Merger (pursuant to the Agreement and Plan of Merger dated as of April 22, 2015 (the "Merger Agreement")). Under the terms of the Combination, (a) Pace Scheme shareholders will receive 132.5 pence in cash and 0.1455 shares of New ARRIS for each Pace share they hold and (b) ARRIS stockholders will receive one New ARRIS share for each share of ARRIS common stock they hold. As a result of the Combination, both Pace and ARRIS will become wholly-owned subsidiaries of New ARRIS. It is intended that shares of New ARRIS will be listed on The NASDAQ Stock Market LLC under the symbol "ARRS" following the completion of the Combination. Based on the number of ARRIS and Pace shares outstanding as of August 31, 2015, the total number of New ARRIS shares expected to be issued in connection with the Combination is approximately 195.8 million.

ARRIS is holding a special meeting of stockholders to seek your adoption of the Merger Agreement, which gives effect to the Merger and is a necessary component of the Combination. ARRIS stockholders also are being asked to vote on a non-binding advisory proposal to approve certain compensation arrangements for ARRIS' named executive officers in connection with the Merger and a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the proposal to adopt the Merger Agreement.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" ADOPTION OF THE MERGER AGREEMENT AND EACH OF THE PROPOSALS DESCRIBED ABOVE. In considering this recommendation, you should be aware that non-employee directors and executive officers of ARRIS will have interests in the Combination in addition to interests they might have as stockholders of ARRIS. See "Interests of Certain Persons in Matters to be Acted Upon" beginning on page 93.

More information about the Combination and the proposals described above is contained in the accompanying proxy statement/prospectus. We urge you to read this document, including the Annexes and the documents incorporated by reference, carefully and in full. In particular, we urge you to read the section captioned "Risk Factors" beginning on page 20.

The close of business on September 10, 2015 has been fixed as the record date for determining the ARRIS stockholders entitled to receive notice of and to vote at the special meeting.

We are not asking for a proxy from Pace shareholders, and Pace shareholders are requested not to send us a proxy. Pace shareholders are not entitled to vote on the matters described above. Pace shareholders are expected to receive a separate circular and should read and respond to that document.

Your vote is very important. Whether or not you plan to attend the special meeting, please vote as soon as possible by following the instructions in the accompanying proxy statement/prospectus. A failure to vote, failure to instruct a bank, broker or nominee, or abstention from voting will have the same effect as a vote "AGAINST" the proposal to adopt the Merger Agreement.

We look forward to seeing you at the special meeting and appreciate your support.

Sincerely,

ROBERT J. STANZIONE
Chairman and Chief Executive Officer

TABLE OF CONTENTS

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved any of the transactions described in this proxy statement/prospectus or the securities to be issued under this document or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense. The UK Financial Conduct Authority ("FCA") has not approved or disapproved any of the transactions described in this proxy statement/prospectus or the securities to be issued under this document or passed upon the adequacy or accuracy of this document. This proxy statement/ prospectus does not constitute an offer to buy or sell, or a solicitation of an offer to buy or sell, any securities, or a solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. For the avoidance of doubt, this proxy statement/prospectus does not constitute an offer to buy or sell securities or a solicitation of an offer to buy or sell any securities in the UK or any other member state of the European Economic Area or a solicitation of a proxy under the laws of England and Wales or the FCA's Listing Rules, and it is not intended to be, and is not, a prospectus or an offer document for the purposes of the FCA's Prospectus Rules.

This proxy statement/prospectus has not been and will not be registered with the Financial Supervisory Commission of Taiwan, the Republic of China (the "ROC") pursuant to relevant securities laws and regulations of Taiwan, the ROC; any securities to be issued as part of the proposals within this proxy statement/prospectus may not be offered, sold, delivered or distributed within Taiwan, the ROC through a public offering or in circumstances which constitute an offer within the meaning of the Securities and Exchange Act of Taiwan, the ROC that requires the prior registration with or approval of the Financial Supervisory Commission of Taiwan, the ROC. The ROC investors who purchase or are deemed to purchase any securities issued as part of the proposals within this document shall comply with all relevant securities, tax and foreign exchange laws and regulations in effect in Taiwan, the ROC.

Neither the securities to be issued under this proxy statement/prospectus nor this proxy statement/ prospectus have been approved or registered in the administrative registries of the Spanish National Securities Exchange Commission, or Comision Nacional del Mercado de Valores, or CNMV. Accordingly, the securities to be issued under this document may not be offered in Spain except in circumstances which do not constitute a public offer of securities in Spain within the meaning of articles 30bis of the Spanish Securities Market Law of July 28, 1988 (Ley 24/1988, de 28 Julio, del Mercado de Valores), as amended and restated, and the supplemental rules enacted thereunder.

The accompanying proxy statement/prospectus is dated September 15, 2015, and is first being mailed to ARRIS stockholders on or about September 17, 2015.

TABLE OF CONTENTS

NOTICE OF SPECIAL MEETING

Important Notice Regarding the Special Meeting on October 21, 2015

A special meeting of stockholders of ARRIS Group, Inc. ("ARRIS") will be held on October 21, 2015, at 10:00 a.m. local time at ARRIS corporate headquarters at 3871 Lakefield Drive, Suwanee, Georgia, USA for the following purposes:

1.

To adopt the Agreement and Plan of Merger, dated as of April 22, 2015 (the "Merger Agreement"), by and among ARRIS, ARRIS International Limited, a private limited company incorporated under the laws of England and Wales and a wholly-owned subsidiary of ARRIS ("New ARRIS"), Archie U.S. Holdings LLC, a Delaware limited liability company and wholly-owned subsidiary of New ARRIS ("ARRIS Holdings"), and Archie U.S. Merger LLC, a Delaware limited liability company and wholly-owned subsidiary of ARRIS Holdings ("Merger Sub");

2.

To approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to ARRIS' named executive officers in connection with the completion of the merger (the "Merger") of Merger Sub with and into ARRIS, with ARRIS continuing as the surviving corporation, pursuant to the Merger Agreement; and

3.

To approve any motion to adjourn the special meeting, or any postponement thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the Merger Agreement, (ii) to provide to ARRIS stockholders any supplement or amendment to the proxy statement/prospectus and/or (iii) to disseminate any other information which is material to ARRIS stockholders voting at the special meeting.

The ARRIS board of directors determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of ARRIS and approved the Merger Agreement. The ARRIS board of directors unanimously recommends that ARRIS stockholders vote "FOR" the proposal to adopt the Merger Agreement, "FOR" the non-binding advisory proposal to approve certain compensatory arrangements between ARRIS and certain named ARRIS executive officers relating to the Merger and "FOR" the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the proposal to adopt the Merger Agreement.

The ARRIS board of directors has fixed the close of business on September 10, 2015 as the record date for determination of ARRIS stockholders entitled to receive notice of, and to vote at, the special meeting or any adjournments or postponements thereof. Only holders of record of common stock, $0.01 par value per share, of ARRIS ("ARRIS shares") at the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting.

Your vote is very important. A failure to vote in person, grant a proxy for your shares, or instruct a bank, broker or nominee how to vote at the special meeting will have the same effect as a vote "AGAINST" the proposal to adopt the Merger Agreement. Whether or not you expect to attend the special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (1) logging onto www.voteproxy.com and following the instructions on your proxy card; (2) dialing 1-800-PROXIES (1-800-776-9437) in the U.S. or 1-718-921-8500 from foreign countries and listening for further directions; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the special meeting. If your shares are held in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction card furnished by the plan administrator, or record holder, as appropriate.

The enclosed proxy statement/prospectus provides a detailed description of the combination of Pace with ARRIS and the Merger Agreement. We urge you to read this proxy statement/prospectus, including any documents incorporated by reference, and the Annexes carefully and in their entirety. In particular, we urge you to read the section captioned "Risk Factors" beginning on page 20.

TABLE OF CONTENTS

If you have any questions concerning the combination of Pace with ARRIS or this proxy statement/ prospectus, would like additional copies of this proxy statement/prospectus or need help voting your shares of ARRIS shares, please contact ARRIS' proxy solicitor using the contact instructions included in this proxy statement/prospectus.

Sincerely,

PATRICK W. MACKEN
Secretary
Suwanee, Georgia
September 15, 2015

TABLE OF CONTENTS

THIS PROXY STATEMENT/PROSPECTUS INCORPORATES IMPORTANT ADDITIONAL INFORMATION

The accompanying proxy statement/prospectus incorporates by reference important business and financial information about ARRIS from documents that are not included in or delivered with the proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the accompanying proxy statement/prospectus by requesting them in writing or by telephone at the following address and telephone number.

ARRIS Group, Inc.
Attn: Secretary
3871 Lakefield Drive
Suwanee, Georgia 30024
678-473-2000

In addition, if you have questions about the Combination or the special meeting, or if you need to obtain copies of the accompanying proxy statement/prospectus, proxy card or other documents incorporated by reference in the proxy statement/prospectus, you may contact the company listed below. You will not be charged for any of the documents you request.

Morrow & Co., LLC
470 West Avenue
Stamford, CT 06902
Banks and Brokerage Firms, Please Call: (203) 658-9400
Holders Call Toll Free: (855)-223-1287
Email: arris.info@morrowco.com

If you would like to request documents, please do so by October 14, 2015, in order to receive them before the special meeting.

For a more detailed description of the information incorporated by reference in the accompanying proxy statement/prospectus and how you may obtain it, see the section captioned “Where You Can Find More Information” beginning on page 170 of the accompanying proxy statement/prospectus.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document constitutes a prospectus of New ARRIS under Section 5 of the Securities Act of 1933, as amended with respect to the New ARRIS ordinary shares to be issued to ARRIS stockholders in the Merger pursuant to the Merger Agreement. This document is also a proxy statement under the Securities Exchange Act of 1934, as amended, and a notice of meeting under Delaware law with respect to the special meeting at which ARRIS stockholders will be asked to consider and vote upon the proposal to adopt the Merger Agreement (as defined in this proxy statement/prospectus) and certain related proposals.

No person has been authorized to provide you with information that is different from what is contained in, or incorporated by reference into, this proxy statement/prospectus, and, if given or made, such information must not be relied upon as having been authorized. This proxy statement/prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any circumstances in which such offer or solicitation is unlawful. The distribution or possession of this proxy statement/prospectus in or from certain jurisdictions may be restricted by law. You should inform yourself about and observe any such restrictions, and none of ARRIS, Pace or New ARRIS accepts any liability in relation to any such restrictions.

Neither the distribution of this proxy statement/prospectus nor the issuance by New ARRIS of New ARRIS ordinary shares in connection with the Combination shall, under any circumstances, create any implication that there has been no change in the affairs of ARRIS, Pace or New ARRIS since the date of this proxy statement/prospectus or that the information contained in this proxy statement/prospectus is correct as of any time subsequent to its date.

Information contained in this proxy statement/prospectus regarding Pace has been provided by Pace, and information contained in this proxy statement/prospectus regarding ARRIS, New ARRIS, Archie U.S. Holdings LLC, and Archie U.S. Merger LLC has been provided by ARRIS.

TABLE OF CONTENTS
TABLE OF CONTENTS

TABLE OF CONTENTS

COMMONLY USED TERMS

For your convenience, some of the terms that are commonly used in the proxy statement/prospectus have the meanings set forth below unless otherwise indicated or the context otherwise requires:

- "ARRIS" refers to ARRIS Group, Inc., a Delaware corporation.

- "ARRIS Holdings" refers to Archie U.S. Holdings LLC, a Delaware limited liability company and wholly-owned subsidiary of New ARRIS, which will be converted into a Delaware corporation prior to the completion of the Merger.

- "ARRIS shares" refers to outstanding common stock of ARRIS, $0.01 par value.

- "ARRIS stockholders" refers to the holders of ARRIS shares.

- "Board" refers to ARRIS' board of directors, New ARRIS' board of directors or Pace's board of directors, as the context suggests.

- "Combination" refers to the combination of ARRIS and Pace by means of the Merger and the Pace Acquisition.

- "Companies Act" refers to the UK Companies Act 2006, as amended.

- "Contractual Offer" means the implementation of the Pace Acquisition by means of a takeover offer as defined in section 974 of the Companies Act, rather than by means of the Scheme.

- "Co-operation Agreement" means the Co-operation Agreement, dated as of April 22, 2015, among ARRIS, New ARRIS and Pace.

- "Court" refers to the High Court of Justice in England and Wales.

- "Court Meeting" means the meeting(s) of Pace Scheme shareholders to be convened by an order of the Court under section 896 of the Companies Act, notice of which will be set out in the Scheme Circular, to consider and if thought fit approve the Scheme (with or without amendment) including any adjournment thereof.

- "DGCL" means the Delaware General Corporation Law.

- "Dollars" or "$" refers to U.S. dollars.

-

“ESPP” means an employee stock purchase right.

- “Exchange Act” means the U.S. Securities Exchange Act of 1934, as amended.

- “General Meeting” means the general meeting of Pace shareholders to be convened in connection with the Scheme, notice of which will be set out in the Scheme Circular, to consider and if thought fit approve various matters in connection with the implementation of the Scheme, including any adjournment thereof.

- “HSR Act” means the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the regulations promulgated thereunder.

- “Internal Revenue Code” or “Code” means the U.S. Internal Revenue Code of 1986, as amended.

- “IRS” means the U.S. Internal Revenue Service.

- “LSE” means the London Stock Exchange plc.

- “Merger” means the merger of Merger Sub with and into ARRIS, with ARRIS continuing as the surviving corporation, pursuant to the Merger Agreement.

- “Merger Agreement” means the Agreement and Plan of Merger, dated as of April 22, 2015, among New ARRIS, ARRIS, ARRIS Holdings, and Merger Sub.

- “Merger Sub” refers to Archie U.S. Merger LLC, a Delaware limited liability company and wholly-owned subsidiary of ARRIS Holdings.

TABLE OF CONTENTS

- "Named Executive Officers" refers to the chief executive officer, the chief financial officer, and the three other most highly paid executive officers of ARRIS, being Robert J. Stanzione, David B. Potts, Lawrence A. Margolis, Bruce McClelland and Lawrence Robinson.

- "NASDAQ" means The NASDAQ Stock Market LLC.

- "New ARRIS" refers to ARRIS International Limited, currently a private limited company incorporated under the laws of England and Wales and a wholly-owned subsidiary of ARRIS, which will be re-registered as a public limited company named ARRIS International plc prior to the completion of the Scheme (or, if the Scheme is converted to a Contractual Offer, before or after the completion of the Contractual Offer).

- "New ARRIS group" means ARRIS, New ARRIS and their respective subsidiaries from time to time.

- "New ARRIS shares" or "New ARRIS ordinary shares" refers to ordinary shares of New ARRIS, nominal value £0.01 per share.

- "New ARRIS shareholders" refers to the holders of New ARRIS ordinary shares.

- "Option" means a stock option.

- "Our," "we" or "us" refers to ARRIS.

- "Pace" refers to Pace plc, a public limited company incorporated under the laws of England and Wales.

- "Pace Acquisition" means the acquisition by New ARRIS of the entire issued and to be issued share capital of Pace, other than Pace ordinary shares held by or on behalf of New ARRIS or the New ARRIS group or by Pace in treasury (if any), to be implemented by means of the Scheme or, if ARRIS so elects (subject to the consent of the Takeover Panel (where necessary) and subject to the provisions of the Co-operation Agreement), by means of the Contractual Offer, on the terms and subject to the conditions of the Rule 2.7 Announcement.

- "Pace ordinary shares" or "Pace shares" refers to outstanding ordinary shares of Pace, nominal value £0.05 per share.

- "Pace Scheme shareholder" means the holders of Pace shares:

(a)
in issue at the date of the Scheme Circular and which remain in issue at the Scheme Record Time;

(b)

(if any) issued after the date of the Scheme Circular but before the Voting Record Time and which remain in issue at the Scheme Record Time; and

(c)
(if any) issued at or after the Voting Record Time but at or before the Scheme Record Time on terms that the holder thereof shall be bound by the Scheme or in respect of which the original or any subsequent holders thereof are, or have agreed in writing to be, bound by the Scheme and, in each case, which remain in issue at the Scheme Record Time,

excluding, in any case, any Pace shares of which New ARRIS is the holder or in which any member of the New ARRIS group is beneficially interested.

- "Pace shareholders" refers to the holders of Pace ordinary shares.

- "Pounds" or "£" refers to UK pounds sterling.

- "Restricted Share" means a restricted share.

- "RSU" means a restricted stock unit.

- "Rule 2.7 Announcement" means the announcement in respect of the Combination issued by ARRIS on April 22, 2015 pursuant to Rule 2.7 of the Takeover Code.

TABLE OF CONTENTS

- "Scheme" means the scheme of arrangement proposed to be made under Part 26 of the Companies Act between Pace and the Pace Scheme shareholders, with or subject to any modification, addition or condition approved or imposed.

- "Scheme Circular" means the document to be sent to Pace shareholders setting out, amongst other things, the Scheme and notices convening the Court Meeting and the General Meeting, and including the particulars required by section 897 of the Companies Act.

- "Scheme Record Time" means the time and date specified in the Scheme Circular by reference to which the Scheme will be binding on holders of Pace shares at such time.

- "SEC" means the U.S. Securities and Exchange Commission.

- "Securities Act" means the U.S. Securities Act of 1933, as amended.

- "Special Meeting" means the special meeting of the ARRIS stockholders to be held on October 21, 2015.

- "Takeover Code" refers to the City Code on Takeovers and Mergers.

- "Takeover Panel" refers to the UK Panel on Takeovers and Mergers.

- "U.S. Treasury" means the U.S. Department of Treasury.

- "Voting Record Time" means the time and date specified in the Scheme Circular by reference to which entitlement to vote at the Court Meeting will be determined, expected to be 6.00pm (London time (BST)) on the day which is two days before the date of the Court Meeting or if the Court Meeting is adjourned, 6.00pm (London time (BST)) on the day which is two days before such adjourned meeting.

TABLE OF CONTENTS

QUESTIONS AND ANSWERS ABOUT THE COMBINATION

The following questions and answers are intended to address briefly some commonly asked questions regarding the proposed Combination and the Special Meeting (each as defined below). These questions and answers only highlight some of the information contained in this proxy statement/prospectus. They may not contain all of the information that is important to you. You should read carefully this entire proxy statement/ prospectus, including the annexes and the documents incorporated by reference into this proxy statement/ prospectus, to understand fully the proposed Combination and the voting procedures for the Special Meeting. See the section captioned "Where You Can Find More Information" beginning on page 170.

Q:
Whose proxies are being solicited?

A:
Only proxies from holders of ARRIS shares are being solicited. We are not soliciting any proxies or votes from Pace shareholders.

If you are a Pace shareholder and not an ARRIS stockholder, and you have received or gained access to this proxy statement/prospectus, you should disregard it completely and should not treat it as any solicitation of your proxy, vote or support on any matter. If you are both an ARRIS stockholder and a Pace shareholder, you should treat this proxy statement/prospectus as soliciting only your proxy with respect to the ARRIS shares held by you and should not treat it as a solicitation of your proxy, vote or support on any matter with respect to your Pace shares. Pace shareholders will receive a separate circular and should read and respond to such circular.

Q:
When and where is the Special Meeting?

A:
ARRIS will hold a special meeting on October 21, 2015, at 10:00 a.m. local time at ARRIS corporate headquarters at 3871 Lakefield Drive, Suwanee, Georgia, USA.

Q:
What am I being asked to vote on at the Special Meeting?

You are being asked to consider and vote on the following proposals:

(1)
to adopt the Merger Agreement, as described in the section captioned "Proposal 1 — Adoption of the Merger Agreement" beginning on page 47 (the "Merger Agreement Proposal");

(2)
to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to ARRIS' Named Executive Officers in connection with the completion of the Merger as described in the section captioned "Proposal 2 — Advisory (Non-Binding) Vote on Merger-Related Compensation for ARRIS' Named Executive Officers" beginning on page 101 (the "Non-Binding Compensation Proposal"); and

(3)
to approve any motion to adjourn the Special Meeting, or any postponement thereof, to another time or place if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the Merger Agreement, (ii) to provide to ARRIS stockholders any supplement or amendment to the proxy statement/prospectus and/or (iii) to disseminate any other information which is material to ARRIS stockholders voting at the Special Meeting (the "Adjournment Proposal").

Approval of the Non-Binding Compensation Proposal and approval of the Adjournment Proposal are not conditions to completion of the Combination.

Q:
Does the ARRIS Board recommend approval of the proposals?

A:
YES. ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" ADOPTION OF THE MERGER AGREEMENT AND EACH OF THE PROPOSALS DESCRIBED ABOVE.

Q:
When is the Combination expected to be completed?

A:
As of the date of this proxy statement/prospectus, the Combination is expected to be completed in late 2015. However, no assurance can be provided as to when or if the Combination will be completed. The

TABLE OF CONTENTS

required vote of Pace shareholders and ARRIS stockholders to approve the relevant shareholder proposals at their respective meetings, as well as the sanction and confirmation of the Court and the necessary regulatory consents and approvals, must be obtained and the other conditions specified in Appendix 2 of the Rule 2.7 Announcement included as Annex B to this proxy statement/prospectus must be satisfied or, to the extent applicable, waived.

Q:
Why am I being asked to vote on the Non-Binding Compensation Proposal?

A:
The Exchange Act entitles stockholders to vote on an advisory (non-binding) basis on the compensation that may be paid or become payable in connection with a merger such as the one disclosed in this proxy statement/prospectus. Approval by the ARRIS stockholders of the compensation that may be paid or become payable to the ARRIS Named Executive Officers in connection with the Merger is not a condition to completion of the Merger, and the advisory vote is not binding on ARRIS. Regardless of the outcome of this advisory vote, such compensation will be payable, subject only to the terms and conditions applicable thereto, if the Merger is completed. See “Interests of Certain Persons in Matters to be Acted Upon” on page 93 and “Proposal 2 — Advisory (Non-Binding) Vote on Merger-Related Compensation for ARRIS’ Named Executive Officers” on page 101.

Q:
Who is entitled to vote at the Special Meeting?

A:
The close of business on September 10, 2015 has been fixed as the record date for determining the ARRIS stockholders entitled to receive notice of and to vote at the Special Meeting (the “Record Date”). Each ARRIS stockholder as of the Record Date is entitled to one vote per ARRIS share that he holds on each matter to be voted upon at the Special Meeting. If you are a non-record (beneficial) holder of ARRIS shares, to vote you must instruct your broker or other intermediary how to vote.

Q:
What if I sell my ARRIS shares before the Special Meeting?

A:
The Record Date is earlier than the date of the Special Meeting and the date that the Combination is expected to be completed. If you transfer your ARRIS shares after the Record Date but before the Special Meeting, unless you make arrangements to the contrary with your transferee you will retain your right to vote at the Special Meeting, but will have transferred the right to receive New ARRIS ordinary shares pursuant to the Merger. In order to receive the New ARRIS ordinary shares, you must hold your shares through the completion of the Merger.

Q:
What constitutes a quorum at the Special Meeting?

A:
A quorum of ARRIS stockholders is necessary to validly hold the Special Meeting. A quorum will be present if a majority of the outstanding ARRIS shares on the Record Date are represented at the Special Meeting, either in person or by proxy. Your shares will be counted for purposes of determining a quorum if you vote:

- via the Internet;

- by telephone;

- by submitting a properly executed proxy card or voting instruction form by mail; or

- in person at the Special Meeting.

Abstentions and broker non-votes will be counted for determining whether a quorum is present for the Special Meeting.

Q:
What vote is needed to approve each of the proposals?

A:
Approval of the Merger Agreement Proposal requires an affirmative vote of the holders of a majority of the outstanding ARRIS shares. Approval of each of the Non-Binding Compensation Proposal and the Adjournment Proposal requires approval by a majority of the votes cast by the holders of ARRIS shares entitled to vote at the Special Meeting.

TABLE OF CONTENTS

As of the Record Date, ARRIS directors and executive officers owned and were entitled to vote 1,768,883 ARRIS shares, representing approximately 1.2% of the ARRIS shares outstanding on the Record Date. It is expected that the ARRIS directors and executive officers who are ARRIS stockholders will vote "for" the Merger Agreement Proposal, "for" the Non-Binding Compensation Proposal, and "for" the Adjournment Proposal, although none of them has entered into any agreement requiring them to do so.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE PROPOSALS.

Q:

What is the effect if I do not cast my vote?

A:

If a stockholder of record does not cast his vote by proxy or in any other permitted fashion, no votes will be cast on behalf of such stockholder of record on any of the items of business at the Special Meeting. If a non-record (beneficial) stockholder does not instruct its broker or other intermediary on how to vote on any of the proposals at the Special Meeting, no votes will be cast on behalf of such non-record (beneficial) stockholder with respect to such items of business.

If you fail to submit a proxy or vote in person at the Special Meeting, or you vote to abstain, or you do not provide your bank, brokerage firm or other nominee or intermediary with instructions, as applicable, this will have the same effect as a vote "against" the Merger Agreement Proposal.

Your vote is very important. Whether or not you plan to attend the Special Meeting, please vote as soon as possible by following the instructions in this proxy statement/prospectus.

Q:

What is the difference between holding ARRIS shares as a stockholder of record and holding ARRIS shares as a non-record (beneficial) holder?

A:

If your ARRIS shares are owned directly in your name with our transfer agent, American Stock Transfer & Trust Company LLC, you are considered a "stockholder of record" of those shares.

If your ARRIS shares are held in a brokerage account or by a bank or other nominee, you hold those shares in "street name" and are considered a "non-record (beneficial) stockholder."

Q:

How do I vote my shares?

A:

The voting process differs depending on whether you are a stockholder of record or a non-record (beneficial) stockholder:

Stockholder of record

If you are a stockholder of record, a proxy card is enclosed with this proxy statement/prospectus to enable you to vote, or, more technically, to appoint a proxyholder to vote on your behalf, at the Special Meeting. Whether or not you plan to attend the Special Meeting, you may vote your ARRIS shares by proxy by any one of the following methods:

- by mail: Mark, sign and date your proxy card and return it in the postage paid envelope. Your proxy card must be received no later than 11:59 p.m. (Eastern Time) on October 20, 2015 in order for your vote to be counted;

- by telephone: Call 1-800-PROXIES (1-800-776-9437) in the U.S. or 1-718-921-8500 from foreign countries. Have your proxy card available when you call. The telephone voting service is available until 11:59 p.m. (Eastern Time) on

October 20, 2015; and

- via the Internet: Go to www.voteproxy.com and follow the instructions on the website and complete your proxy voting prior to 11:59 p.m. (Eastern Time) on October 20, 2015. We provide Internet proxy voting to allow you to vote your ARRIS shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions.

TABLE OF CONTENTS

If the Special Meeting is adjourned or postponed, our transfer agent must receive your proxy card or your vote via telephone or Internet not later than 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting.

Voting your ARRIS shares by proxy does not prevent you from attending the Special Meeting in person and voting in person.

Non-record (beneficial) stockholders

If you are a non-record (beneficial) stockholder, your intermediary (or its agent) will send you a voting instruction form or proxy form with this proxy statement/prospectus. Properly completing such form and returning it to your intermediary (or its agent) will instruct your intermediary how to vote your ARRIS shares at the Special Meeting on your behalf. You should carefully follow the instructions provided by your intermediary (or its agent) and contact your intermediary (or its agent) promptly if you need help.

If you do not intend to attend the Special Meeting and vote in person, mark your voting instructions on the voting instruction form or proxy form, sign it, and return it as instructed by your intermediary (or its agent). Your intermediary (or its agent) also may have provided you with the options of voting by telephone or Internet, similar to those applicable to stockholders of record set forth above.

If you wish to vote in person at the Special Meeting, follow the instructions provided by your intermediary (or its agent).

In addition, your intermediary (or its agent) will need to receive your voting instructions in sufficient time in advance for your intermediary to act on them prior to the deadline for the deposit of proxies of 11:59 p.m. (Eastern Time) on October 20, 2015, or, in the case of any adjournment or postponement of the Special Meeting, 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting.

Q:

If my ARRIS shares are held in a brokerage account or in “street name” will my broker or other intermediary vote them for me?

A:

If you own your ARRIS shares through a bank, trust company, securities broker or other intermediary, you will receive instructions from your intermediary on how to instruct them to vote your ARRIS shares, including by completing a voting instruction form, or providing instructions by telephone or fax or through the Internet. If you do not receive such instructions, you may contact your intermediary to request them. In accordance with rules of the New York Stock Exchange, most intermediaries who hold ARRIS shares in “street name” for customers may not exercise their voting discretion with respect to the proposals. This is discussed more fully below under “What if I return a proxy card or otherwise vote but do not make specific choices?”

Accordingly, if you do not provide your intermediary with instructions on how to vote your street name shares, your intermediary will not be permitted to vote them at the Special Meeting.

Q:

How will my shares be voted if I give my proxy?

A:

On the proxy card, you can indicate how you want your proxyholder to vote your ARRIS shares, or you can let your proxyholder decide for you by signing and returning the proxy card without indicating a voting preference for one or more of the proposals. If you have specified on the proxy card how you want to vote on a particular proposal (by marking, as applicable, “for” or “against”), then your proxyholder must vote your ARRIS shares accordingly.

Q:

What if I return a proxy card or otherwise vote but do not make specific choices?

A:

Stockholder of Record

If you are a stockholder of record and you submit your proxy through the Internet or by telephone without indicating your vote, or if you sign and return an ARRIS proxy card without giving specific voting instructions, then the proxyholders will vote your shares in the manner recommended by the

TABLE OF CONTENTS

ARRIS Board on all matters presented in this proxy statement/prospectus and as the proxyholders may determine in their discretion with respect to any other matters properly presented for a vote at the Special Meeting. However, no proxy with instructions to vote against the Merger Agreement Proposal will be voted in favor of the Adjournment Proposal.

Non-record (Beneficial) Stockholders

If you are a non-record (beneficial) stockholder and you do not provide the organization that holds your ARRIS shares with specific instructions, generally the organization that holds your ARRIS shares may vote on routine matters but cannot vote on non-routine matters. We expect the Merger Agreement Proposal and the Non-Binding Compensation Proposal to be non-routine matters for this purpose. If the organization that holds your ARRIS shares does not receive instructions from you on how to vote your ARRIS shares on these two proposals, it is likely that it will inform the inspector for the Special Meeting that it does not have the authority to vote on these matters with respect to your ARRIS shares. This generally is referred to as a "broker non-vote." When ARRIS' inspector of elections tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining whether a quorum is present, will have the same effect as a vote "against" the Merger Agreement Proposal, and will not have any effect with regard to the vote on the Non-Binding Compensation Proposal and the Adjournment Proposal. ARRIS encourages you to provide voting instructions to the organization that holds your ARRIS shares to ensure that your vote is counted on all three proposals.

Q:

What is "householding"?

A:

The SEC has adopted rules that permit companies and intermediaries (such as brokers or banks) to satisfy the delivery requirements for proxy statements with respect to two or more security holders sharing the same address by delivering a single notice or proxy statement addressed to those security holders. This process, which is commonly referred to as "householding," potentially provides extra convenience for security holders and cost savings for companies. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent.

Several brokers and banks with accountholders who are ARRIS stockholders will be "householding" our proxy materials. As indicated in the notice provided by these brokers to ARRIS stockholders, a single proxy statement/prospectus will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. If, at any time, you no longer wish to participate in "householding" with respect to the Special Meeting and you prefer to receive a separate proxy statement/prospectus, please notify your broker or contact our proxy solicitor, Morrow & Co. at (203) 658-9400, or write us at Investor Relations, ARRIS Group, Inc., 3871 Lakefield Drive, Suwanee, Georgia 30024. ARRIS stockholders who currently receive multiple copies of the proxy statement/prospectus at their address and would like to request "householding" of their communications should contact their broker or bank.

Q:

If I change my mind, can I change my vote or revoke my proxy once I have given it?

A:

Yes. If you are a non-record (beneficial) stockholder, you can revoke your prior voting instructions by providing new instructions on a voting instruction form or proxy form with a later date, or at a later time in the case of voting by telephone or through the Internet. Otherwise, contact your intermediary (or its agent) if you want to revoke your proxy or change your voting instructions, or if you change your mind and want to vote in person. Any new voting instructions given to an intermediary (or its agent) in connection with the revocation of proxies need to be received with sufficient time to allow the intermediary to act on such instructions prior to the deadline for the deposit of proxies of 11:59 p.m. (Eastern Time), on October 20, 2015, or, in the case of any adjournment or postponement of the Special Meeting, 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting.

If you are a stockholder of record, you may revoke any proxy that you have given until the time of the Special Meeting by voting again by telephone or through the Internet as instructed above, by signing and dating a new proxy card and submitting it as instructed above, by giving written notice of such

TABLE OF CONTENTS

revocation to ARRIS' Corporate Secretary at our address, by revoking it in person at the Special Meeting, or by voting by ballot at the Special Meeting. If you choose to submit a proxy multiple times whether by telephone, through the Internet or by mail, or a combination thereof, only your latest vote, not revoked and received prior to 11:59 p.m. (Eastern Time), on October 20, 2015 (or, in the case of any adjournment or postponement of the Special Meeting, 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting) will be counted. A stockholder of record participating in person, in a vote by ballot at the Special Meeting, will automatically revoke any proxy previously given by that stockholder regarding business considered by that vote. However, attendance at the Special Meeting by a registered stockholder who has voted by proxy does not alone revoke such proxy.

Q:
Who will count the votes?

A:
ARRIS expects to appoint its Corporate Secretary as the inspector of elections to count the votes, but it may, in its discretion, appoint someone else.

Q:
Who is soliciting my proxy?

A:
The ARRIS Board is soliciting your proxy for use at the Special Meeting to be held on October 21, 2015 at 10:00 a.m. local time at ARRIS corporate headquarters at 3871 Lakefield Drive, Suwanee, Georgia, USA (or any adjournments or postponements of that meeting). It is expected that the solicitation will be primarily by mail, but proxies also may be solicited personally, by advertisement or by telephone, by directors, officers or employees of ARRIS without special compensation or by ARRIS' proxy solicitor, Morrow & Co. This proxy statement/prospectus describes the voting procedures and the proposals to be voted on at the Special Meeting.

Q:
Are ARRIS stockholders able to exercise dissenters' or appraisal rights with respect to the matters being voted upon at the Special Meeting?

A:
No, ARRIS stockholders will not be entitled to dissenters' or appraisal rights.

Q:
Where can I find more information on ARRIS and Pace?

A:
You can find more information about ARRIS and Pace from various sources described in the section captioned "Where You Can Find More Information" on page 170.

Q:
Who should I contact if I have additional questions concerning the proxy statement/prospectus or the proxy card?

A:
If you have any questions concerning the information contained in this proxy statement/prospectus or require assistance completing the proxy card, you may contact Morrow & Co. as follows:

Morrow & Co., LLC
470 West Avenue

Stamford, CT 06902
Banks and Brokerage Firms, Please Call: (203) 658-9400
Holders Call Toll Free: (855)-223-1287
Email: arris.info@morrowco.com
9

TABLE OF CONTENTS

SUMMARY

This summary highlights selected information contained in this proxy statement/prospectus and may not contain all of the information that may be important to you. We urge you to read this document, including the Annexes and the documents incorporated by reference, carefully and in full. In particular, we urge you to read the section captioned "Risk Factors" beginning on page 20. The page references have been included in this summary to direct you to a more complete description of the topics presented below. See also the section entitled "Where You Can Find More Information" beginning on page 170.

Overview of the Combination (Page 47)

The Combination will be implemented in two main steps, which are the Pace Acquisition and the Merger:

In the Pace Acquisition (which will be implemented by means of the Scheme or, if ARRIS so elects, subject to the consent of the Takeover Panel (where necessary) and subject to the provisions of the Co-Operation Agreement, by way of the Contractual Offer):

- all Pace ordinary shares, other than Pace ordinary shares held by or on behalf of New ARRIS or the New ARRIS group or Pace in treasury (if any), will be transferred to New ARRIS;

- holders of such Pace ordinary shares will receive 132.5 pence in cash and will be issued 0.1455 New ARRIS ordinary shares in consideration for each Pace ordinary share so transferred; and

- Pace will become a wholly-owned subsidiary of New ARRIS.

In the Merger:

- Merger Sub will be merged with and into ARRIS with ARRIS continuing as the surviving corporation;

- each ARRIS share, other than ARRIS shares held by ARRIS as treasury stock or any shares owned of record by ARRIS Holdings or Merger Sub, will be converted into the right to receive one New ARRIS ordinary share; and

- ARRIS will become a wholly-owned subsidiary of New ARRIS.

As a result of the Combination, ARRIS and Pace will become wholly-owned subsidiaries of New ARRIS, and ARRIS stockholders and Pace Scheme shareholders will become New ARRIS shareholders. We estimate that, upon the completion of the Combination, ARRIS stockholders will own approximately 76% of the New ARRIS ordinary shares, and Pace Scheme shareholders will receive approximately £438.4 million (or approximately $672.8 million based on the exchange rate as of August 31, 2015) in cash in the aggregate and will own approximately 24% of the New ARRIS ordinary shares.

The Pace Acquisition is conditioned on, among other things, the approval of the Scheme by the Pace Scheme shareholders, the sanction of the Scheme by the Court, the adoption of the Merger Agreement by ARRIS stockholders and the receipt of certain regulatory approvals. The consummation of the Merger is conditioned on the adoption of the Merger Agreement Proposal by the affirmative vote of holders of a majority of the ARRIS shares outstanding and entitled to vote, the completion of the Pace Acquisition and the completion of certain internal steps that New ARRIS and ARRIS Holdings have committed to take relating to the issuance of the New ARRIS ordinary shares as Merger Consideration (as defined below).

The directors of Pace have recommended that Pace shareholders vote in favor of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting.

For further information, including diagrams explaining the Combination, please see the section captioned “Overview of the Combination” beginning on page 47.

Reasons for the Combination (Page 54)

The ARRIS Board considered a number of reasons for approving the Combination, including:

10

TABLE OF CONTENTS

- the Combination will provide ARRIS with a large scale entry into the satellite segment and increase ARRIS' speed of innovation;

- the Combination will significantly enhance ARRIS' international presence;

- the Combination will diversify and broaden ARRIS' customer base, increase ARRIS' portfolio and add Pace's world-class technology and employees to the ARRIS organization;

- the Combination will position the company for future growth; and

- the Combination will result in compelling financial benefits.

The ARRIS Board also weighed the positive factors and considerations against a number of uncertainties, risks, and potentially negative factors relevant to the Combination, including:

- that the fixed number of New ARRIS shares to be issued per Pace share will not adjust to compensate for changes in the price of ARRIS shares or Pace shares prior to the closing of the Combination;

- the adverse impact that business uncertainty pending the consummation of the Combination could have on Pace's ability to motivate and retain key personnel until the consummation of the Combination;

- the risks related to the fact that the Combination might not be completed in a timely manner or at all;

- that the Takeover Code limits the contractual commitments that could be obtained from Pace to take actions in furtherance of the Combination;

- that the Takeover Code provides that certain conditions may be invoked only where the circumstances underlying the failure of the condition are of material significance to ARRIS in the context of the Pace Acquisition;

- the challenges inherent in the combination of two businesses of the size and scope of ARRIS and Pace;

- the risk that changes to relevant tax laws could have negative effects on New ARRIS or its subsidiaries or affiliates; and

- the degree to which New ARRIS will be leveraged following the Combination and the related consequences to shareholders of New ARRIS.

The Combination has been structured in such a way as to bring ARRIS and Pace together under common ownership while allowing both entities' legal corporate status to survive. New ARRIS was incorporated in the United Kingdom because a UK incorporation was deemed to be the most efficient and beneficial for the combined company with respect to the future growth of the company, financial and global cash management flexibility and a lower tax rate. The United Kingdom enjoys strong relationships as a member of the European Union, and has a long history of international investment and a good network of commercial, tax, and other treaties with the United States, the European Union and many other countries where both ARRIS and Pace operate. Incorporation in the United Kingdom is expected to result in enhanced global cash management flexibility, including access to both ARRIS' and Pace's non-U.S. cash flow without negative tax effects, compared to incorporation in the United States, so long as New ARRIS' status as a non-U.S. corporation is respected for U.S. federal tax purposes. However, future U.S. regulatory or legislative action may adversely impact whether New ARRIS' status as a non-U.S. corporation is respected for U.S. federal tax purposes. The expected non-GAAP tax rate for New ARRIS for the year ended December 31, 2016, based on the information available to management as of April 22, 2015, is 26% to 28%, which is lower than ARRIS' standalone pre-acquisition projected 2015 full year non-GAAP tax rate of 35%. Based on the information available to management as of April 22, 2015, the expected GAAP effective tax rate for New ARRIS for the year ended December 31, 2016 is approximately 15% to 18%. The non-GAAP tax rate reflects certain adjustments to pre-tax book income and tax expense for certain

TABLE OF CONTENTS

non-cash and non-recurring charges such as amortization, stock based compensation and integration costs, which adjustments are consistent with the adjustments used by ARRIS in determining non-GAAP measures in other contexts. ARRIS' GAAP effective tax rate for the six-month period ended June 30, 2015 was 34.4%.

The ARRIS Board believes that the Combination and incorporation in the United Kingdom will put ARRIS in a stronger position to continue to grow internally and/or through additional acquisitions.

Companies Involved in the Combination (Page 50)

In the Combination, ARRIS and Pace will each become wholly-owned subsidiaries of New ARRIS, and ARRIS stockholders and Pace shareholders will become New ARRIS shareholders.

ARRIS

ARRIS is a global provider of entertainment and communications solutions. It operates in two business segments: Customer Premises Equipment ("CPE") and Network & Cloud ("N&C"). It enables service providers, including cable, telephone, and digital broadcast satellite operators, and media programmers, to deliver media, voice, and IP data services to their subscribers.

ARRIS was organized as a corporation under the laws of the State of Delaware. ARRIS' principal executive offices are located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000. ARRIS employs approximately 6,660 people globally in manufacturing and warehouse facilities, research and development, administrative and sales offices in various locations. ARRIS' common stock is listed on NASDAQ and trades under the symbol "ARRS."

Pace

Pace is a leading technology developer for the global Pay TV industry, working across satellite, cable, IPTV and terrestrial platforms. Pace has highly experienced specialist engineering teams, developing intelligent and innovative products and services for both Pay TV operators and Telcos across the world.

Pace was founded in 1982 and is registered in England and Wales. Pace's principal executive offices are located at Victoria Road, Saltaire, West Yorkshire, BD18 3LF, England and its telephone number at that address is +44 (0)1274 532000. It employs over 2,000 people in locations around the world, including France, the USA, Brazil, India and China. Pace is a member of the FTSE 250 and listed on the Official List of the LSE and trades under the symbol "PIC."

New ARRIS

New ARRIS is a private limited company incorporated under the laws of England and Wales. New ARRIS was incorporated on April 20, 2015, under the name "Archie ACQ Limited," for the purpose of effecting the Combination. On June 15, 2015, Archie ACQ Limited changed its name to "ARRIS International Limited." New ARRIS has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement and the Pace Acquisition (including the financing arrangements entered into in connection with the Combination). As of the date of this proxy statement/prospectus, New ARRIS does not beneficially own any Pace ordinary shares. Prior to completion of the Combination, New ARRIS will be converted into a public limited company named ARRIS International plc, and, following the Combination, it is expected that New ARRIS ordinary shares will be listed on NASDAQ under the symbol "ARRS."

The principal executive offices of New ARRIS are located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000.

ARRIS Holdings

ARRIS Holdings is a newly-formed Delaware limited liability company and a direct wholly-owned subsidiary of New ARRIS. ARRIS Holdings has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement.

TABLE OF CONTENTS

Prior to completion of the Merger, ARRIS Holdings will be converted into a Delaware corporation. ARRIS Holdings' principal executive office is located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000.

Merger Sub

Merger Sub is a newly-formed Delaware limited liability company and a direct wholly-owned subsidiary of ARRIS Holdings. Merger Sub has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement. Merger Sub's principal executive office is located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000.

The Scheme (Page 67)

The Pace Acquisition will be implemented by means of the Scheme (or, if ARRIS so elects, subject to the consent of the Takeover Panel (where necessary) and subject to the provisions of the Co-operation Agreement, by way of the Contractual Offer). Under the Scheme, the Pace Scheme shareholders will be entitled to receive 132.5 pence in cash and will be issued 0.1455 New ARRIS ordinary shares in consideration for each Pace ordinary share being transferred to New ARRIS. As a result of the Scheme, Pace will become a wholly-owned subsidiary of New ARRIS, and Pace Scheme shareholders will become New ARRIS shareholders. Upon completion of the Scheme, we estimate that Pace Scheme shareholders will receive approximately £438.4 million (or approximately $672.8 million based on the exchange rate as of August 31, 2015) in cash in the aggregate and will own approximately 24% of New ARRIS ordinary shares.

Conditions to the Pace Acquisition and the Scheme (Page 68)

The Pace Acquisition is conditional on, among other things:

(a)
the Court Meeting and General Meeting being held on or before the 22nd day after the expected date of the meetings to be set out in the Scheme Circular or such later date (if any) as ARRIS and Pace may agree;

(b)
the hearing of the Court to sanction the Scheme being held on or before the 22nd day after the expected date of the hearing to be set out in the Scheme Circular, or such later date (if any) as ARRIS and Pace may agree; and

(c)
the Scheme becoming unconditional and becoming effective by no later than April 22, 2016, or such later date (if any) as ARRIS and Pace may agree and (if required) the Court may allow.

The Scheme is conditional on, among other things:

(i)
the registration statement of which this proxy statement/prospectus is a part having become "effective" under the Securities Act and not having been the subject of any stop order suspending its effectiveness, and no proceedings seeking any such stop order having been initiated or threatened by the SEC;

(ii)
the Merger Agreement being duly adopted by the ARRIS stockholders at the Special Meeting;

(iii)
NASDAQ having authorized the listing of all of the New ARRIS shares and not having withdrawn such authorization;

(iv)
approval of the Scheme by a majority in number representing not less than three-fourths in value of the Pace Scheme shareholders entitled to vote and present and voting, either in person or by proxy, at the Court Meeting (or at any adjournment thereof) and at any separate class meeting which may be required by the Court (or at any adjournment thereof);

(v)
all resolutions required to approve and implement the Scheme (including, without limitation, to amend Pace's articles of association) being duly passed by the requisite majority or majorities of the Pace shareholders at the meeting to approve the Scheme, or at any adjournment thereof;

TABLE OF CONTENTS

(vi)
the sanction of the Scheme by the Court with or without modifications, on terms reasonably acceptable to ARRIS and Pace and the delivery of a copy of the order sanctioning the Scheme to the Registrar of Companies in England and Wales; and

(vii)
all notifications and filings as may be required under the HSR Act having been made in connection with the acquisition of Pace shares by ARRIS and all applicable HSR Act waiting periods (including any extensions thereof) relating to the acquisition of Pace shares by ARRIS having expired or been terminated.

The Scheme also is conditional on the receipt of various other anti-trust clearances in a number of jurisdictions, including Brazil, Colombia, Germany, Portugal and South Africa, and on the satisfaction or waiver of the other conditions to the Scheme set out in the Rule 2.7 Announcement, which is attached to this proxy statement/prospectus as Annex B.

To the extent permitted by law and subject to the requirements of the Takeover Panel, ARRIS has reserved the right to waive all or any of the conditions (other than the conditions set out in (a) – (c) and (i)-(vi) above).

ARRIS is permitted to invoke a condition to the Scheme (other than certain conditions relating to the approval of the Scheme by Pace Scheme shareholders and the Court) only where the circumstances underlying the failure of the condition are of material significance to ARRIS in the context of the Pace Acquisition. Because of this limitation, the conditions may provide ARRIS with less protection than the customary conditions in a comparable combination between U.S. corporations. Please see the section captioned "Risk Factors — Risks Relating to the Combination" beginning on page 20.

The Co-operation Agreement (Page 69)

On April 22, 2015, ARRIS, New ARRIS and Pace entered into the Co-operation Agreement in connection with the proposed Combination. Pursuant to the Co-operation Agreement, Pace has agreed to provide ARRIS with such information and assistance as ARRIS may reasonably require for the purposes of obtaining all regulatory clearances in connection with the Combination and making any submission, filing or notification to any regulatory authority. ARRIS has also given certain undertakings regarding the implementation of the Combination and the conduct of its business from the date of the Co-operation Agreement until the effective date of the Combination. Each of ARRIS and Pace has the right to terminate the Co-operation Agreement if, among other things, any condition to the Pace Acquisition is invoked so as to cause the Pace Acquisition not to proceed, if the Pace Board withdraws its recommendation of the Scheme or the ARRIS Board withdraws its recommendation of the Merger, or if certain deadlines are not met, including the Pace Acquisition not being consummated by April 22, 2016. As compensation for any loss suffered by Pace in connection with the preparation and negotiation of the Combination, the Co-operation Agreement and any other document relating to the Combination, ARRIS has undertaken in the Co-operation Agreement that, on the occurrence of certain Break Payment Events, ARRIS will pay to Pace $20 million or, in certain other instances, Pace's costs up to a cap of $12 million. The Co-operation Agreement also, among other things, contains certain arrangements relating to Pace's share incentive plans.

The Merger and the Merger Agreement (Page 70)

The Merger will be implemented pursuant to the Merger Agreement. In the Merger, Merger Sub will be merged with and into ARRIS with ARRIS as the surviving corporation, and each ARRIS share, other than ARRIS shares held by ARRIS as treasury stock or any shares owned of record by ARRIS Holdings or Merger Sub, will be converted into the right to receive one New ARRIS share. As a result of the Merger, ARRIS will become an indirect wholly-owned subsidiary of New ARRIS, and ARRIS stockholders will become New ARRIS shareholders. The consummation of the Merger is conditioned on the adoption of the Merger Agreement Proposal by the affirmative vote of holders of a majority of the ARRIS shares outstanding and entitled to vote, the completion of the Pace Acquisition and the completion of certain internal steps that New ARRIS and ARRIS Holdings have committed to take relating to the issuance of the New ARRIS ordinary shares as Merger Consideration.

Treatment of ARRIS Equity-Based Awards (Page 71)

Upon completion of the Merger, each outstanding ARRIS Option, ARRIS Restricted Share, ARRIS RSU and ARRIS ESPP will be converted into, respectively, a New ARRIS Option, New ARRIS Restricted

14

TABLE OF CONTENTS

Share, New ARRIS RSU or New ARRIS ESPP, which converted award will relate to the number of New ARRIS shares equal to the number of ARRIS shares subject to the corresponding pre-conversion award and will continue to have the same terms and conditions that were applicable to the corresponding pre-conversion ARRIS award (including settlement in cash or shares, as applicable).

ARRIS Board Recommendation (Page 42)

The ARRIS Board has determined that the Combination is in the best interests of ARRIS and its stockholders. The ARRIS Board unanimously recommends that you vote:

- "FOR" the Merger Agreement Proposal;
- "FOR" the Non-Binding Compensation Proposal; and
- "FOR" the Adjournment Proposal.

Opinion of ARRIS' Financial Advisor (Page 56)

ARRIS retained Evercore Group L.L.C. ("Evercore") to act as its financial advisor in connection with the Combination. As part of this engagement, ARRIS requested that Evercore evaluate the fairness, from a financial point of view, of the merger consideration of one New ARRIS share for each outstanding ARRIS share (other than any ARRIS shares that are held in treasury by ARRIS or owned of record by ARRIS Holdings or Merger Sub) to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) (the "Merger Consideration"). At a meeting of the ARRIS Board held on April 22, 2015 to evaluate the Combination, Evercore rendered an oral opinion to the ARRIS Board, subsequently confirmed in writing, to the effect that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth in Evercore's written opinion, the Merger Consideration to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) is fair, from a financial point of view, to such holders.

The full text of Evercore's written opinion, dated April 22, 2015, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Evercore in rendering its opinion, is attached as Annex E to this proxy statement/ prospectus and is incorporated herein by reference. Evercore's opinion does not constitute a recommendation to the ARRIS Board or to any other persons in respect of the Combination, including as to how any holder of ARRIS shares should vote or act in respect of the Combination. Evercore's opinion was provided for the benefit of the ARRIS Board and was rendered to the ARRIS Board in connection with its evaluation of whether the Merger Consideration to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) is fair, from a financial point of view, to such holders, and did not address any other aspects of the Combination. The opinion did not address the relative merits of the Combination as compared to any other transaction or business strategy in which ARRIS might engage or the merits of the underlying decision by ARRIS to engage in the Combination. We encourage you to read Evercore's opinion carefully and in its entirety. The summary of the Evercore opinion set forth herein is qualified in its entirety by reference to the full text of the opinion attached as Annex E to this proxy statement/ prospectus.

Irrevocable Undertakings (Page 74)

In connection with the Scheme, the Pace directors who hold Pace shares, being Mike Pulli, Allan Leighton, Pat Chapman-Pincher, John Grant and Mike Inglis, have irrevocably undertaken to vote in favor of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting in respect of their holdings of Pace shares which amount, in aggregate, to 1,743,455 shares representing approximately 0.54% of the outstanding Pace shares as of August 31, 2015.

These irrevocable undertakings will cease to be binding if:

-

the Scheme Circular is not sent to Pace shareholders on or before September 22, 2015 or such later time as may be agreed by the Takeover Panel;

TABLE OF CONTENTS

- the Scheme does not become effective on or before April 22, 2016; or

- ARRIS announces that it does not intend to make or proceed with the Pace Acquisition and the Scheme is withdrawn and no new replacement scheme of arrangement is announced by ARRIS within five business days of such withdrawal.

Listing of New ARRIS Shares to be Issued in Connection with the Combination (Page 75)

New ARRIS ordinary shares currently are not traded or quoted on a stock exchange or quotation system. NASDAQ has advised ARRIS that NASDAQ will treat the Combination as a "Substitution Listing Event" under its rules and that upon notice of completion of the Combination, the New ARRIS ordinary shares will be listed on NASDAQ. New ARRIS expects that the New ARRIS ordinary shares will trade under the symbol "ARRS."

Financing (Page 76)

On June 18, 2015, ARRIS, ARRIS Enterprises, Inc., New ARRIS and certain ARRIS subsidiaries entered into an amended and restated credit agreement (the "Credit Agreement"), which amended and restated ARRIS' existing credit facility (the "Existing Credit Agreement") and will be used to finance: (i) the payment of the cash consideration by New ARRIS to holders of Pace shares being acquired by New ARRIS in the Pace Acquisition, (ii) the payment of cash consideration to holders of options or awards to acquire Pace shares pursuant to any proposal under the Takeover Code, (iii) the fees, costs and expenses related to the Combination and issuance of new debt, refinancing, prepayment, repayment, redemption, discharge, defeasance and/or amendment of all existing debt of ARRIS and Pace and (iv) the payment or refinancing of existing debt at ARRIS and Pace.

Board of Directors and Management after the Combination (Page 103)

Following the Combination, the Board of New ARRIS is expected to expand to ten members and include all ten of the current ARRIS Directors. Robert J. Stanzione (the current ARRIS Chairman and CEO) will be the Chairman and CEO of New ARRIS and David B. Potts (the current ARRIS CFO) will be the CFO of New ARRIS.

Material U.S. Federal Income Tax Consequences of the Merger and the Combination (Page 79)

Tax Residence of New ARRIS for U.S. Federal Income Tax Purposes

Under current U.S. federal income tax law, a corporation generally will be considered to be resident for U.S. federal income tax purposes in its place of organization or incorporation. Accordingly, New ARRIS, which is incorporated under the laws of England and Wales, would be a non-U.S. corporation (and, therefore, not a U.S. tax resident). Section 7874 of the Internal Revenue Code (which is referred to in this document as "Section 7874"), contains specific rules (more fully discussed below) that can cause a non-U.S. corporation to be treated as a U.S. corporation for U.S. federal income tax purposes. These rules are complex, and there is little or no guidance as to their application.

As more fully described under "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS — Tax Residence of New ARRIS for U.S. Federal Income Tax Purposes" beginning on page 81, Section 7874 currently is expected to apply in a manner such that New ARRIS should not be treated as a U.S. corporation for U.S. federal income tax purposes. However, whether the requirements of Section 7874 have been satisfied will not be finally determined until after the completion of the Combination, by which time there could be adverse changes to the relevant facts and circumstances. In addition, there could be changes to Section 7874, or the regulations promulgated thereunder, or other changes in law or subsequent changes in facts that could (possibly retroactively) cause New ARRIS to be treated as a U.S. corporation for U.S. federal income tax purposes. In such event, New ARRIS could be liable for substantial U.S. federal income tax on its operations and income following the completion of the Combination in excess of what currently is contemplated.

TABLE OF CONTENTS

Regardless of the application of Section 7874, New ARRIS is expected to be treated as a UK resident company for UK tax purposes because New ARRIS is incorporated under the laws of England and Wales.

The remaining discussion assumes that New ARRIS will not be treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874.

U.S. Federal Income Tax Consequences of the Merger to ARRIS

ARRIS will not be subject to U.S. federal income tax on the Merger. However, ARRIS will continue to be subject to U.S. tax after the Merger. ARRIS (and its U.S. affiliates) may be subject to limitations on the utilization of certain tax attributes, as described below under "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS" beginning on page 80.

U.S. Federal Income Tax Consequences of the Merger to ARRIS Stockholders

For U.S. federal income tax purposes, the Merger is intended to qualify as a non-taxable "reorganization" in which (i) Merger Sub will merge with and into ARRIS (with ARRIS as the surviving corporation in the Merger), and (ii) ARRIS stockholders will exchange their ARRIS shares for New ARRIS shares. However, notwithstanding such qualification as a non-taxable reorganization, it is expected that U.S. Holders of ARRIS shares will recognize gain, if any, but not loss, on the receipt of New ARRIS shares in exchange for ARRIS shares pursuant to the Merger. The amount of gain recognized should equal the excess, if any, of the fair market value of the New ARRIS shares received in the Merger over the U.S. Holder's adjusted tax basis in its ARRIS shares exchanged therefor. Accordingly, a U.S. Holder may be subject to U.S. federal income tax on any gain recognized without a corresponding receipt of cash. While it is expected that U.S. Holders of ARRIS shares will recognize gain (but not loss) in the Merger, there are various tax rules that might provide otherwise, and it is still uncertain as to whether they actually will. More specifically, U.S. Holders of ARRIS shares will be required to recognize gain on the Merger if the "U.S. shareholders gain amount" equals or exceeds the "New ARRIS income amount" (both as defined below under "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders"). The U.S. shareholders gain amount has been, and will continue to be, affected by changes in the price of ARRIS shares, trading activity in ARRIS shares, and the tax basis of U.S. Holders of ARRIS shares on the closing date. In this regard, ARRIS notes that there was a substantial decrease in the price of ARRIS shares during the last two weeks of August 2015 that, if unreversed, would reduce the U.S. shareholders gain amount, and further price declines would have a similar effect. As a result, the U.S. shareholders gain amount cannot be known until after the closing of the Merger. In addition, the New ARRIS income amount cannot be known until after the end of the year in which the Merger is completed. As a result, New ARRIS will not be in a position to definitively inform U.S. Holders as to whether or not they will be required to recognize gain on the Merger until after its implementation. Following the completion of the Combination, New ARRIS intends to notify ARRIS shareholders via one or more website announcements regarding whether they will be required to recognize gain on the Merger. These announcements will be updated once actual year-end information becomes available.

For a more detailed discussion of the material U.S. federal income tax consequences of the Merger, see "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders" beginning on page 83.

Such discussion is not intended to be tax advice to any particular ARRIS stockholder. ARRIS stockholders should consult their own tax advisors regarding the particular tax consequences of the Merger (and the Combination) to them in light of their particular circumstances, including the applicability and effect of any U.S. federal, state, local or foreign tax laws or any non-income or other tax laws.

Comparison of the Rights of ARRIS Stockholders and New ARRIS Shareholders (Page 137)

As a result of the Combination, the ARRIS stockholders will become New ARRIS shareholders and their rights will be governed by the articles of association of New ARRIS instead of ARRIS' certificate of incorporation and bylaws. The current articles of association of New ARRIS will be amended and restated

TABLE OF CONTENTS

prior to the completion of the Combination in substantially the form set forth in Annex D to this proxy statement/prospectus. Following the Combination, former ARRIS stockholders will have different rights as New ARRIS shareholders than the rights that they had as ARRIS stockholders. For a summary of the material differences between the rights of ARRIS stockholders and New ARRIS shareholders, see the sections captioned "Description of New ARRIS Shares" beginning on page 127 and "Comparison of the Rights of ARRIS Stockholders and New ARRIS Shareholders" beginning on page 137.

Comparative per Share Market Price Data and Dividend Information (Page 126)

ARRIS shares are listed on NASDAQ under the symbol "ARRS." Pace ordinary shares are listed on the LSE under the symbol "PIC." The following table shows, as of (i) April 22, 2015, the last full trading day before ARRIS and Pace publicly announced the Combination, and (ii) August 31, 2015, the last practicable date before the date of this proxy statement/prospectus, the closing price per ARRIS share on NASDAQ and the closing price per Pace ordinary share on the LSE.

	ARRIS Common Stock	Pace Ordinary Shares		Implied Equivalent Value per Pace Ordinary Shares(1)	
	($)	(£)	($)	(£)	($)
April 22, 2015	$ 30.54	£ 3.32	$ 4.99(2)	£ 4.28	$ 6.44(2)
August 31, 2015	$ 26.42	£ 3.41	$ 5.23(3)	£ 3.83	$ 5.88(3)

(1)
Implied equivalent value is calculated by multiplying the closing price per ARRIS share by 0.1455, the exchange ratio for each Pace share cancelled in the Combination, and then adding to that amount the cash portion of the consideration of 132.5 pence payable for each Pace share cancelled in the Combination.

(2)
Based on an exchange rate of $1.5040 per £1.00 as of April 22, 2015.

(3)
Based on an exchange rate of $1.5346 per £1.00 as of August 31, 2015.

The market prices of ARRIS and Pace shares are likely to fluctuate prior to the completion of the Combination and cannot be predicted. We urge you to obtain current market information regarding ARRIS and Pace shares.

No Delaware Appraisal Rights (Page 169)

Appraisal rights are statutory rights under the DGCL that enable stockholders who object to certain extraordinary transactions to demand that the corporation pay such stockholders the fair value of their shares instead of receiving the consideration offered to stockholders in connection with the extraordinary transaction. Appraisal rights are not available to ARRIS stockholders in connection with the Merger.

Accounting Treatment of the Combination (Page 170)

ARRIS will account for the Combination using the acquisition method of accounting in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") with ARRIS being considered the accounting acquirer.

Share Ownership and Voting by ARRIS' Officers and Directors (Page 46)

As of the Record Date, the ARRIS directors and executive officers and their affiliates will have the right to vote 1,768,883 ARRIS shares, representing approximately 1.2% of the ARRIS shares then outstanding and entitled to vote at the meeting. ARRIS expects that the ARRIS directors and executive officers and their affiliates who are stockholders of ARRIS will vote "FOR" each of the proposals above.

Interests of Certain Persons in Matters to be Acted Upon (Page 93)

Non-employee directors and executive officers of ARRIS have certain interests in the Combination that are different from, or in addition to, the interests of ARRIS stockholders generally. These interests include the right to receive a

payment to make the directors and executive officers whole for the excise tax
18

TABLE OF CONTENTS

imposed pursuant to Section 4985 of the Code (which excise tax is not applicable to other ARRIS stockholders), accelerated vesting of certain outstanding equity awards (intended to avoid excise tax becoming due on such equity awards), continuing non-employee director and executive officer positions with New ARRIS, and rights to ongoing indemnification and insurance coverage. The ARRIS Board was aware of and considered these interests, among other matters, in evaluating, negotiating and approving the Merger Agreement and the Combination and in making its recommendation that the ARRIS stockholders adopt the Merger Agreement. See the section captioned “Interests of Certain Persons in Matters to be Acted Upon” beginning on page 93 which sets forth the estimated amount, based on certain assumptions, of the value of stock awards to be vested and the excise tax make-whole payment for each director and executive officer.

Please Read the Risk Factors (Page 20)

The Combination is subject to risks, and upon the completion of the Combination, New ARRIS will be subject to risks. You should carefully read and consider the risk factors contained in the section captioned “Risk Factors” beginning on page 20.

TABLE OF CONTENTS

RISK FACTORS

By approving the Merger Agreement Proposal, ARRIS stockholders will be choosing to invest in New ARRIS ordinary shares. In considering whether to approve the Merger Agreement Proposal, you should consider carefully the following risk factors, including the matters addressed under the caption "Forward-Looking Statements," in addition to the other information contained in or incorporated by reference into this proxy statement/prospectus.

Risks Relating to the Combination

ARRIS must obtain required approvals and governmental and regulatory consents to consummate the Combination, which, if delayed, not granted or granted with unfavorable conditions, may delay or jeopardize the completion of the Combination, result in additional expenditures of money and resources and/or reduce the anticipated benefits of the Combination.

The completion of the Combination is generally conditioned on, among other things, the clearance by antitrust and competition authorities in the United States, Brazil, Colombia, Germany, Portugal and South Africa. The governmental agencies from which the parties seek certain of these approvals and consents have broad discretion in administering the governing regulations. ARRIS can provide no assurance that all required approvals and consents will be obtained. Moreover, as a condition to the approvals, the governmental agencies may impose requirements, limitations or costs on, or require divestitures or place restrictions on the conduct of, New ARRIS' business after the completion of the Combination. These requirements, limitations, costs, divestitures or restrictions could jeopardize or delay the completion of the Combination or reduce the anticipated benefits of the Combination. Further, no assurance can be given as to the terms, conditions and timing of the approvals. If ARRIS and Pace agree to any material requirements, limitations, costs, divestitures or restrictions in order to obtain any approvals required to consummate the Combination, these requirements, limitations, costs, divestitures or restrictions could adversely affect New ARRIS' ability to integrate Pace's operations with ARRIS' operations and/or reduce the anticipated benefits of the Combination. This could have a material adverse effect on New ARRIS' business and results of operations.

The Combination remains subject to other conditions that ARRIS cannot control.

The Combination is subject to other conditions, including the approval of the Scheme by a majority in number of Pace Scheme shareholders representing no less than 75% in value of the shareholders present and voting (in person or by proxy), the sanction of the Scheme by the Court, the adoption of the Merger Agreement by the affirmative vote of the holders of a majority of the outstanding ARRIS shares entitled to vote, the Scheme becoming effective by April 22, 2016 (or such later date (if any) as may be agreed by ARRIS and Pace and (if required) the Court may allow), the registration statement of which this proxy statement/prospectus is a part having become effective under the Securities Act and not having been the subject of any stop order suspending its effectiveness, and no proceedings seeking any such stop order having been initiated or threatened by the SEC, and authorization of the listing of the New ARRIS ordinary shares on NASDAQ. Additional conditions are set out in Appendix I to the Rule 2.7 Announcement, which is attached to this proxy statement/prospectus as Annex B. No assurance can be given that all of the conditions to the Combination will be satisfied, or if they are, as to the timing of such satisfaction.

If the conditions to the Combination are not satisfied, then the Combination may not be consummated. See the section of this proxy statement/prospectus entitled "The Merger and The Merger Agreement — Conditions of the Merger" beginning on page 71.

Even if a material adverse change to Pace's business or prospects were to occur, ARRIS may not be able to invoke conditions and terminate the Combination, which could reduce the value of New ARRIS shares.

The Takeover Code provides that certain conditions may be invoked only where the circumstances underlying the failure of the condition are of material significance to ARRIS in the context of the Combination. Therefore, with the exceptions of certain conditions relating to the approval of the Scheme

TABLE OF CONTENTS

by Pace Scheme shareholders and the Court, ARRIS will be required to obtain the agreement from the Takeover Panel that the circumstances giving rise to the right to invoke the condition were of material significance to ARRIS in the context of the Pace Acquisition before ARRIS would be permitted to rely on that condition.

If a material adverse change affecting Pace occurs and the Takeover Panel does not allow ARRIS to invoke a condition to cause the Combination not to proceed, the market price of ARRIS shares may decline or ARRIS' business or ARRIS' financial condition may be materially adversely affected. As a result, the value of the New ARRIS ordinary shares received by ARRIS stockholders may be reduced and/or the business or financial condition of New ARRIS may be adversely affected.

ARRIS may waive one or more of the conditions to the Merger without resoliciting stockholder approval.

ARRIS may determine to waive, in whole or in part, one or more of the conditions to its obligations to complete the Merger, to the extent permitted by applicable laws. ARRIS will evaluate the materiality of any such waiver and its effect on its stockholders in light of the facts and circumstances at the time to determine whether any amendment of this proxy statement/prospectus and resolicitation of proxies is required or warranted. ARRIS may waive any of these conditions prior to the Special Meeting, and if any such waiver is material, this proxy statement/prospectus will be amended as necessary to reflect such waiver. If ARRIS determines to waive any conditions after receiving stockholder approval at the Special Meeting, it may have the discretion to complete the Merger without seeking further stockholder approval. Waiver of certain conditions for which further stockholder approval is not sought may nevertheless be subject to approval under the Credit Agreement.

While the Combination is pending, ARRIS and Pace will be subject to business uncertainties that could adversely affect their businesses.

Uncertainty about the effect of the Combination on employees, customers and suppliers may have an adverse effect on ARRIS and Pace and, consequently, on New ARRIS. These uncertainties may impair ARRIS' and Pace's ability to attract, retain and motivate key personnel until the Combination is consummated and for a period of time thereafter, and could cause customers, suppliers and others who deal with ARRIS and Pace to seek to change existing business relationships with ARRIS and Pace. Employee retention may be particularly challenging during the pendency of the Combination because employees may experience uncertainty about their future roles with New ARRIS. If, despite ARRIS' and Pace's retention efforts, key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with New ARRIS, New ARRIS' business could be harmed.

The number of New ARRIS shares that ARRIS stockholders will receive as consideration in the Combination will be based on a fixed exchange ratio, which will not be adjusted to reflect changes in the market value of ARRIS shares or Pace shares prior to the consummation of the Combination.

In the Merger, ARRIS stockholders will receive one New ARRIS ordinary share as consideration for each ARRIS share they hold. This one-for-one fixed exchange ratio will not be adjusted upwards or downwards to compensate for changes in the price of ARRIS shares or Pace shares prior to the effective time of the Combination. Share price changes may result from a variety of factors, including changes in the business, operations or prospects of ARRIS or Pace, market assessments of the likelihood that the Combination will be completed, the timing of the Combination, regulatory considerations, general market and economic conditions and other factors. ARRIS stockholders are urged to obtain current market quotations for ARRIS shares and Pace shares. See "Comparative Per Share Market Price Data and Dividend Information" beginning on page 126 for additional information on the market value of ARRIS shares and Pace shares.

ARRIS' directors and executive officers have interests in the Combination that are in addition to, or different from, any interests they might have as stockholders.

In considering the recommendations of the ARRIS Board, ARRIS stockholders should be aware that the directors and executive officers of ARRIS have interests in the proposed transaction that are in addition to, or different from, any interests they might have as stockholders, including the right to receive a payment

TABLE OF CONTENTS

to make them whole for the excise tax imposed pursuant to Section 4985 of the Internal Revenue Code (which excise tax is not applicable to other ARRIS stockholders), the aggregate value of which we estimate to be approximately $19.2 million for ARRIS' directors and executive officers, accelerated vesting of certain outstanding equity awards (which vesting is intended to avoid any excise tax being due on such equity shares), continuing non-employee director and executive officer positions with New ARRIS, and rights to ongoing indemnification and insurance coverage. For more information, including the assumptions used to estimate the value of such interests, please see "Interests of Certain Persons in Matters to Be Acted Upon" beginning on page 93. You should consider these interests in connection with your vote on the related proposals.

The Takeover Code may limit ARRIS' ability to cause Pace to consummate the transaction and may otherwise limit the relief ARRIS may obtain in the event Pace's Board withdraws its support of the Scheme.

The Takeover Code limits the contractual commitments that may be obtained from Pace to take actions in furtherance of the Combination, and the Pace Board may, if its fiduciary and other directors' duties so require, withdraw its recommendation in support of the Scheme, and withdraw the Scheme itself, at any time before the Court hearing to sanction the Scheme. The Takeover Code does not permit Pace to pay any break fee if it does so, nor can it be subject to any restrictions on soliciting or negotiating other offers or transactions involving Pace, other than the restrictions under the Takeover Code against undertaking actions or entering into agreements which are similar to or have a similar effect to "poison pills" and which might frustrate ARRIS' offer for Pace.

ARRIS stockholders will have a reduced ownership and voting interest after the Combination and may exercise less influence over management in New ARRIS than they currently have in ARRIS.

Upon the completion of the Combination, an ARRIS stockholder will hold a percentage ownership of New ARRIS that is smaller than such stockholder's current percentage ownership of ARRIS prior to completion of the Combination. It is currently expected that the former stockholders of ARRIS as a group will receive shares in the Merger constituting approximately 76% of the outstanding New ARRIS ordinary shares immediately after the consummation of the Merger. Because of this, current ARRIS stockholders may have less influence on the management and policies of New ARRIS than they currently have on the management and policies of ARRIS.

The cash consideration subjects ARRIS to foreign exchange rate exposure.

Because the cash portion of the purchase price payable to the Pace shareholders in the Pace Acquisition is payable in pounds, while a majority of ARRIS' revenues are denominated in U.S. dollars, ARRIS is subject to exchange rate exposure through the closing of the Combination. ARRIS may seek to mitigate its exposure to currency exchange rate fluctuations by hedging any material mismatch between revenues and obligations, but any such efforts may not be successful, in which case changes in the relative value of pounds versus U.S. dollars could materially and adversely affect ARRIS' financial condition.

Failure to consummate the Combination could negatively impact the share price and the future business and financial results of ARRIS.

If the Combination is not completed, the ongoing businesses of ARRIS may be adversely affected and, without realizing any of the benefits of having consummated the Combination, ARRIS will be subject to a number of risks which, if they materialize, might adversely affect ARRIS' business, results of operation and share price, including without limitation the risks described below: ARRIS may be required to pay costs and expenses relating to the proposed Combination, including certain break payments and expense reimbursements as provided in the Co-operation Agreement. For more information see the section captioned "The Co-operation Agreement" beginning on page 69. The consideration, negotiation and implementation of the Combination (including integration planning) will have required substantial commitments of time and resources by ARRIS management, which could otherwise have been devoted to other opportunities beneficial to ARRIS.

TABLE OF CONTENTS

Risks Relating to the Combined Company

New ARRIS may not realize all of the anticipated benefits of the Combination or those benefits may take longer to realize than expected. New ARRIS may also encounter significant unexpected difficulties in integrating the two businesses.

Our ability to realize all of the anticipated benefits of the Combination will depend on our ability to integrate the ARRIS and Pace businesses. The combination of two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to integrating the business practices and operations of ARRIS and Pace. The integration process may disrupt the businesses and, if implemented ineffectively, could preclude realization of the full benefits expected by ARRIS. Our failure to meet the challenges involved in integrating the two businesses to realize the anticipated benefits of the Combination could cause an interruption of, or a loss of momentum in, the activities of either or both of the businesses of ARRIS and Pace and could adversely affect New ARRIS' results of operations.

In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management's attention. The difficulties of combining the operations of the companies include, among others:

- the diversion of management's attention to integration matters;

- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining the business of Pace with that of ARRIS;

- difficulties in the integration of operations and systems; and

- difficulties in managing the expanded operations of a larger and more complex company.

Many of these factors will be outside of our control and any of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially impact the business, financial condition and results of operations of New ARRIS. In addition, even if the operations of the businesses of ARRIS and Pace are integrated successfully, we may not realize the full benefits of the Combination, including the potential synergies, cost savings or sales or growth opportunities. These benefits may not be achieved within the anticipated time frame, or at all, or additional unanticipated costs may be incurred in the integration of the businesses of ARRIS and Pace. All of these factors could cause dilution to the earnings per share of New ARRIS, decrease or delay the expected accretive effect of the Combination, or negatively impact the price of New ARRIS ordinary shares. As a result, we cannot provide assurance that the combination of the ARRIS and Pace businesses will result in the realization of the full benefits anticipated from the Combination.

New ARRIS' effective tax rates and the benefits described in this proxy statement/prospectus are also subject to a variety of other factors, many of which are beyond our ability to control, such as changes in the rate of economic growth in jurisdictions in which the combined group will do business, the financial performance of the combined business in various jurisdictions, currency exchange rate fluctuations, and significant changes in trade, monetary or fiscal policies, including changes in interest rates, and changes in U.S. tax laws, UK tax laws and the tax laws of the other jurisdictions in which the combined group will do business. The impact of these factors, individually and in the aggregate, is difficult to predict, in part because the occurrence of the events or circumstances described in such factors may be interrelated, and the impact to the combined group of the occurrence of any one of these events or circumstances could be compounded or, alternatively, reduced, offset, or more than offset, by the occurrence of one or more of the other events or circumstances described in such factors.

New ARRIS will incur direct and indirect costs as a result of the Combination.

New ARRIS will incur costs and expenses in connection with and as a result of the Combination. These costs and expenses include professional fees incurred in connection with New ARRIS' compliance with UK corporate and tax laws and financial reporting requirements, costs and other administrative expenses related to the expanded global scope of New ARRIS' operations, as well as any additional costs New ARRIS may incur going forward as a result of its new corporate structure. We cannot assure you that

TABLE OF CONTENTS

we will realize all of the anticipated benefits of the Combination, including the synergies related to public company expenses, back-office support functions, sales and distribution, and integration of senior management and administration. We also cannot assure you that our estimates of pre-tax cost savings are accurate. While direct and indirect costs incurred as a result of the Combination are not expected to have such an effect, as ARRIS currently estimates that, upon the effective time of the Combination, Combination related costs incurred by the combined company, including fees and expenses relating to the financing, will be approximately $92.7 million, the costs could exceed the costs historically borne by ARRIS and Pace.

New ARRIS' actual financial position and results of operations may differ materially from the unaudited pro forma financial information included in this proxy statement/prospectus.

New ARRIS has been recently formed and has no operating history and no revenues. The unaudited pro forma condensed combined financial information contained in this proxy statement/prospectus is presented for illustrative purposes only and may not be an indication of what New ARRIS' financial position or results of operations would have been had the Combination been completed on the dates indicated. The unaudited pro forma condensed combined financial information has been derived from the audited historical financial statements of ARRIS and Pace and certain adjustments and assumptions have been made regarding the combined company after giving effect to the combination. The assets and liabilities of Pace have been measured at fair value by ARRIS based on various preliminary estimates using assumptions that management believes are reasonable utilizing information currently available. The process for estimating the fair value of acquired assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. Differences between preliminary estimates in the pro forma financial information and the final acquisition accounting will occur and could have a material impact on the pro forma financial information and the combined company's financial position and future results of operations. Neither the unaudited pro forma condensed combined financial information nor the estimates and assumptions referred to above have been approved by Pace.

Pace is not yet owned by ARRIS, and there are limitations on the information available to prepare the pro forma financial information. The assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect New ARRIS' financial condition or results of operations following the completion of the Combination. Acquisition accounting rules require evaluation of certain assumptions, estimates or determination of financial statement classifications which are completed during the measurement period as defined in current accounting standards. Accounting policies of New ARRIS and acquisition accounting rules may materially vary from those of Pace. Any changes in assumptions, estimates, or financial statement classifications may be material and have a material adverse effect on the assets, liabilities or future earnings of New ARRIS. Any potential decline in New ARRIS' financial condition or results of operations may cause significant variations in the share price of New ARRIS. Please see "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 106.

The financial analyses and projections considered by ARRIS and its financial advisor may not be realized.

The financial analyses and projections considered by ARRIS and its financial advisor Evercore reflect numerous estimates and assumptions that are inherently uncertain with respect to industry performance and competition, general business, economic, market and financial conditions and matters specific to ARRIS' and Pace's businesses, including the factors described or referenced under "Forward-Looking Statements" and/or listed in this proxy statement/prospectus under this section entitled "Risk Factors," all of which are difficult to predict, and many of which are beyond our control. The financial analyses presented by Evercore on April 22, 2015 to the ARRIS Board speak only as of that date. There can be no assurance that the financial analyses and projections considered by ARRIS and its financial advisor will be realized or that actual results will not materially vary from such financial analyses and projections. In addition, since the financial projections cover multiple years, such information by its nature becomes less predictive with each successive year.

TABLE OF CONTENTS

Pace currently is not subject to the internal controls and other compliance obligations of the U.S. securities laws, and New ARRIS may not be able to timely and effectively implement controls and procedures over Pace operations as required under the U.S. securities laws.

Pace currently is not subject to the information and reporting requirements of the Exchange Act and other U.S. federal securities laws, including the compliance obligations relating to, among other things, the maintenance of a system of internal controls as contemplated by the Exchange Act. Subsequent to the completion of the Combination, New ARRIS will need to timely and effectively implement the internal controls necessary to satisfy those requirements, which require annual management assessments of the effectiveness of internal control over financial reporting and a report by an independent registered public accounting firm addressing these assessments. New ARRIS intends to take appropriate measures to establish or implement an internal control environment at Pace aimed at successfully fulfilling these requirements. However, it is possible that New ARRIS may experience delays in implementing or be unable to implement the required internal financial reporting controls and procedures, which could result in enforcement actions, the assessment of penalties and civil suits, failure to meet reporting obligations and other material and adverse events that could have a negative effect on the market price for New ARRIS ordinary shares.

The IRS may not agree that New ARRIS is a foreign corporation for U.S. federal income tax purposes following the Combination.

Although New ARRIS is incorporated under the laws of England and Wales and is a tax resident in the United Kingdom for UK tax purposes, the IRS may assert that New ARRIS should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes pursuant to Section 7874. For U.S. federal income tax purposes, a corporation generally is considered to be a tax resident in the jurisdiction of its organization or incorporation. Because New ARRIS is incorporated under the laws of England and Wales, it generally would be classified as a non-U.S. corporation (and, therefore, a non-U.S. tax resident) under these rules. Section 7874, however, provides an exception to this general rule under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. corporation for U.S. federal income tax purposes.

Generally, for New ARRIS to be treated as a non-U.S. corporation for U.S. federal income tax purposes following the Combination under Section 7874, the former stockholders of ARRIS must own (within the meaning of Section 7874) less than 80% (by both vote and value) of all of the outstanding shares of New ARRIS after the Combination by reason of holding shares in ARRIS (including the receipt of New ARRIS shares in exchange for ARRIS shares) (the "Ownership Test"). Based on the terms of the Combination, ARRIS stockholders are expected to own less than 80% (by both vote and value) of all of the outstanding shares in New ARRIS after the Combination by reason of holding shares in ARRIS and, thus, the Ownership Test is expected to be satisfied. As a result, under current law, New ARRIS is expected to be treated as a non-U.S. corporation for U.S. federal income tax purposes. However, ownership for purposes of Section 7874 is subject to various adjustments under the Code and the Treasury Regulations promulgated thereunder, and there is limited guidance regarding the Section 7874 provisions, including regarding the application of the Ownership Test. Thus, there can be no assurance that the IRS will agree with the position that the Ownership Test is satisfied following the Combination and/or would not successfully challenge the status of New ARRIS as a non-U.S. corporation for U.S. federal income tax purposes.

If New ARRIS were to be treated as a U.S. corporation for U.S. federal income tax purposes, New ARRIS could be subject to substantial additional U.S. taxes. Additionally, if New ARRIS were treated as a U.S. corporation for U.S. federal income tax purposes, non-U.S. New ARRIS shareholders would be subject to U.S. withholding tax on the gross amount of any dividends paid by New ARRIS to such shareholders. For UK tax purposes, New ARRIS is expected, regardless of any application of Section 7874, to be treated as a UK tax resident. Consequently, if New ARRIS is treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874, it could be liable for both U.S. and UK taxes, which could have a material adverse effect on its financial condition and results of operations.

Please see "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS — Tax Residence of New ARRIS for U.S. Federal Income Tax Purposes" beginning on page 81 for a more detailed discussion of the application of Section 7874 to the Combination.

TABLE OF CONTENTS

Section 7874 may limit ARRIS' and its U.S. affiliates' ability to utilize certain U.S. tax attributes following the Combination.

Following the acquisition of a U.S. corporation by a non-U.S. corporation, Section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize certain U.S. tax attributes (including net operating losses and certain tax credits) to offset, during the ten-year period following the acquisition, their U.S. taxable income, or related income tax liability, resulting from certain (a) transfers to related foreign persons of stock or other properties of the acquired U.S. corporation and its U.S. affiliates and (b) income received or accrued from related foreign persons during such period by reason of a license of any property by the acquired U.S. corporation and its U.S. affiliates (collectively, "inversion gain"). Based on the limited guidance available, ARRIS currently expects that, following the Combination, this limitation under Section 7874 will apply and, as a result, ARRIS currently does not expect that it or its U.S. affiliates will be able to utilize certain U.S. tax attributes to reduce the amount of any inversion gain and/or to offset their U.S. federal income tax liability attributable to any inversion. As of the period ended December 31, 2014, ARRIS had existing and utilizable net operating losses of approximately $375 million and research and development tax credits of approximately $28 million. These tax attributes may continue to be used to reduce ARRIS' taxable income from its ordinary operations, but may not be used to offset any inversion gain that may be incurred. Please see the section captioned "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS — Potential Limitation on the Utilization of ARRIS' (and its U.S. Affiliates') Tax Attributes" beginning on page 82. In addition, because gain will be recognized by stockholders of ARRIS as a result of the Merger, Section 4985 of the Code and rules related thereto will impose an excise tax on the value of certain ARRIS stock-based compensation held directly or indirectly by certain "disqualified individuals" (including officers and directors of ARRIS) at a rate equal to 15%. Please see the section captioned "Interests of Certain Persons in Matters to be Acted Upon" beginning on page 93.

New ARRIS' status as a foreign corporation for U.S. tax purposes could be affected by a change in law.

Under current law, New ARRIS is expected to be treated as a non-U.S. corporation for U.S. federal income tax purposes. However, changes to Section 7874 or the Treasury Regulations promulgated thereunder, or other changes in law, could adversely affect New ARRIS' status as a non-U.S. corporation for U.S. federal income tax purposes, its effective tax rate and/or future tax planning for the combined group, and any such changes could have prospective or retroactive application to New ARRIS, ARRIS, their respective shareholders, stockholders and affiliates, and/or the Combination.

Recent legislative proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called inversion transactions. For example, proposals introduced by certain members of both houses of the U.S. Congress that, if enacted in their present form, would be effective retroactively to any transactions completed after May 8, 2014 would, among other things, treat a foreign acquiring corporation as a U.S. corporation under Section 7874 if the former stockholders of the U.S. corporation own more than 50% (by vote or value) of the shares of the foreign acquiring corporation after the transaction. These proposals, if enacted in their present form and if made retroactively effective to transactions completed during the period in which the Combination occurs, would cause New ARRIS to be treated as a U.S. corporation for U.S. federal income tax purposes. It is presently uncertain whether any such legislative proposals or any other legislation relating to Section 7874 or so-called inversion transactions will be enacted into law and, if so, what impact such legislation would have on New ARRIS and its affiliates.

In addition, the U.S. Treasury has indicated that it is considering regulatory action in connection with so-called inversion transactions, including, most recently, in Notice 2014-52 (the "Notice"). The specific timing and substance of any such action is presently uncertain. The regulations described in the Notice would, among other things, make it more difficult for the ownership tests under Section 7874 to be satisfied and would limit or eliminate certain tax benefits to so-called inverted corporations, including with respect to access to certain foreign earnings and/or the ability to restructure the non-U.S. members of the ARRIS group. Although the promulgation of the Treasury Regulations described in the Notice is not expected to materially affect the benefits of the Combination or the tax status of New ARRIS, the precise scope and application of these regulatory proposals will not be clear until proposed Treasury Regulations are actually

TABLE OF CONTENTS

issued. Accordingly, until such regulations are promulgated and fully understood, we cannot be certain that such regulations would not have an adverse impact on New ARRIS. Moreover, the Notice also indicates that the U.S. Treasury and the IRS are considering issuing additional guidance, which in the case of "inverted groups" would be retroactive to September 22, 2014, to address certain transactions that have the effect of "shifting" U.S.-source earnings to lower-tax jurisdictions, including by limiting U.S. tax deductions for interest on certain intercompany debt obligations. Any such future guidance could have an adverse impact on New ARRIS.

Any change of law or regulatory action relating to Section 7874 or so-called inversion transactions or inverted groups could adversely impact New ARRIS' tax status as well as its financial position and results of operations in a material manner.

Future changes to U.S. and non-U.S. tax laws could adversely affect New ARRIS.

The U.S. Congress, the Organization for Economic Co-operation and Development and other government agencies in jurisdictions where New ARRIS and its affiliates do business have had an extended focus on issues related to the taxation of multinational corporations. One example is in the area of "base erosion and profit shifting," including situations where payments are made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. As a result, the tax laws in the United States, the United Kingdom and other countries in which New ARRIS and its affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect New ARRIS and its affiliates (including ARRIS and its affiliates after the Combination).

Non-U.S. law may limit the ability of ARRIS, Pace and their affiliates to utilize certain non-U.S. tax attributes following the Combination.

The Combination will constitute a change of ownership of ARRIS, Pace and their affiliates for UK tax purposes which, in certain cases, could limit their ability to access UK tax assets, principally losses. Similar considerations may be relevant in connection with tax attributes in other non-U.S. jurisdictions.

Proposed changes to U.S. Model Income Tax Treaty could adversely affect New ARRIS.

On May 20, 2015, the U.S. Treasury released proposed revisions to the U.S. model income tax convention (the "Model"), the baseline text used by the U.S. Treasury to negotiate tax treaties. The proposed revisions address certain aspects of the Model by modifying existing provisions and introducing entirely new provisions. Specifically, the proposed revisions target (1) exempt permanent establishments, (2) special tax regimes, (3) expatriated entities, (4) the anti-treaty shopping measures of the limitation on benefits article, and (5) subsequent changes in treaty partners' tax laws.

With respect to the proposed changes to the Model pertaining to expatriated entities, because it is expected that the Combination will otherwise be subject to Section 7874, if applicable treaties were subsequently amended to adopt such proposed changes, payments of interest, dividends, royalties and certain other items of income by ARRIS Holdings or its U.S. affiliates to non-U.S. persons would become subject to full U.S. withholding tax at a 30% rate. This could result in material U.S. taxes being paid by recipients of payments from ARRIS Holdings and its U.S. affiliates. Additionally, revisions to the Model may influence the international community's discussion of approaches to treaty abuse and harmful tax practices with respect to the Organization for Economic Cooperation and Development's ongoing work regarding base erosion and profit shifting. We are unable to predict the likelihood that the proposed revisions to the Model become a part of the Model or any U.S. income tax treaty. However, any revisions to a U.S. income tax treaty, including the proposed revisions described in this paragraph, could adversely affect New ARRIS and its affiliates (including ARRIS and its affiliates after the Combination).

Proposed legislation relating to the denial of U.S. federal or state governmental contracts to U.S. companies that redomicile abroad could adversely affect New ARRIS' business.

Various U.S. federal and state legislative proposals that would deny governmental contracts to redomiciled companies may affect New ARRIS if adopted into law. We are unable to predict the likelihood that any such proposed legislation might become law, the nature of regulations that may be promulgated under any future legislative enactments, or the effect such enactments or increased regulatory scrutiny could have on New ARRIS' business.

TABLE OF CONTENTS

The tax rate that will apply to New ARRIS is uncertain and may vary from expectations.

There can be no assurance that the Combination will improve New ARRIS' ability to maintain any particular worldwide effective corporate tax rate. We cannot give any assurance as to what New ARRIS' effective tax rate will be after the completion of the Combination because of, among other things, uncertainty regarding the tax policies of the jurisdictions in which New ARRIS and its affiliates will operate. New ARRIS' actual effective tax rate may vary from our expectations, and such variance may be material. Additionally, tax laws or their implementation and applicable tax authority practices in any particular jurisdiction could change in the future, possibly on a retroactive basis, and any such change could have a material adverse impact on New ARRIS and its affiliates.

The tax treatment of the Merger to ARRIS shareholders is uncertain and cannot be definitively known until after the Merger is completed.

Under current U.S. federal income tax law, it is uncertain whether U.S. Holders (as defined below under "Material U.S. Federal Income Tax Considerations") of ARRIS will be required to recognize gain or loss on the Merger. While it is expected that U.S. Holders of ARRIS shares will recognize gain but not loss in the Merger, there is the possibility that U.S. Holders of ARRIS shares will not be required to recognize gain or loss on the Merger because non-recognition treatment depends on certain facts that are subject to change and that could be affected by actions taken by ARRIS and other events beyond ARRIS' control. More specifically, U.S. Holders of ARRIS shares will be required to recognize gain on the Merger if the "U.S. shareholders gain amount" equals or exceeds the "New ARRIS income amount" (both as defined below under "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders"). The U.S. shareholders gain amount has been, and will continue to be, affected by changes in ARRIS' share price, trading activity in ARRIS' stock, and the tax basis of U.S. Holders of ARRIS shares on the closing date. In this regard, ARRIS notes that there was a substantial decrease in ARRIS share price during the last two weeks of August 2015 that, if unreversed, would reduce the U.S. shareholders gain amount, and further price declines would have a similar effect. As a result, the U.S. shareholders gain amount cannot be known until after the closing of the Merger. The New ARRIS income amount will depend, in part, on the earnings and profits of ARRIS Holdings and ARRIS for the taxable year that includes the closing date of the Merger (which ARRIS expects will be 2015). Such earnings and profits, if any, will depend on overall business conditions and the overall tax position of ARRIS Holdings and ARRIS for such taxable year and will take into account, among other things, taxable operating income and loss as well as taxable non-operating income and loss (including dispositions outside the ordinary course of business and extra-ordinary items), subject to certain adjustments, and cannot be determined until the end of the taxable year in which the Merger is completed. See "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders — Detailed Discussion of the Exception to Section 367(a) of the Code for Certain Outbound Stock Transfers" beginning on page 83.

New ARRIS may be subject to U.S. federal withholding tax as a result of ARRIS Holdings' subscription for New ARRIS ordinary shares in exchange for its promissory note.

If the Merger qualifies as a reorganization under Section 368(a) of the Code and if the "New ARRIS income amount" exceeds the "U.S. shareholders gain amount" (both as defined below under "Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders") then, as described below under "— U.S. Federal Income Tax Consequences of the Merger to ARRIS stockholders — Detailed Discussion of the Exception to Section 367(a) of the Code for Certain Outbound Stock Transfers," New ARRIS should be treated for U.S. tax purposes as receiving a distribution from ARRIS Holdings immediately prior to the Merger. The deemed distribution for U.S. tax purposes should be treated as a taxable dividend to New ARRIS to the extent of ARRIS Holdings' and ARRIS' current and accumulated earnings and profits for the year of the deemed distribution and such dividend will be subject to U.S. withholding tax (at a rate of 5%) in accordance with the Tax Treaty. The amount of ARRIS Holdings' and ARRIS' current and accumulated earnings and profits for the year of the deemed distribution is uncertain, but could be substantial.

Notwithstanding the foregoing, if instead, the U.S. shareholders gain amount equals or exceeds the New ARRIS income amount, the deemed distribution and U.S. withholding tax rules would not apply. See

TABLE OF CONTENTS

"Material U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS — U.S. Federal Withholding Tax Consequences of the Merger to New ARRIS" beginning on page 80.

New ARRIS' substantial leverage and debt service obligations could adversely affect our business.

New ARRIS, ARRIS and various related entities have entered into a Credit Agreement that has an aggregate maximum commitment amount of approximately $2.834 billion from Bank of America, N.A. and various other lenders to finance the cash portion of the consideration payable under the Scheme, pay related fees and expenses and provide financing for New ARRIS' future needs. After giving effect to the Pace Acquisition, and assuming payment of estimated fees and expenses including estimated financing costs, and assuming a late 2015 Combination closing, New ARRIS, expects to have total external debt aggregating approximately $2.4 billion.

The degree to which New ARRIS will be leveraged following the Combination could have important consequences to shareholders of New ARRIS, including, but not limited to, potentially:

- increasing New ARRIS' vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions;

- requiring the dedication of a substantial portion of New ARRIS' cash flow from operations to the payment of principal of, and interest on, indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditures, acquisitions, joint ventures, product research and development, dividends, share repurchases, or other general corporate purposes;

- limiting New ARRIS' flexibility in planning for, or reacting to, changes in New ARRIS' business and the competitive environment and the industry in which it operates;

- placing New ARRIS at a competitive disadvantage as compared to its competitors, to the extent that they are not as highly leveraged; or

- limiting the ability of New ARRIS to borrow additional funds and increasing the cost of any such borrowing.

English law requires that companies meet certain additional financial requirements before they can declare dividends or repurchase shares following the Combination.

Under English law, a company generally can declare dividends, make distributions or repurchase shares (other than out of the proceeds of a new issuance of shares made for that purpose) only out of distributable reserves. Distributable reserves are a company's accumulated, realized profits, to the extent not previously utilized for distributions or capitalization, less its accumulated, realized losses, to the extent not previously written off in a reduction or reorganization of capital.

New ARRIS currently has only ordinary shares, nominal amount (i.e., par value) £0.01 per share, which we refer to in this proxy statement/prospectus as the New ARRIS shares, and redeemable shares of nominal amount £0.01 per share. Immediately following the Combination New ARRIS will not have distributable reserves. Prior to the effective time of the Combination, ARRIS, as the current sole shareholder of New ARRIS, will pass a resolution to reduce the capital of New ARRIS by cancelling the shares currently held by ARRIS, and reducing its share premium account to create distributable reserves. As soon as practicable following the Combination, New ARRIS will seek the approval of the Court to such cancellation and reduction through a customary process, which is required for the creation of distributable reserves to be effective. The approval of the Court is expected to be received within six weeks after the completion of the Combination. Prior to the receipt of the approval, New ARRIS will be unable to declare dividends, make distributions or make share repurchases. If that approval is not received, it is expected that New ARRIS will be

subject to such limitation on its ability to declare dividends, make distributions or repurchase shares for the foreseeable future.

TABLE OF CONTENTS

The rights of holders of New ARRIS shares to be received by ARRIS stockholders in connection with the Combination will be different from the rights of holders of ARRIS shares.

Upon completion of the Combination, ARRIS stockholders will become New ARRIS shareholders and their rights as shareholders will be governed by the New ARRIS articles of association and English law and regulation. The rights associated with the ARRIS shares are different than the rights associated with New ARRIS ordinary shares. Material differences between the rights of ARRIS stockholders before the Combination and the rights of New ARRIS shareholders following the Combination include differences with respect to, among other things, distributions, dividends, share repurchases and redemptions, shareholder preemption rights, the duties of directors, the process for the election and removal of directors, conflicts of interests of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, the advance notice provisions for meetings, voting rights and resolution approval thresholds, the quorum for shareholder meetings, the adjournment of shareholder meetings, shareholder proposals, shareholder suits, reporting requirements, inspection of books and records, disclosure of interests in shares, rights of dissenting shareholders, anti-takeover measures, provisions relating to the ability to amend the articles of association, forum and venue, and enforcement of civil liabilities against foreign persons. While ARRIS does not believe that these differences will have a materially adverse effect on ARRIS stockholders who become New ARRIS shareholders, situations may arise where the rights associated with ARRIS shares would have provided benefits to ARRIS stockholders that will not be available with respect to their holdings of New ARRIS ordinary shares. See the section captioned “Comparison of the Rights of ARRIS Stockholders and New ARRIS Shareholders” beginning on page 137 and for further details of New ARRIS’ intentions in relation to share repurchases, see “Description of New ARRIS Shares” on page 127.

As a result of different shareholder voting requirements in the United Kingdom relative to Delaware, New ARRIS will have less flexibility with respect to certain aspects of capital management than ARRIS currently has.

Under Delaware law, ARRIS’ directors may authorize the issuance, without stockholder approval or any preemptive rights, of any shares authorized by its certificate of incorporation that are not already issued. Under English law, New ARRIS’ directors may issue new ordinary shares up to a maximum amount equal to the allotment authority granted to the directors under the articles of association of New ARRIS or by an ordinary resolution of the New ARRIS shareholders, subject to a five year limit on such authority. Additionally, subject to specified exceptions, English law grants statutory preemption rights to existing shareholders to subscribe for new issuances of shares for cash, but allows shareholders to waive their statutory preemption rights by way of a special resolution with respect to any particular allotment of shares or generally, subject to a five-year limit on such waiver. Accordingly, New ARRIS’ articles of association contain, as permitted by English law, a provision authorizing the New ARRIS Board to issue new shares for cash without preemption rights. The authorization of the directors to issue shares without further shareholder approval and the authorization of the waiver of the statutory preemption rights must both be renewed by the shareholders at least every five years, and ARRIS cannot provide any assurance that these authorizations always will be approved, which could limit New ARRIS’ ability to issue equity and, thereby, adversely affect the holders of New ARRIS shares. While ARRIS does not believe that the differences between Delaware law and English law relating to New ARRIS’ capital management will have a material adverse effect on New ARRIS, situations may arise where the flexibility ARRIS now has under Delaware law would have provided benefits to New ARRIS shareholders that will not be available under English law. Please see “Comparison of the Rights of ARRIS Stockholders and New ARRIS Shareholders” beginning on page 137.

After the completion of the Combination, attempted takeovers of New ARRIS will be governed by English law. Delaware’s anti-takeover statutes and laws regarding directors’ fiduciary duties give the board of directors broad latitude to defend against unwanted takeover proposals. As a UK incorporated company, New ARRIS is subject to English law, as discussed in greater detail under “Description of New ARRIS Shares.” An English public limited company is potentially subject to the protections afforded by the Takeover Code if, among other factors, a majority of its directors are resident within the UK, the Channel

TABLE OF CONTENTS

Islands or the Isle of Man. Based upon New ARRIS' current and intended plans for its directors, it is anticipated that the Takeover Code will not apply to New ARRIS. Accordingly the New ARRIS articles of association will include measures that may be found in the charters of U.S. companies, being the power for the New ARRIS Board to allot shares where in the opinion of the New ARRIS Board it is necessary to do so in the context of an acquisition of 20% or more of the issued voting shares in specified circumstances (this power will be subject to renewal by New ARRIS shareholders at least every five years, as described in the preceding paragraph in relation to the disapplication of statutory preemption rights on the issuance of new shares, and will cease to be applicable if the Takeover Code is subsequently deemed by the Takeover Panel to be applicable to New ARRIS).

Further, it could be more difficult for New ARRIS to obtain shareholder approval for a merger or negotiated transaction after the closing of the business combination because the shareholder approval requirements for certain types of transactions differ, and in some cases are greater, under English law than under Delaware law. See "Description of New ARRIS Ordinary Shares" beginning on page 127.

The market price of New ARRIS ordinary shares may be volatile, and the value of your investment could materially decline.

Investors who hold New ARRIS ordinary shares may not be able to sell their shares at or above the price at which they purchased the ARRIS shares. The prices of ARRIS and Pace shares have fluctuated materially from time to time, and New ARRIS cannot predict the price of its ordinary shares. Broad market and industry factors may materially harm the market price of New ARRIS ordinary shares, regardless of New ARRIS' operating performance. In addition, the price of New ARRIS ordinary shares may be dependent upon the valuations and recommendations of the analysts who cover the New ARRIS business, and if its results do not meet the analysts' projections and expectations, New ARRIS' stock price could decline as a result of analysts lowering their valuations and recommendations or otherwise.

Future sales of New ARRIS ordinary shares in the public market could cause volatility in the price of New ARRIS ordinary shares or cause the share price to fall.

Sales of a substantial number of New ARRIS ordinary shares in the public market, or the perception that these sales might occur, particularly at the time of the completion of the Combination (due to Pace shareholders or ARRIS stockholders deciding not to own New ARRIS ordinary shares) could depress the market price of New ARRIS ordinary shares, and could impair New ARRIS' ability to raise capital through the sale of additional equity securities. Subject to the terms of the voting commitments, the key Pace shareholders may enter into sale, hedging or other transactions with respect to the New ARRIS ordinary shares that they will receive as consideration in the Scheme.

New ARRIS may seek approval from the Court for a capital reduction to create distributable reserves in order to pay dividends.

Under English law, dividends may only be paid and share repurchases and redemptions must generally be funded only out of "distributable reserves." In the absence of such distributable reserves, New ARRIS may seek to create distributable reserves that involves a reduction in New ARRIS' share premium account, which requires the approval of the Court and, in connection with seeking such Court approval, the approval of New ARRIS shareholders would be sought. New ARRIS is not aware of any reason why the Court would not approve the creation of distributable reserves in this manner; however, the issuance of the required order is a matter for the discretion of the Court. There will also be no guarantee that the approvals by New ARRIS shareholders will be obtained. In the event that distributable reserves of New ARRIS are not created, no distributions by way of dividends, share repurchases or otherwise will be permitted under English law until such time as the group has created sufficient distributable reserves from its business activities.

Following the completion of the Combination, a future transfer of your New ARRIS shares, other than one effected by means of the transfer of book-entry interests in the Depository Trust Company ("DTC"), may be subject to UK stamp duty.

No liability for stamp duty or stamp duty reserve tax ("SDRT") generally should arise on the issue of New ARRIS ordinary shares to Cede and Co. ("Cede"), as nominee of DTC, for the benefit of the New ARRIS shareholders.

TABLE OF CONTENTS

Transfers of New ARRIS ordinary shares within DTC should not be subject to stamp duty or SDRT provided no instrument of transfer is entered into and no election that applies to the New ARRIS ordinary shares is made or has been made by DTC or Cede under Section 97A FA 1986. In this regard DTC has confirmed that neither DTC nor Cede has made an election under section 97A of the Finance Act which would affect the New ARRIS shares to be issued to Cede, as nominee of DTC, as part of the Combination. If such an election is or has been made, transfers of New ARRIS ordinary shares within DTC generally will be subject to SDRT at the rate of 0.5% of the amount or value of the consideration.

Transfers of New ARRIS ordinary shares held in certificated form generally will be subject to stamp duty at the rate of 0.5% of the consideration given (rounded up to the nearest £5). SDRT will also be chargeable on an agreement to transfer such shares, although such liability would be discharged if stamp duty is duly paid on the instrument of transfer implementing such agreement within a period of six years from the agreement.

Subsequent transfer of New ARRIS ordinary shares to an issuer of depository receipts or into a clearance system (including DTC) generally will be subject to SDRT at a rate of 1.5% of the consideration given or received or, in certain cases, the value of the New ARRIS ordinary shares transferred.

The purchaser or transferee of the New ARRIS ordinary shares generally will be responsible for paying any stamp duty or SDRT payable.

Please see the section headed “Certain United Kingdom Tax Considerations — Stamp duty and stamp duty reserve tax — Subsequent Transfers of the New ARRIS Ordinary Shares” beginning on page 91.

If the UK were to exit from the European Union, New ARRIS’ business could suffer a material adverse effect.

Following the recent general election in the UK, it is expected that a referendum on continued UK membership in the European Union will be held by the end of 2017, though it could also be held before 2017. This referendum could introduce potentially significant new uncertainties and instability in financial and trade markets, both ahead of the date for any such referendum and, depending on the outcome, after the referendum. As a member of the European Union, the UK and UK-based businesses such as New ARRIS have access to strong financial and trade relationships, including the EU Single Market, and these strong relationships are part of the reason that UK incorporation was deemed to be the most efficient and beneficial for New ARRIS with respect to the future growth of the company, financial and global cash management flexibility and tax.

Given the lack of precedent, it is unclear how a potential withdrawal of the UK from the European Union would affect the UK’s access to the EU Single Market and other important financial and trade relationships and how it would affect New ARRIS. A withdrawal could, among other outcomes, disrupt the free movement of goods, services and people between the UK and the European Union, undermine bilateral cooperation in key policy areas and significantly disrupt trade between the UK and the European Union. Under current European Union rules, following a withdrawal the UK would not be able to negotiate bilateral trade agreements with member countries of the European Union. In addition, a withdrawal of the UK from the European Union could significantly affect the fiscal, monetary and regulatory landscape within the UK and could have a material impact on its economy and the future growth of its various industries, including the broadcast and broadband communication systems industry in which New ARRIS will operate. Although it is not possible to predict fully the effects of a withdrawal of the UK from the European Union, if it were to occur it could have a material adverse effect on New ARRIS’ business.

New ARRIS shares received by means of a gift or inheritance could be subject to UK inheritance tax.

The New ARRIS shares will be assets situated in the UK for the purposes of UK inheritance tax. A gift or settlement of such assets by, or on the death of, an individual holder of such assets may give rise to a liability to UK inheritance tax even if the holder is not a resident of, or domiciled in the UK. However, pursuant to the Estate and Gift Tax Treaty 1980 entered into between the UK and the U.S. (the “Treaty”), a gift or settlement of New ARRIS shares by New ARRIS shareholders who are domiciled in the US for the purposes of the Treaty generally should not give rise to a liability to UK inheritance tax.

TABLE OF CONTENTS

Risks Relating to the Business of New ARRIS

New ARRIS' business will be dependent on customers' capital spending on broadband communication systems, and reductions by customers in capital spending would adversely affect its business.

New ARRIS' performance will be dependent primarily on customers' capital spending for constructing, rebuilding, maintaining or upgrading broadband communications systems. Capital spending in the broadband communications industry is cyclical and can be curtailed or deferred on short notice. A variety of factors affect capital spending, and, therefore, will affect New ARRIS' sales and profits, including:

- general economic conditions;
- customer specific financial or stock market conditions;
- availability and cost of capital;
- foreign currency fluctuations;
- governmental regulation;
- demands for network services;
- competition from other providers of broadband and high-speed services;
- customer acceptance of new services offered; and
- real or perceived trends or uncertainties in these factors.

Several of New ARRIS' customers have accumulated significant levels of debt. These high debt levels, coupled with the volatility in the capital markets, may impact their access to capital in the future. Even if the financial health of these customers remains intact, these customers may not purchase new equipment at levels seen in the past or expected in the future. While there has been improvement in the U.S. and global economy over the past year, New ARRIS cannot predict the impact, if any, of any softening of the national of global economy or of specific customer financial challenges on its customer's expansion and maintenance expenditures.

In addition, the Federal Communications Commission has proposed new regulations to mandate "net neutrality" by broadband Internet service providers and subjecting broadband providers to regulation as traditional telephone companies under Title II of the Communications Act. These and other changes in regulatory requirements with which many of New ARRIS' U.S. customers are required to comply could result in such customers reducing their investment in their broadband communications networks. A significant reduction in their capital expenditures as a result of any such regulations could adversely affect New ARRIS' business, operating results, and financial condition.

The market in which New ARRIS will operate is intensely competitive, and competitive pressures may adversely affect its results of operations.

The markets in which New ARRIS will participate are dynamic, highly competitive and require companies to react quickly and capitalize on change. New ARRIS must retain skilled and experienced personnel, as well as deploy

substantial resources to meet the changing demands of the industry and must be nimble to be able to capitalize on change. New ARRIS will compete with international, national and regional manufacturers, distributors, wholesalers and service providers, including some companies that are larger than New ARRIS will be following the Combination. ARRIS lists its major competitors in Part I, Item 1, “Business” of ARRIS’ Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated in this proxy statement/prospectus by reference. Pace competes with a broad range of service providers in the highly competitive broadcast and broadband communication systems industry.

In some instances, New ARRIS’ customers themselves may be its competition. Some of New ARRIS’ customers may develop their own software requiring support within New ARRIS’ products and/or may design and develop products of their own which are produced to their own specifications directly by a contract manufacturer. The rapid technological changes occurring in broadband may lead to the entry of new competitors, including those with substantially greater resources than New ARRIS.

TABLE OF CONTENTS

Because the market in which New ARRIS will compete is characterized by rapid growth and, in some cases, low barriers to entry, smaller companies and start-up ventures also may become principal competitors in the future. Actions by existing competitors and the entry of new competitors may have an adverse effect on New ARRIS' sales and profitability. In the future, technological advances could lead to the obsolescence of some of ARRIS' and Pace's current products, which could have a material adverse effect on the business of New ARRIS.

Further, several of New ARRIS' larger competitors may be in a better position to withstand any significant, sustained reduction in capital spending by customers. They often have broader product lines and segment focus and therefore are not as susceptible to downturns in a particular market. In addition, several of New ARRIS' competitors have been in operation longer than ARRIS or Pace, and therefore have more established relationships with customers.

Consolidations in the broadcast and broadband communication systems industry could have a material adverse effect on New ARRIS' business.

The broadcast and broadband communication systems industry has historically experienced, and continues to experience, the consolidation of many industry participants. For example, subsequent to the termination of its agreement with Comcast, Time Warner Cable announced its intention to merge with Charter Communications, Inc., AT&T recently completed its acquisition of DIRECTV, Verizon Communications Inc. announced that it is selling certain wireline businesses to Frontier Communications Corp. and Altice announced its intention to acquire Suddenlink. When consolidations occur, it is possible that the acquirer will not continue using the same suppliers, possibly resulting in an immediate or future elimination of sales opportunities for New ARRIS. Even if sales are not reduced, consolidations also could result in delays in purchasing decisions by the affected companies prior to completion of the transaction and by the merged businesses. Further, even if ARRIS believes that it will receive additional sales from a customer following a transaction as a result of typical network upgrades following a combination or otherwise, no assurance can be provided that such anticipated sales will be realized. In addition, consolidations can also result in increased pressure from customers (such as New ARRIS' customers) for lower prices or better terms, reflecting the increase in the total volume of products purchased or the elimination of a price differential between the acquiring customer and the company acquired. Any of these results could have a material adverse effect on New ARRIS' business.

New ARRIS may have difficulty in forecasting its sales and may experience volatility in revenues.

Because a significant portion of the purchases by New ARRIS customers are discretionary, accurately forecasting New ARRIS sales is difficult. In addition, New ARRIS customers in recent years have submitted their purchase orders less evenly over the course of each quarter and year, and with shorter lead times than they have historically provided. The combination of New ARRIS' dependence on relatively few key customers and the award by those customers of irregular but sizeable contracts, together with the anticipated size of New ARRIS' operations, make it difficult to forecast sales and can result in revenue volatility, which could further result in maintaining inventory levels that are too high or too low for New ARRIS' ultimate needs and could have a negative impact on New ARRIS' business.

The broadcast and broadband communications system industry on which New ARRIS' business will be focused is significantly impacted by technological change.

The broadcast and broadband communication systems industry has gone through dramatic technological change resulting in service providers rapidly migrating their business from a one-way television service to a two-way communications network enabling multiple services, such as residential and business high-speed Internet access, residential and business telephony services, digital television, video on demand and advertising services. New services, such as home security, power monitoring and control, HD television, 3-D television and 4K (UHD) television that are or may be offered by service providers, are also based on, and will be characterized by, rapidly evolving technology. The development of increasing transmission speed, density and bandwidth for Internet traffic has also enabled the provision of high quality, feature length video over the Internet. This over-the-top IP video service enables content providers such as Netflix and Hulu, programmers such as HBO and ESPN and portals like Google to provide video

TABLE OF CONTENTS

services on-demand, by-passing traditional video service providers. The Federal Communications Commission is also considering changes to its rules to facilitate the ability of over-the-top services to compete against traditional multichannel video programming providers. As these service providers enhance their quality and scalability, traditional providers are introducing similar services over their existing networks, as well as over-the-top IP video for delivery not only to televisions but to computers, tablets, and telephones in order to remain competitive. New ARRIS' business will be dependent on its ability to develop products that enable current and new customers to exploit these rapid technological changes. New ARRIS believes the continued growth of over-the-top IP video represents a shift from the traditional video delivery paradigm. To the extent that New ARRIS is unable to adapt its technologies to serve this emerging demand its business may be adversely affected.

The continued industry move to open standards may impact New ARRIS' future results.

The broadcast and broadband communication systems industry has and will continue to demand products based on open standards. The move toward open standards is expected to increase the number of service providers that will offer services to the market. This trend is expected to increase the number of competitors who are able to supply products to service providers and drive down the capital costs per subscriber deployed. These factors may adversely impact New ARRIS' future revenues and margins. In addition, many customers of the ARRIS business participate in "technology pools" and increasingly request that ARRIS donate a portion of its source code used by the customer to these pools which may impact our ability to recapture the R&D investment made in developing such code.

New ARRIS believes it will be increasingly required to work with third-party technology providers. As a result, ARRIS expects the shift to more open standards may require New ARRIS to license software and other components indirectly to third parties via various open source licenses. In some circumstances, New ARRIS' use of such open source technology may include technology or protocols developed by standards settings bodies, other industry forums or third party companies. The terms of the open source licenses granted by such parties may limit New ARRIS' ability to commercialize products that utilize such technology, which could have a material adverse effect on its results.

New ARRIS' business will be concentrated in a few key customers. The loss of any of these customers or a significant reduction in sales to any of these customers would have a material adverse effect on New ARRIS' business.

For the three months ended June 30, 2015, sales to ARRIS' three largest customers (including their affiliates, as applicable) accounted for approximately 44.5% of its total revenue. In addition, Pace's three largest customers (including their affiliates, as applicable) accounted for approximately 46.5% of its total revenue for the year ended December 31, 2014. The loss of any of these large customers, or a significant reduction in the products or services provided to any of them would have a material adverse effect on New ARRIS' business. For many of these customers, New ARRIS will also be one of their largest suppliers. As a result, if from time-to-time customers elect to purchase products from New ARRIS' competitors in order to diversify their supplier base and to dual-source key products or to curtail purchasing due to budgetary or market conditions, such decisions could have material consequences to New ARRIS' business. In addition, because of the magnitude of sales to these customers the terms and timing of these sales are heavily negotiated, and even minor changes can have a significant impact upon New ARRIS' business.

New ARRIS may face higher costs associated with protecting its intellectual property or obtaining necessary access to the intellectual property of others.

New ARRIS' future success depends in part upon its proprietary technology, product development, technological expertise and distribution channels, in addition to a number of important patents and licenses. ARRIS cannot predict whether New ARRIS will be able protect its technology or whether competitors will be able to develop similar technology independently, and such technology could be subject to challenge, unlawful copying or other unfair competitive practices. Given the dependence on technology within the market in which New ARRIS will compete, there are frequent claims and related litigation regarding patent and other intellectual property rights. ARRIS has received, directly or indirectly, and expects to continue to receive, from third parties, including some of its competitors, notices claiming that ARRIS, or customers using its products, have infringed upon third-party patents or other proprietary

TABLE OF CONTENTS

rights. ARRIS is involved in several proceedings (and other proceedings have been threatened) in which its customers were sued for patent infringement. In these cases, ARRIS' customers have made claims against it and other suppliers for indemnification. New ARRIS may become involved in similar litigation involving these and other customers in the future. These claims, regardless of their merit, could result in costly litigation, divert the time, attention and resources of management, delay product shipments, and, in some cases, require New ARRIS to enter into royalty or licensing agreements. If a claim of patent infringement against New ARRIS or a customer is successful and New ARRIS fails to obtain a license or develop non-infringing technology, New ARRIS or the customer may be prohibited from marketing or selling products containing the infringing technology which could have a material adverse effect on New ARRIS' business and operating results. In addition, the payment of any damages or any necessary licensing fees or indemnification costs associated with a patent infringement claim could be material and could also materially adversely affect New ARRIS' operating results.

Products currently under development may fail to realize anticipated benefits.

Rapidly changing technologies, evolving industry standards, frequent new product introductions and relatively short product life cycles characterize the markets for New ARRIS' products. The technology applications that ARRIS and Pace are currently developing are subject to technological, supply chain, product development and other related risks that could delay successful delivery. The markets in which New ARRIS will operate are subject to a rapid rate of technological change, reflected in increasing development and manufacturing complexity and increasingly demanding customer requirements, all of which can result in unforeseen delivery problems. Even if the products in development are successfully brought to market, they may be late, may not be widely used or New ARRIS may not be able to capitalize successfully on their technology. To compete successfully, New ARRIS must quickly design, develop, manufacture and sell new or enhanced products that provide increasingly higher levels of performance and reliability. However, New ARRIS may not be able to develop or introduce these products successfully if such products:

- are not cost-effective;
- are not brought to market in a timely manner;
- fail to achieve market acceptance; or
- fail to meet industry certification standards.

Furthermore, New ARRIS' competitors may develop similar or alternative technologies that, if successful, could have a material adverse effect on New ARRIS. New ARRIS' strategic alliances are based on business relationships that have not been the subject of written agreements expressly providing for the alliance to continue for a significant period of time, and the loss of any such strategic relationship could have a material adverse effect on New ARRIS' business and results of operations.

Defects within ARRIS' products could have a material impact on its results.

Many of New ARRIS' products are of complex technology that include both hardware and software components. It is not unusual for software, especially in earlier versions, to contain bugs that can unexpectedly interfere with expected operations. While ARRIS and Pace employ rigorous testing prior to the shipment of its products, defects, including those resulting from components they purchase, may still occur from time to time. Product defects could impact New ARRIS' reputation with its customers which may result in fewer sales. In addition, depending on the number of products affected, the cost of fixing or replacing such products could have a material impact on New ARRIS' operating results.

ARRIS and Pace also offer warranties of various lengths to customers on many products and have established warranty reserves based on, among other things, their historic experience, failure rates and cost to repair. In the event of a significant non-recurring product failure, the amount of the warranty reserve may not be sufficient. From time to

time, New ARRIS may also make repairs on defects that occur outside of the provided warranty period. Such costs would not be covered by the established reserves and, depending on the volume of any such repairs, may have a material adverse effect on New ARRIS' results from operations or financial condition.

New ARRIS will be dependent on a limited number of suppliers, and the inability to obtain adequate and timely delivery of supplies could have a material adverse effect on its business.

Many components, subassemblies and modules necessary for the manufacture or integration of ARRIS' products are obtained from a sole supplier or a limited group of suppliers. Likewise, ARRIS has

TABLE OF CONTENTS

only a limited number of potential suppliers for certain materials and hardware used in its products, and a number of its agreements with suppliers could be short-term in nature. New ARRIS' reliance on sole or limited suppliers, particularly foreign suppliers, and its reliance on subcontractors involves several risks including a potential inability to obtain an adequate supply of required components, subassemblies, modules and other materials and reduced control over pricing, quality and timely delivery of components, subassemblies, modules and other products. An inability to obtain adequate deliveries or any other circumstance that would require New ARRIS to seek alternative sources of supply could affect its ability to ship products on a timely basis which could damage relationships with current and prospective customers and potentially have a material adverse effect on New ARRIS' business.

New ARRIS' ability to ship could also be impacted by country laws and/or union labor disruptions. For example the recent labor dispute involving union dock workers at certain U.S. west coast port facilities, in many cases, greatly increased the shipping times for ARRIS' products arriving through the affected ports and also increased shipping costs as ARRIS had to increase the number of products shipped using air freight which is significantly more expensive. Disputes of this nature may have a material impact on New ARRIS' financial results.

New ARRIS will depend on channel partners to sell its products in certain regions and will be subject to risks associated with these arrangements.

New ARRIS will utilize distributors, value-added resellers, system integrators, and manufacturers' representatives to sell its products to certain customers and in certain geographic regions to improve its access to these customers and regions and to lower its overall cost of sales and post-sales support. Sales through channel partners are subject to a number of risks, including:

- the ability of selected channel partners to effectively sell its products to end customers;

- New ARRIS' ability to continue channel partner arrangements into the future since most are for a limited term and subject to mutual agreement to extend;

- a reduction in gross margins realized on sales of products; and

- a diminution of contact with end customers which, over time, could adversely impact New ARRIS' ability to develop new products that meet customers' evolving requirements.

Cyber-security incidents, including data security breaches or computer viruses, could harm ARRIS' business by disrupting its delivery of services, damaging its reputation or exposing it to liability.

ARRIS and Pace receive, process, store and transmit, often electronically, the confidential data of customers and others. Unauthorized access to New ARRIS' computer systems or stored data could result in the theft or improper disclosure of confidential information, the deletion or modification of records or could cause interruptions in New ARRIS' operations. These cyber-security risks increase when New ARRIS transmits information from one location to another, including transmissions over the Internet or other electronic networks, and could be further increased by integrations associated with the Combination. Despite implemented security measures, New ARRIS' facilities, systems and procedures, and those of its third-party service providers, may be vulnerable to security breaches, acts of vandalism, software viruses, misplaced or lost data, programming and/or human errors or other similar events which may disrupt delivery of services or expose the confidential information of New ARRIS' customers and others. Any security breach involving the misappropriation, loss or other unauthorized disclosure or use of confidential information of New ARRIS' customers or others, whether by New ARRIS or a third party, could (i) subject New ARRIS to civil and criminal penalties, (ii) have a negative impact on New ARRIS' reputation, or (iii) expose New ARRIS to liability to customers, third parties or government authorities. Any of these developments could have a material adverse effect on New ARRIS' business, results of operations and financial condition. ARRIS has not experienced any such incidents that have had material consequences to date. The U.S. Congress also is considering,

and we expect other governments to consider, cyber-security legislation that, if enacted, could impose additional obligations upon New ARRIS.

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains forward-looking statements concerning certain trends, expectations, forecasts, estimates, and other forward-looking information affecting or relating to New ARRIS and its industry, products and activities that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 and other laws and regulations. Forward-looking statements speak only as to the date of this document and may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," "outlook," "impact," "potential," "improve," "optimistic," "deliver," "comfortable," "trend" and "seeks," or the negative of such terms or other variations on such terms or comparable terminology. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the possibility that a possible Combination will not be completed, failure to obtain necessary regulatory approvals or required financing or to satisfy any of the other conditions to the possible Combination, adverse effects on the market price of ARRIS shares and on ARRIS' or Pace's operating results because of a failure to complete the possible Combination, failure to realize the expected benefits of the possible Combination, negative effects relating to the announcement of the possible Combination or any further announcements relating to the possible Combination or the consummation of the possible Combination on the market price of ARRIS shares or Pace shares, significant transaction costs and/or unknown liabilities, customer reaction to the announcement of the Combination, possible litigation relating to the Combination or the public disclosure thereof, general economic and business conditions that affect the combined companies following the consummation of the possible Combination, changes in global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax laws or their interpretation or application, regulations, rates and policies, future business combinations or disposals and competitive developments. These factors are not intended to be an all-encompassing list of risks and uncertainties. Additional information regarding these and other risks and uncertainties can be found in this proxy statement/prospectus under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Pace," and in other ARRIS reports filed with the SEC and incorporated by reference herein, including its Quarterly Report on Form 10-Q for the quarter ended June 30, 2015. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The risks and uncertainties described in the context of such forward-looking statements in this document could cause New ARRIS' plans actual results, performance or achievements, or industry results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this document are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. ARRIS, Pace and New ARRIS expressly disclaim any obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law.

TABLE OF CONTENTS

SELECTED HISTORICAL FINANCIAL DATA OF ARRIS

The following selected financial data set out below as of and for the fiscal years ended December 31, 2010 through December 31, 2014 are derived from ARRIS' audited consolidated financial statements for the fiscal years then ended. The following selected financial data set out below as of and for the six months ended June 30, 2015 and 2014 are derived from ARRIS' unaudited consolidated financial statements for the periods then ended. The unaudited financial statements include all adjustments, consisting of normal recurring accruals, which ARRIS considers necessary for a fair presentation of the financial position and the results of operations for these periods. Operating results for the six-month period ended June 30, 2015 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2015. The information set forth below is a summary that should be read together with the historical consolidated financial statements of ARRIS and the related notes thereto as well as the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in the Annual Report on Form 10-K for the year ended December 31, 2014 and the Quarterly Report on Form 10-Q for the quarter ended June 30, 2105 previously filed with the SEC and incorporated by reference into this proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. For more information, see the section entitled "Where You Can Find More Information" beginning on page 170 of this proxy statement/prospectus.

	Six Months Ended June 30,		Years Ended December 31,				
	2015	2014	2014	2013	2012	2011	2010
	(in thousands, except per share data)						
Consolidated Operating Data:							
Net sales	$ 2,475,234	$ 2,654,088	$ 5,322,921	$ 3,620,902	$ 1,353,663	$ 1,088,685	$ 1,087
Cost of sales	1,774,317	1,887,901	3,740,425	2,598,154	891,086	678,172	663,4
Gross margin	700,917	766,187	1,582,496	1,022,748	462,577	410,513	424,0
Selling, general and administrative expenses	207,534	211,494	410,568	338,252	161,338	148,755	137,6
Research and development expenses	268,728	278,274	556,575	425,825	170,706	146,519	140,4
Amortization of intangible assets	113,930	122,736	236,521	193,637	30,294	33,649	35,95
Integration, acquisition, restructuring and other costs	13,465	24,020	37,498	83,047	12,968	7,565	65
Impairment of goodwill & intangibles	—	—	—	—	—	88,633	—
Operating (loss) income	97,260	129,663	341,334	(18,013)	87,271	(14,608)	109,9
Interest	41,821	34,823	62,901	67,888	17,797	16,939	17,96

expense							
Loss (gain) on debt retirement	—	—	—	—	—	19	(373)
Interest income	(1,279)	(1,284)	(2,590)	(2,936)	(3,242)	(3,154)	(1,99
Loss (gain) on investments and note receivable	3,119	4,911	10,961	2,698	(1,404)	1,570	(414)
Other expense (income), net	1,358	7,247	30,832	10,487	(176)	(1,471)	94
Income (loss) before income taxes	52,241	83,966	239,230	(96,150)	74,296	(28,511)	94,63
Income tax expense (benefit)	17,973	4,142	(87,981)	(47,390)	20,837	(10,849)	30,50
Net (loss) income	$ 35,883	$ 79,824	$ 327,211	$ (48,760)	$ 53,459	$ (17,662)	$ 64,12
Net (loss) income per common share:							
Basic	$ 0.25	$ 0.56	$ 2.27	$ (0.37)	$ 0.47	$ (0.15)	$ 0.51
Diluted	$ 0.24	$ 0.54	$ 2.21	$ (0.37)	$ 0.46	$ (0.15)	$ 0.50
Selected Balance Sheet Data:							
Total assets	$ 4,558,675	$ 4,330,820	$ 4,365,645	$ 4,322,007	$ 1,405,894	$ 1,360,810	$ 1,424
Long-term obligations	$ 1,537,641	$ 1,507,796	$ 1,665,014	$ 1,907,992	$ 74,785	$ 286,749	$ 282,0

TABLE OF CONTENTS

SELECTED HISTORICAL FINANCIAL DATA OF PACE

The following historical consolidated financial information is provided to assist you in your analysis of the financial aspects of the Pace Acquisition and the Merger. Pace derived the financial information as of and for the fiscal years ended December 31, 2010 through December 31, 2014 from its historical audited consolidated financial statements and related notes for the fiscal years then ended. The financial information for the years ended December 31, 2010 through December 31, 2014 has been prepared on the basis of accounting policies drawn up in accordance with the recognition and measurement requirements of International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The information set forth below is only a summary that you should read together with the historical audited consolidated financial statements of Pace and the related notes, as well as the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Pace" beginning on page 173. Historical results are not necessarily indicative of any results to be expected in the future.

	Years Ended December 31				
	2014	2013	2012	2011	2010
	(in millions, except per share data)				
Consolidated Operating Data:					
Revenue	$ 2,620.0	$ 2,469.2	$ 2,403.4	$ 2,309.3	$ 2,062.9
Cost of sales	(2,087.5)	(2,021.0)	(1,970.4)	(1,866.0)	(1,667.8)
Gross profit	532.5	448.2	433.0	443.3	395.1
Administrative expenses:					
Research and development expenditure	(83.7)	(87.0)	(101.1)	(112.7)	(68.0)
Amortisation of development expenditure	(45.4)	(45.6)	(54.3)	(47.9)	(52.0)
Other administrative expenses:					
Before exceptional costs	(162.3)	(122.0)	(119.5)	(141.3)	(114.5)
Exceptional costs	(7.3)	(12.2)	(12.5)	(12.7)	(29.5)
Amortisation of other intangibles	(52.9)	(42.6)	(51.8)	(55.7)	(18.1)
Total administrative expenses	(351.6)	(309.4)	(339.2)	(370.3)	(282.1)
Operating profit	180.9	138.8	93.8	73.0	113.0
Finance income – interest receivable	2.5	1.8	0.5	0.2	1.2
Finance expenses – interest payable	(7.7)	(9.8)	(14.2)	(18.5)	(4.0)
Profit before tax	175.7	130.8	80.1	54.7	110.2
Tax charge	(27.7)	(34.1)	(21.7)	(15.9)	(32.9)
Profit for the year	$ 148.0	$ 96.7	$ 58.4	$ 38.8	$ 77.3
Profit attributable to:					
Equity holders of Pace	$ 148.0	$ 96.7	$ 58.4	$ 38.8	$ 77.3
Earnings per ordinary share:					
Basic earnings per ordinary share (cents)	47.4	31.2	19.4	13.2	26.4
Diluted earnings per ordinary share (cents)	45.6	29.8	18.5	12.5	25.0
Selected Balance Sheet Data:					
Total assets	$ 2,122.2	$ 1,271.1	$ 1,488.1	$ 1,208.6	$ 1,112.6

Long-term obligations	$ 428.1	$ 116.6	$ 196.5	$ 284.6	$ 378.4

On July 28, 2015, Pace announced its interim results for the six months ended June 30, 2015. As required by Item 8(A)(5) of Form 20-F, Annex G contains certain information included in that announcement and unaudited condensed consolidated interim financial statements that have been prepared on the basis of accounting policies drawn up in accordance with the recognition and measurement requirements of IFRS issued by the IASB.

TABLE OF CONTENTS

SELECTED UNAUDITED PRO FORMA FINANCIAL DATA

The following selected unaudited pro forma financial data ("Selected Pro Forma Data") give effect to the Combination and the financing transactions described in "Financing" beginning on page 76. The Combination will be accounted for as a business combination using the acquisition method of accounting under the provisions of Accounting Standards Codification 805, "Business Combinations." The selected unaudited pro forma condensed combined balance sheet data are based on the historical consolidated balance sheets of ARRIS and Pace as of June 30, 2015, and give effect to the Combination and the incurrence of $800 million of indebtedness under the Term A-1 Loan Facility as if they had occurred on June 30, 2015. The selected unaudited pro forma condensed combined statements of operations data for the fiscal year ended December 31, 2014 and for the six months ended June 30, 2015 are based on the historical condensed combined statements of operations of ARRIS and Pace for the fiscal year ended December 31, 2014 and the six months ended June 30, 2015, respectively, and give effect to the Combination and the financing transactions as if they had occurred on January 1, 2014.

The Selected Pro Forma Data have been derived from, and should be read in conjunction with, the more detailed unaudited pro forma condensed combined financial information of New ARRIS appearing elsewhere in this proxy statement/prospectus and the accompanying notes to the pro forma information. In addition, the pro forma information was based on, and should be read in conjunction with, the historical consolidated financial statements and related notes of both ARRIS, which have been incorporated in this proxy statement/prospectus by reference, and Pace, which have been provided herein. See the sections captioned "Where You Can Find More Information" beginning on page 170 and "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 106 in this proxy statement/prospectus for additional information. The Selected Pro Forma Data have been presented for informational purposes only and are not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the acquisition been completed as of the dates indicated. In addition, the Selected Pro Forma Data does not purport to project the future financial position or operating results of the combined company. Also, as explained in more detail in the accompanying notes to the pro forma information, the preliminary fair values of assets acquired and liabilities assumed reflected in the Selected Pro Forma Data are subject to adjustment and may vary significantly from the fair values that will be recorded upon completion of the Combination. The Selected Pro Forma Data have not been approved by Pace.

Selected Unaudited Pro Forma Condensed Combined Balance Sheet Data

	As of June 30, 2015
	(In thousands)
Total assets	$ 7,916,277
Long-term debt and financing lease obligations	$ 2,314,650
Total debt, financing lease obligations, and short-term borrowings	$ 2,404,951
Total stockholders' equity	$ 3,131,814

Selected Unaudited Pro Forma Condensed Combined Statements of Income Data

	Six months ended June 30, 2015	Year Ended December 31, 2014
	(In thousands, except per share data)	
Net sales	$ 3,553,719	$ 7,944,032
Net income	$ 48,241	$ 260,930
Net income per common share – Basic	$ 0.25	$ 1.35
Net income per common share – Diluted	$ 0.24	$ 1.32
Weighted average common shares – Basic	195,068	193,631

Weighted average common shares – Diluted	197,695	196,935

41

TABLE OF CONTENTS

THE SPECIAL MEETING

Overview

This proxy statement/prospectus is being provided to ARRIS stockholders as part of a solicitation of proxies by the ARRIS Board for use at the Special Meeting of ARRIS stockholders and at any adjournments or postponements of such meeting. This proxy statement/prospectus is being furnished to ARRIS stockholders on or about September 17, 2015. In addition, this proxy statement/prospectus constitutes a prospectus for New ARRIS in connection with the issuance by New ARRIS of ordinary shares to be delivered to ARRIS stockholders in connection with the Merger.

Date, Time and Place of the Special Meeting

ARRIS will hold the Special Meeting on October 21, 2015, at 10:00 a.m. local time, at ARRIS Corporate Headquarters, 3871 Lakefield Drive, Suwanee, Georgia, USA (unless the meeting is adjourned or postponed).

Proposals

At the Special Meeting, ARRIS stockholders will vote upon:

- the Merger Agreement Proposal;
- the Non-Binding Compensation Proposal; and
- the Adjournment Proposal.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE PROPOSALS LISTED ABOVE.

Record Date; Outstanding Shares; Shares Entitled to Vote

Only holders of ARRIS shares as of the close of business on the Record Date of September 10, 2015 will be entitled to notice of, and to vote at, the Special Meeting or any adjournments thereof. On the Record Date, there were 146,592,391 ARRIS shares outstanding, held by 433 holders of record. Each outstanding ARRIS share is entitled to one vote on each proposal and any other matter properly coming before the Special Meeting.

Attendance

Only ARRIS stockholders on the Record Date or persons holding a written proxy for any stockholder or account of ARRIS as of the Record Date may attend the Special Meeting. Proof of stock ownership is necessary to attend.

Quorum

The ARRIS stockholders present in person or by proxy holding a majority of the outstanding ARRIS shares entitled to vote will constitute a quorum for the transaction of business at the Special Meeting. ARRIS' inspector of election intends to treat as "present" for these purposes stockholders who have submitted properly executed or transmitted proxies that are marked "abstain" and broker non-votes.

Vote Required and ARRIS Board Recommendation

Merger Agreement Proposal

ARRIS stockholders are considering and voting on a proposal to adopt the Merger Agreement. You should carefully read this proxy statement/prospectus in its entirety for more detailed information concerning the Combination and Merger. In particular, your attention is directed to the full text of the Merger Agreement, which is attached as Annex A to this proxy statement/prospectus.

TABLE OF CONTENTS

The approval of the Merger Agreement Proposal requires the affirmative vote of the holders of a majority of the ARRIS shares outstanding and entitled to vote on this proposal. Because the vote required to approve this proposal is based upon the total number of outstanding ARRIS shares entitled to vote, if you abstain, or if you are a stockholder of record and you fail to submit a proxy or vote in person at the Special Meeting, or if your ARRIS shares are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your ARRIS shares, this will have the same effect as a vote "against" the adoption of the Merger Agreement.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE MERGER AGREEMENT PROPOSAL.

Non-Binding Compensation Proposal

ARRIS stockholders are considering and voting on a proposal to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to the ARRIS Named Executive Officers in connection with the Merger.

Approval of the Non-Binding Compensation Proposal requires the affirmative vote of a majority of the votes cast by holders of ARRIS shares entitled to vote on this proposal, although such vote will not be binding on ARRIS. Because the vote required to approve this proposal is based upon the total number of ARRIS shares represented in person or by proxy, abstentions will have the same effect as a vote "against" this proposal. If you fail to submit a proxy and do not attend the Special Meeting, or if your ARRIS shares are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your ARRIS shares, your ARRIS shares will not be voted, but this will not have an effect on the advisory vote to approve the compensation that may be paid or become payable to ARRIS' Named Executive Officers in connection with the completion of the Merger. Approval of this proposal is not a condition to the completion of the Combination and the Combination may be completed whether or not this proposal is approved.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE NON-BINDING COMPENSATION PROPOSAL.

Adjournment Proposal

ARRIS stockholders may be asked to vote on a proposal to adjourn the Special Meeting, or any postponement thereof, if necessary or appropriate (i) to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to adopt the Merger Agreement, (ii) to provide to ARRIS stockholders any supplement or amendment to the proxy statement/prospectus or (iii) to disseminate any other information which is material to ARRIS stockholders voting at the Special Meeting.

Approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes cast by the holders of ARRIS shares entitled to vote on this proposal. Because the vote required to approve this proposal is based upon the total number of ARRIS shares represented in person or by proxy, abstentions will have the same effect as a vote "against" this proposal. If you fail to submit a proxy and do not attend the Special Meeting, or if your ARRIS shares are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your ARRIS shares, your ARRIS shares will not be voted, but this will not have an effect on the vote to adjourn the Special Meeting. Approval of this proposal is not a condition to the completion of the Combination and the Combination may be completed whether or not this proposal is approved.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ADJOURNMENT PROPOSAL.

Voting Your Shares

ARRIS stockholders may vote in person at the Special Meeting or by proxy. If you sign the proxy card without naming your own proxyholder, you appoint Patrick W. Macken and David B. Potts as your proxyholders, any of whom will be authorized to vote and otherwise act for you at the Special Meeting

TABLE OF CONTENTS

(including any postponements or adjournments of the Special Meeting). ARRIS recommends that you submit your proxy even if you plan to attend the Special Meeting. If you vote by proxy, you may change your vote by submitting a later dated proxy before the deadline or by casting a ballot in person at the Special Meeting.

Your shares will be counted for purposes of determining a quorum if you vote:

- via the Internet;
- by telephone;
- by submitting a properly executed proxy card or voting instruction form by mail; or
- in person at the Special Meeting.

Abstentions and broker non-votes will be counted for determining whether a quorum is present for the Special Meeting.

Voting instructions are printed on the proxy card or voting information form you received. Either method of submitting a proxy will enable your shares to be represented and voted at the Special Meeting

If your shares are owned directly in your name with our transfer agent, American Stock Transfer & Trust Company LLC, you are considered, with respect to those shares, the "stockholder of record." If your shares are held in a stock brokerage account or by a bank or other nominee or intermediary, you are considered the beneficial owner of shares held in "street name" and are considered a "non-record (beneficial) stockholder." The voting process differs depending on whether you are a stockholder of record or a non-record (beneficial) stockholder:

Stockholder of record

If you are a stockholder of record, a proxy card is enclosed with this proxy statement/prospectus to enable you to vote, or, more technically, to appoint a proxyholder to vote on your behalf, at the Special Meeting. Whether or not you plan to attend the Special Meeting, you may vote your ARRIS shares by proxy by any one of the following methods:

- by mail: Mark, sign and date your proxy card and return it in the postage paid envelope. Your proxy card must be received no later than 11:59 p.m. (Eastern Time) on October 20, 2015 in order for your vote to be counted;
- by telephone: Call 1-800-PROXIES (1-800-776-9437) in the U.S. or 1-718-921-8500 from foreign countries. Have your proxy card available when you call. The telephone voting service is available until 11:59 p.m. (Eastern Time) on October 20, 2015; and
- via the Internet: Go to www.voteproxy.com and follow the instructions on the website and complete your proxy voting prior to 11:59 p.m. (Eastern Time) on October 20, 2015. We provide Internet proxy voting to allow you to vote your ARRIS shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions.

If the Special Meeting is adjourned or postponed, our transfer agent must receive your proxy card or your vote via telephone or Internet not later than 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting.

Voting your ARRIS shares by proxy does not prevent you from attending the Special Meeting in person and voting in person.

Non-record (beneficial) stockholders

If you are a non-record (beneficial) stockholder, your intermediary (or its agent) will send you a voting instruction form or proxy form with this proxy statement/prospectus. Properly completing such form and returning it to your intermediary (or its agent) will instruct your intermediary how to vote your ARRIS shares at the Special Meeting on your behalf. You should carefully follow the instructions provided by your intermediary (or its agent) and contact your intermediary (or its agent) promptly if you need help.

TABLE OF CONTENTS

If you do not intend to attend the Special Meeting and vote in person, mark your voting instructions on the voting instruction form or proxy form, sign it, and return it as instructed by your intermediary (or its agent). Your intermediary (or its agent) also may have provided you with the options of voting by telephone or Internet, similar to those applicable to stockholders of record set forth above.

If you wish to vote in person at the Special Meeting, follow the instructions provided by your intermediary (or its agent).

In addition, your intermediary (or its agent) will need to receive your voting instructions in sufficient time in advance for your intermediary to act on them prior to the deadline for the deposit of proxies of 11:59 p.m. (Eastern Time) on October 20, 2015, or, in the case of any adjournment or postponement of the Special Meeting, 11:59 p.m. (Eastern Time) on the business day immediately preceding the date of any rescheduled meeting.

On the proxy card, you can indicate how you want your proxyholder to vote your ARRIS shares, or you can let your proxyholder decide for you by signing and returning the proxy card without indicating a voting preference for one or more of the proposals. If you have specified on the proxy card how you want to vote on a particular proposal (by marking, as applicable, “for” or “against”), then your proxyholder must vote your ARRIS shares accordingly.

If you are a stockholder of record and you submit your proxy through the Internet or by telephone without indicating your vote, or if you sign and return an ARRIS proxy card without giving specific voting instructions, then the proxyholders will vote your shares in the manner recommended by the ARRIS Board on all matters presented in this proxy statement/prospectus and as the proxyholders may determine in their discretion with respect to any other matters properly presented for a vote at the Special Meeting.

If you are a non-record (beneficial) stockholder and you do not provide the organization that holds your ARRIS shares with specific instructions, generally the organization that holds your ARRIS shares may vote on routine matters but cannot vote on non-routine matters. We expect the Merger Agreement Proposal and the Non-Binding Compensation Proposal to be non-routine matters for this purpose. If the organization that holds your ARRIS shares does not receive instructions from you on how to vote your ARRIS shares on these proposals, it is likely that it will inform the inspector for the Special Meeting that it does not have the authority to vote on these matters with respect to your ARRIS shares. This generally is referred to as a “broker non-vote.” When ARRIS’ inspector of elections tabulates the votes for any particular matter, broker non-votes will be counted for purposes of determining whether a quorum is present, will have the same effect as a vote “against” the Merger Agreement Proposal and will not have any effect with regard to the vote on the Non-Binding Compensation Proposal and the Adjournment Proposal. ARRIS encourages you to provide voting instructions to the organization that holds your ARRIS shares to ensure that your vote is counted on all three proposals.

Revoking Your Proxy

If you are an ARRIS stockholder of record, you may revoke your proxy at any time before it is voted at the Special Meeting by:

- timely delivering a written revocation letter to the Corporate Secretary of ARRIS;
- timely submitting your voting instructions again by telephone or through the Internet;
- signing and returning by mail a proxy card with a later date so that it is received prior to the Special Meeting; or
- attending the Special Meeting and voting by ballot in person.

Attendance at the Special Meeting will not, in and of itself, revoke a proxy.

If you are a non-record (beneficial) stockholder, you should follow the instructions of your bank, broker or other nominee regarding the revocation of proxies.

TABLE OF CONTENTS

Share Ownership and Voting by ARRIS' Officers and Directors

As of the Record Date, the ARRIS directors and executive officers and their affiliates had the right to vote 1,768,883 ARRIS shares, representing approximately 1.2% of the ARRIS shares then outstanding and entitled to vote at the meeting. ARRIS expects that the ARRIS directors and executive officers who are ARRIS stockholders will vote "for" the Merger Agreement Proposal, "for" the Non-Binding Compensation Proposal, and "for" the Adjournment Proposal, although none of them has entered into any agreement requiring them to do so.

Costs of Solicitation

ARRIS will bear the cost of soliciting proxies from ARRIS stockholders. ARRIS will solicit proxies by mail. In addition, the directors, officers and employees of ARRIS may solicit proxies from ARRIS stockholders by telephone, electronic communication, or in person, but will not receive any additional compensation for their services. ARRIS will make arrangements with brokerage houses and other custodians, nominees, and fiduciaries for forwarding proxy solicitation material to the beneficial owners of ARRIS shares held of record by those persons and will reimburse them for their reasonable out-of-pocket expenses incurred in forwarding such proxy solicitation materials.

ARRIS has engaged a professional proxy solicitation firm, Morrow & Co., to assist in soliciting proxies. Morrow & Co. will receive customary compensation for its services, including a base fee of $12,500 and additional fees based on the number of telephone solicitations made and other additional stockholder services provided. In addition, ARRIS will reimburse Morrow & Co. for its reasonable disbursements.

ARRIS stockholders should not send in their stock certificates with their proxy cards.

As described in the section captioned "The Merger and the Merger Agreement" beginning on page 70 ARRIS stockholders of record will be sent materials for exchanging ARRIS shares shortly after the completion of the Merger.

Other Business

ARRIS is not aware of any other business to be acted upon at the Special Meeting. If, however, other matters are properly brought before the Special Meeting, the proxies will have discretion to vote or act on those matters according to their best judgment and they intend to vote the shares as the ARRIS board may recommend.

Assistance

If you need assistance in completing your proxy card or have questions regarding ARRIS' Special Meeting, please contact Morrow & Co., the proxy solicitation agent for ARRIS, by mail at 470 West Avenue, Stamford, Connecticut 06902. Morrow & Co. may be contacted by phone at (203) 658-9400.

TABLE OF CONTENTS

PROPOSAL 1 — ADOPTION OF THE MERGER AGREEMENT

ARRIS is requesting that ARRIS stockholders approve a proposal to adopt the Merger Agreement in furtherance of the Combination as described below.

ARRIS' BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE MERGER AGREEMENT PROPOSAL.

Required Vote

The approval of the Merger Agreement Proposal requires the affirmative vote of the holders of a majority of the ARRIS shares outstanding and entitled to vote on the proposal. Because the vote required to approve this proposal is based upon the total number of outstanding ARRIS shares entitled to vote, if you vote to abstain, or if you are a stockholder of record and you fail to submit a proxy or vote in person at the Special Meeting, or if your ARRIS shares are held through a bank, brokerage firm or other nominee and you do not instruct your bank, brokerage firm or other nominee to vote your ARRIS shares, this will have the same effect as a vote "against" the adoption of the Merger Agreement.

OVERVIEW OF THE COMBINATION

The Combination will be implemented in two main steps, which are the Pace Acquisition and the Merger:

In the Pace Acquisition (which will be implemented by means of the Scheme or, if ARRIS so elects, subject to the consent of the Takeover Panel (where necessary) and subject to the provisions of the Co-Operation Agreement, by way of the Contractual Offer):

- all Pace ordinary shares, other than Pace ordinary shares held by or on behalf of New ARRIS or the New ARRIS group or by Pace in treasury, will be transferred to New ARRIS; and

- holders of such Pace ordinary shares will receive 132.5 pence in cash and will be issued 0.1455 New ARRIS ordinary shares in consideration for each Pace ordinary share so transferred.

In the Merger:

- Merger Sub will be merged with and into ARRIS with ARRIS continuing as the surviving corporation; and

- each ARRIS share, other than ARRIS shares held by ARRIS as treasury stock or any shares owned of record by ARRIS Holdings or Merger Sub, will be converted into the right to receive one New ARRIS ordinary share.

As a result of the Combination, ARRIS and Pace will each become wholly-owned subsidiaries of New ARRIS, and ARRIS stockholders and Pace Scheme shareholders will become New ARRIS shareholders. We estimate that, upon the completion of the Combination, ARRIS stockholders will own approximately 76% of the New ARRIS ordinary shares, and Pace shareholders will receive approximately £438.4 million (or approximately $672.8 million based on the exchange rate as of August 31, 2015) in cash in the aggregate and will own approximately 24% of the New ARRIS ordinary shares.

This transaction structure brings ARRIS and Pace together under common ownership while allowing both entities' legal corporate status to survive. New ARRIS was incorporated in the United Kingdom because a UK incorporation was deemed to be the most efficient and beneficial for the combined company with respect to regulatory and governmental relations, financial and global cash management flexibility and a lower tax rate. See "Background and Reasons for the Combination — Reasons for the Combination" beginning on page 54.

Based on the number of Pace ordinary shares and the number of ARRIS shares outstanding as of August 31, 2015, New ARRIS is expected to issue approximately 48.1 million New ARRIS ordinary shares to the Pace Scheme shareholders upon the Scheme becoming effective and approximately 147.6 million New ARRIS ordinary shares to the ARRIS stockholders upon completion of the Merger.

TABLE OF CONTENTS

The Scheme is conditioned on, among other things, the approval of the Scheme by the Pace Scheme shareholders, the sanction of the Scheme by the Court, the adoption of the Merger Agreement by the ARRIS stockholders and the receipt of certain regulatory approvals. The consummation of the Merger is conditioned, among other things, on the adoption of the Merger Agreement Proposal by the affirmative vote of holders of a majority of the ARRIS shares outstanding and entitled to vote, the completion of the Pace Acquisition and the completion of certain internal steps that New ARRIS and ARRIS Holdings have committed to take relating to the issuance of the New ARRIS ordinary shares as Merger Consideration.

The diagrams below illustrate in a simplified manner ARRIS', Pace's and New ARRIS' corporate structure before and after the completion of the Combination.

Pre-Combination Structure

TABLE OF CONTENTS
Post-Combination Structure

TABLE OF CONTENTS

COMPANIES INVOLVED IN THE COMBINATION

In the Combination, ARRIS and Pace will each become wholly-owned subsidiaries of New ARRIS, and ARRIS stockholders and Pace shareholders will become New ARRIS shareholders.

ARRIS

ARRIS is a global provider of entertainment and communications solutions. It operates in two business segments: Customer Premises Equipment and Network & Cloud. It enables service providers, including cable, telephone, and digital broadcast satellite operators, and media programmers to deliver media, voice, and IP data services to their subscribers.

ARRIS is a leader in set tops, digital video and Internet Protocol Television distribution systems, broadband access infrastructure platforms, and associated data and voice CPE, which it also sells directly to consumers through retail channels. ARRIS' solutions are complemented by a broad array of services including technical support, repair and refurbishment, and system design and integration.

ARRIS was organized as a corporation under the laws of the State of Delaware. ARRIS' principal executive offices are located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000. ARRIS employs approximately 6,660 people globally in manufacturing and warehouse facilities, research and development, administrative and sales offices in various locations. ARRIS' common stock is listed on NASDAQ and trades under the symbol "ARRS."

Pace

Pace is a leading technology developer for the global Pay TV industry, working across satellite, cable, IPTV and terrestrial platforms. Pace has highly experienced specialist engineering teams, developing intelligent and innovative products and services for both Pay TV operators and Telcos across the world.

Pace has built up its experience and expertise over 30 years and enjoys a customer base of over 200 operators around the globe (including eight of the world's largest Pay TV operators).

Pace's principal activities are the development, design and distribution of technologies, products and services for managed subscription television, telephony and broadband services and the provision of engineering design and software applications to its customers. It also provides related support services including consulting, systems integration and customer care centers.

Pace was founded in 1982 and is registered in England and Wales. Pace's principal executive offices are located at Victoria Road, Saltaire, West Yorkshire, BD18 3LF, England and its telephone number at that address is +44 (0)1274 532000. It employs over 2,000 people in locations around the world, including France, the USA, Brazil, India and China. Pace is a member of the FTSE 250 and listed on the Official List of the LSE and trades under the symbol "PIC."

New ARRIS

New ARRIS is a private limited company incorporated under the laws of England and Wales. New ARRIS was incorporated on April 20, 2015, under the name "Archie ACQ Limited," for the purpose of effecting the Combination. On June 15, 2015, Archie ACQ Limited changed its name to "ARRIS International Limited." New ARRIS has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement and the Pace Acquisition (including the financing arrangements entered into in connection with the Combination). As of the date of this proxy statement/prospectus, New ARRIS does not beneficially own any Pace ordinary shares. Prior to completion of the Combination, New ARRIS will be converted into a public limited company named ARRIS International plc and following the Combination, it is expected that New ARRIS ordinary shares will be listed on NASDAQ under the symbol "ARRS."

The principal executive offices of New ARRIS are located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000.

New ARRIS' registered office address is 20-22 Bedford Row, London, WC1R4JS.

TABLE OF CONTENTS

ARRIS Holdings

ARRIS Holdings is a Delaware limited liability company formed in Delaware on April 21, 2015 and a direct wholly-owned subsidiary of New ARRIS. ARRIS Holdings has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement. Prior to the completion of the Merger, ARRIS Holdings will be converted into a Delaware corporation. ARRIS Holdings' principal executive office is located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000. ARRIS Holdings was formed in order to serve as a holding company for ARRIS' U.S. operations following completion of the Combination.

Merger Sub

Merger Sub is a Delaware limited liability company formed on April 21, 2015, and a direct wholly-owned subsidiary of ARRIS Holdings. Merger Sub has not conducted any business operations other than those incidental to its formation and in connection with the transactions contemplated by the Merger Agreement. Merger Sub's principal executive office is located at 3871 Lakefield Drive, Suwanee, Georgia 30024 and its telephone number at that address is +1 (678) 473-2000. Merger Sub was formed in order to facilitate the Merger under the DGCL, whereby ARRIS would ultimately be a subsidiary of New ARRIS.

TABLE OF CONTENTS

BACKGROUND AND REASONS FOR THE COMBINATION

Background of the Combination

The ARRIS Board and management team regularly review ARRIS' growth strategy and related strategic alternatives in light of the company's performance and the current business environment. ARRIS' growth historically has come through a combination of both organic product growth as well as acquisitions, such as its acquisition of the Motorola Home business from Google in 2013. As part of its growth strategy, ARRIS continually evaluates other businesses that it believes could further improve ARRIS' performance through enhanced or accelerated product development, geographic diversification and/or enhanced scale. As part of this process, ARRIS often will engage with management of various companies to discuss, on an informal basis, whether or not the company has any interest in combining with ARRIS.

In furtherance of this process, from time to time Mike Pulli, the CEO of Pace, and Robert Stanzione, Chairman and CEO of ARRIS, have had informal conversations regarding the state of the industry and have mentioned a potential transaction involving the two companies. These high-level discussions were never focused on a combination of the two companies and never previously reached the point of any specific transaction or financial terms being proposed by either company.

In late February 2015, a meeting was scheduled for Messrs. Pulli and Stanzione. In preparation for the meeting, Mr. Stanzione discussed the proposed meeting with Evercore, and Evercore provided Mr. Stanzione with certain publicly available information regarding Pace and preliminary analyses regarding the two companies and a possible combination. Messrs. Pulli and Stanzione subsequently met at the Atlanta airport on March 9, 2015. At that meeting Mr. Pulli indicated that Pace was considering strategic alternatives, including potential acquisitions, but that he thought it would be in his shareholders' interests to also consider a possible combination of Pace with ARRIS. The preliminary discussions at the March 9th meeting focused on whether a combination of the two companies made strategic sense at that point in time and was capable of being implemented.

Following the meeting, ARRIS requested that Evercore reach out to Pace's financial advisor, J.P. Morgan, to discuss potential next steps if ARRIS decided to move forward. ARRIS management, advised by Evercore and ARRIS' legal advisors, continued to evaluate the possible transaction following the March 9th meeting. In connection with this preliminary evaluation, ARRIS management discussed with Evercore initial indicative ranges of valuation for Pace based on publicly available information, and the potential form of consideration for any transaction (cash, stock or a combination of the two). ARRIS management also discussed with Evercore and ARRIS' legal advisors possible structures for completing an acquisition, and the UK takeover process and differences compared to acquisitions under the U.S. process. As part of these preliminary analyses, ARRIS management and its advisors discussed the potential movement of ARRIS' country of organization and primary tax jurisdiction as part of the transaction.

The ARRIS Board met on March 18, 2015. As part of that meeting, Mr. Stanzione discussed with the ARRIS Board his March 9th meeting with Mr. Pulli and ARRIS' preliminary evaluation regarding Pace. Mr. Stanzione reminded the ARRIS Board that Pace was one of the companies that ARRIS had considered as a potential acquisition target from time to time. The ARRIS Board discussed, among other things, strategic benefits, financing alternatives, accretion and growth aspects of a transaction with Pace, together with other strategic alternatives. As part of the discussion, it was noted that Pace's financial position had improved dramatically over the prior three years and that it appeared poised for additional growth. Given that growth potential and Mr. Stanzione's discussions with Mr. Pulli, the ARRIS Board agreed with management's recommendation to continue its due diligence review and discussions with Pace.

Following the March 18th ARRIS board meeting, Mr. Stanzione advised Mr. Pulli that ARRIS was interested in continuing discussions with Pace regarding a potential transaction and conducting a preliminary diligence review. Mr. Stanzione indicated that ARRIS intended to send to Pace (and did following the conversation) a non-disclosure agreement (the "NDA"), and logistics for due diligence meetings were discussed. Subsequent to that conversation, Pace, through J.P. Morgan, requested a written indication of interest with a specific non-binding proposal from ARRIS in order to proceed. Also during this time, ARRIS and Pace negotiated the terms of the NDA. ARRIS, with the assistance of its advisors, continued to evaluate Pace using publicly-available information, as well as to review the benefits and risks

TABLE OF CONTENTS

associated with the acquisition, including the prospects of the combined company, regulatory approvals needed (including antitrust approvals), the transaction structure and the consideration to be offered. ARRIS and Pace executed the NDA as of March 31, 2015 (which was later amended and restated on April 20, 2015).

At a March 24, 2015 meeting, the ARRIS Board reviewed the analysis prepared by management with respect to strategy, valuation, structuring options (including tax structuring), and financing opportunities relating to a transaction with Pace and authorized management to deliver a non-binding indication of interest to Pace. On March 26, 2015, ARRIS delivered a non-binding indication of interest to purchase Pace in a price range of 415 to 435 pence per share ($6.16 to $6.46 per share at the then exchange rate), with approximately 70% of the consideration in ARRIS shares and 30% in cash, which would provide the Pace shareholders ownership of 25% of the combined company's equity and a 25% to 31% premium over the latest closing price. The Pace Board met to consider the proposal and authorized Pace management to continue to work with ARRIS towards a combination and to allow further due diligence by ARRIS. A due diligence session was scheduled for April 1, 2015, in Boca Raton, Florida.

On March 30, 2015, ARRIS contacted the Bank of America to lead the company's effort to obtain commitments for the desired financing for the cash portion of the purchase price and otherwise to amend and extend the ARRIS existing credit facility.

Due diligence meetings were conducted in Boca Raton, Florida on April 1 and 2, 2015, which included management presentations and the exchange of certain documents and financial information, and Pace subsequently provided limited follow-up information. Pace personnel also conducted due diligence with respect to ARRIS during this period. ARRIS management, together with the assistance of its advisors, analyzed the due diligence findings and further revised the analysis and valuation of the transaction.

On April 8, 2015, a meeting of the ARRIS Board was held to review the possible transaction. Due diligence findings were reviewed, along with revisions and refinements to the analysis and valuation of the transaction. In addition, the advantages and risks of an inversion transaction, whereby New ARRIS would become a UK company, were discussed. The implications of becoming a UK company and the fiduciary duties of the directors in connection with the consideration and approval of a transaction were reviewed in detail. Following these discussions, the ARRIS Board approved a revised non-binding offer. The revised offer was presented to Pace on April 9, 2015, providing for total per share compensation of 420 pence ($6.19 at the then exchange rate) consisting of 125 pence ($1.85 at the then exchange rate) in cash and 295 pence ($4.35 at the then exchange rate) of New ARRIS shares (based on a fixed exchange ratio using the closing price of ARRIS shares just prior to the announcement of the transaction). This revised offer represented a premium of 20% to the Pace share price immediately preceding the date of the offer and approximately 21% to the 90 day weighted average Pace share price as of such date and provided that Pace shareholders would own approximately 25% of New ARRIS. The revised offer also contemplated that New ARRIS would be tax domiciled in either the UK or Ireland.

On April 9, 2015, ARRIS entered into an engagement letter with Evercore confirming Evercore's engagement to serve as ARRIS' financial advisor with respect to the Combination.

The Pace Board met to consider the ARRIS revised proposal on April 10, 2015. After further negotiations, by letter dated April 11, 2015, and delivered on April 12, 2015, the merger consideration per share was increased to 427.5 pence ($6.26 at the then exchange rate), consisting of 132.5 pence ($1.94 at the then exchange rate) in cash and 295 pence ($4.32 at the then exchange rate) in shares of New ARRIS (based on a fixed exchange ratio using the closing price of ARRIS shares just prior to the announcement of the transaction). The latest proposal also included the payment to Pace of a $12 million fee if the transaction failed to close for certain reasons, including failure to obtain necessary antitrust clearances. The proposal was subject to further due diligence, and the parties scheduled an additional session for due diligence at the Pace headquarters in Saltaire, England.

The scheduled additional due diligence meetings were conducted on April 14 and 15, 2015, with follow up conferences on April 16, 2015. In addition, the parties continued to exchange additional documents as part of the due diligence process. The diligence findings were reviewed by ARRIS with the assistance of its advisors and additional refinements to the analysis and valuation of the transaction were made. ARRIS and

TABLE OF CONTENTS

Pace, with assistance of their legal counsel, also began negotiation of the Co-operation Agreement and the Rule 2.7 Announcement and began discussions regarding the irrevocable undertakings. The ARRIS Board held two additional meetings on April 20 and 22, 2015, to consider the current information about the transaction.

At the April 20, 2015, meeting, the ARRIS Board was provided with an update of the results of the due diligence efforts, the anticipated antitrust filings, as well as updates on the proposed financing and expected transaction costs. The ARRIS Board again reviewed the benefits and risks associated with the transaction, including the differences between UK and Delaware corporate law, the advantages and risks of the contemplated tax inversion, and the financial model and risks and opportunities associated with the model. In addition, the ARRIS Board was presented information regarding, and discussed, cash flow and likely debt pay down, accretion from the transaction, and synergy opportunities and risks. Representatives of Evercore reviewed their fairness opinion process and the preliminary conclusions of Evercore's financial analysis.

The parties continued to negotiate the definitive terms of the Co-operation Agreement, the Rule 2.7 Announcement and the Merger Agreement. As part of these negotiations, the parties agreed to a one pence reduction in the per share purchase price and an increase in the termination fee to $20 million if the failure to consummate the transaction related to certain regulatory conditions or a change in recommendation to approve the transaction by the ARRIS Board. The final offer represented an approximately 28% premium to the Pace share price immediately preceding the date of the offer and approximately 23% to the 90 day weighted average Pace share price as of such date and would result in Pace shareholders owning approximately 24% of New ARRIS.

On April 22, 2015, the transaction was reviewed again at an ARRIS Board meeting. The materials previously distributed to and reviewed by the ARRIS Board and tentative conclusions of the ARRIS Board were discussed. A representative from Evercore reviewed the various analyses performed by Evercore in connection with its fairness opinion and rendered an oral fairness opinion (subsequently confirmed in writing) as more fully described below. The near-final Co-operation Agreement, Rule 2.7 Announcement and Merger Agreement and stockholder communication plans were reviewed and discussed. Following a lengthy discussion, the ARRIS Board approved the Combination and related documents. The Pace Board also met and approved the Combination and related documents on April 22, 2015. The Co-operation Agreement and the Merger Agreement were signed, the Rule 2.7 Announcement was issued and the Combination was announced later that day.

Reasons for the Combination

At its meeting on April 22, 2015, the ARRIS Board determined that the Combination is fair to and in the best interests of ARRIS and its stockholders. Accordingly, the ARRIS Board unanimously recommends that ARRIS stockholders vote "FOR" approval of the Merger Agreement Proposal. In arriving at its determination, as described above, the ARRIS Board consulted with ARRIS' management and outside financial, accounting and legal advisors and considered a number of factors that it believed supported its determinations. These positive factors included the ARRIS Board's belief that:

- the Combination will provide ARRIS with a large scale entry into the satellite segment and increase ARRIS' speed of innovation by enhancing the company's scope and scale, giving it the ability to invest in innovative technologies and customer responsiveness, enabling it to maintain pace with recent consolidation among operators and increase volumes across a broad array of product cost tiers and creating manufacturing and procurement efficiencies;

- the Combination will significantly enhance ARRIS' international presence and diversify ARRIS' geographic and customer footprint;

- the Combination will diversify and broaden ARRIS' customer base and increase ARRIS' portfolio across equipment, software and services and add Pace's world-class technology and employees to the ARRIS organization;

- the Combination will build on ARRIS' recent acquisitions and position the company for future growth; and

54

TABLE OF CONTENTS

- the Combination will result in compelling financial benefits, including expected pro forma revenues of approximately $8 billion, an expected increase in non-GAAP earnings per share, a reduction in non-GAAP tax rate, significant synergy opportunities from the optimization of back-office infrastructure, component procurement and go-to-market efficiencies, and the removal of Pace's public company costs while allowing ARRIS to maintain flexibility in its capital structure to support future growth.

In considering the structure of the Combination, the ARRIS Board noted that the Combination has been structured in such a way as to bring ARRIS and Pace together under common ownership while allowing both entities' legal corporate status to survive. New ARRIS was incorporated in the United Kingdom because a UK incorporation was deemed to be the most efficient and beneficial for the combined company with respect to the future growth of the company, financial and global cash management flexibility and a lower tax rate. The United Kingdom enjoys strong relationships as a member of the European Union, and has a long history of international investment and a good network of commercial, tax, and other treaties with the United States, the European Union and many other countries where both ARRIS and Pace operate. Incorporation in the United Kingdom is expected to result in enhanced global cash management flexibility, including access to both ARRIS' and Pace's non-U.S. cash flow without negative tax effects, compared to incorporation in the United States, so long as New ARRIS' status as a non-U.S. corporation is respected for U.S. federal tax purposes. However, future U.S. regulatory or legislative action may adversely impact whether New ARRIS' status as a non-U.S. corporation is respected for U.S. federal tax purposes.

The expected non-GAAP tax rate for New ARRIS for the year ended December 31, 2016, based on the information available to management as of April 22, 2015, is 26% to 28%, which is lower than ARRIS' standalone pre-acquisition projected 2015 full year non-GAAP tax rate of 35%. Based on the information available to management as of April 22, 2015, the expected GAAP effective tax rate for New ARRIS for the year ended December 31, 2016 is approximately 15% to 18%. The non-GAAP tax rate reflects certain adjustments to pre-tax book income and tax expense for certain non-cash and non-recurring charges such as amortization, stock based compensation and integration costs, which adjustments are consistent with the adjustments used by ARRIS in determining non-GAAP measures in other contexts. ARRIS' GAAP effective tax rate for the six-month period ended June 30, 2015 was 34.4%.

In addition, the ARRIS Board noted that following the Combination the board of directors of New ARRIS will consist of the ten current directors of ARRIS, and the CEO and CFO of ARRIS will remain as the CEO and CFO of New ARRIS.

The ARRIS Board also considered ARRIS' strategic alternatives to the Combination for maximizing stockholder value over the long-term, including the alternative of relying primarily on organic growth, and the potential risks, rewards and uncertainties associated with such alternatives, including management's standalone plan. The ARRIS Board concluded that the proposed Combination with Pace is the most attractive option available to ARRIS and its stockholders.

The ARRIS Board also considered (i) the opinion of Evercore rendered to the ARRIS Board that, as of April 22, 2015, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth in Evercore's written opinion, the Merger Consideration to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) is fair, from a financial point of view, to such holders, and (ii) the related presentation and financial analysis of Evercore provided to the ARRIS Board in connection with the rendering of its opinion, as more fully described in the section entitled "Opinion of Evercore — Financial Advisor to ARRIS" beginning on page 56.

The ARRIS Board weighed the above factors and considerations against a number of uncertainties, risks, and potentially negative factors relevant to the Combination, including:

- that the fixed number of New ARRIS shares to be issued per Pace share will not adjust to compensate for changes in the price of ARRIS shares or Pace shares prior to the closing of the Combination;

-

the adverse impact that business uncertainty pending the consummation of the Combination could have on Pace's ability to attract, retain, and motivate key personnel until the consummation of the Combination;

TABLE OF CONTENTS

- the risks related to the fact that the Combination might not be completed in a timely manner or at all, including that failure to complete the Combination could cause ARRIS to incur significant expenses (including any required termination fee or expense reimbursements) and/or lead to negative perceptions among investors;

- that the Takeover Code limits the contractual commitments that could be obtained from Pace to take actions in furtherance of the Combination, and the Pace Board may, if its fiduciary duties so require, withdraw its recommendation in support of the Scheme at any time before the Court hearing to sanction the Scheme. The Takeover Code does not permit Pace to pay any termination fee if it does so, nor can it be subject to any restrictions on soliciting or negotiating other offers or transactions involving Pace other than the restrictions under the Takeover Code against undertaking actions or entering into agreements that are similar to, or have a similar effect to, "poison pills" and that might frustrate ARRIS' offer for Pace;

- that the Takeover Code provides that certain conditions may be invoked only where the circumstances underlying the failure of the condition are of material significance to ARRIS in the context of the Pace Acquisition. Therefore, with the exceptions of certain conditions relating to the approval of the Scheme by Pace shareholders and the Court, ARRIS will be required to obtain agreement of the Takeover Panel in order to exercise its right to invoke the failure of a condition, and that there is no assurance the Takeover Panel would so agree;

- the challenges inherent in the combination of two businesses of the size and scope of ARRIS and Pace, including the possibility that the anticipated cost savings, synergies and other benefits sought to be obtained by the Combination might not be achieved in the time frame contemplated or at all;

- that the IRS may assert that New ARRIS should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes pursuant to the current Section 7874;

- the risk that changes to relevant tax laws, including Section 7874, could cause New ARRIS to be treated as a U.S. domestic corporation for U.S. federal tax purposes following the Combination, or could otherwise have negative effects on New ARRIS or its subsidiaries or affiliates;

- the degree to which New ARRIS will be leveraged following the Combination and the related consequences to shareholders of New ARRIS, including, but not limited to, potentially (i) increasing New ARRIS' vulnerability to, and reducing its flexibility to respond to, general adverse economic and industry conditions and developments; (ii) placing New ARRIS at a competitive disadvantage as compared to its competitors, to the extent that the latter are not as highly leveraged as New ARRIS; or (iii) limiting the ability of New ARRIS to borrow additional funds and increasing the cost of any such borrowing; and

- the risks of the type and nature described in the sections of this proxy statement/prospectus entitled "Risk Factors," beginning on page 20 and "Forward-Looking Statements," beginning on page 38.

The foregoing discussion of the information and factors considered by the ARRIS Board is not exhaustive but is intended to reflect the material factors considered by the ARRIS Board in its consideration of the Combination. In view of the large number of factors considered and their complexity, the ARRIS Board, both individually and

collectively, did not find it practicable to, and did not attempt to, quantify or assign any relative or specific weight to the various factors. Rather, the ARRIS Board based its recommendation on the totality of the information presented to and considered by it. In addition, individual members of the ARRIS Board may have given different weights to different factors.

The foregoing discussion of the information and factors considered by the ARRIS Board is forward-looking in nature. This information should be read in light of the factors described under the section entitled "Forward-Looking Statements" beginning on page 38.

Opinion of Evercore — Financial Advisor to ARRIS

ARRIS retained Evercore to act as its financial advisor. As part of this engagement, ARRIS requested that Evercore evaluate the fairness, from a financial point of view, of the Merger Consideration to be

TABLE OF CONTENTS

received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition). At a meeting of the ARRIS Board held to evaluate the Combination on April 22, 2015, Evercore rendered an oral opinion to the ARRIS Board, subsequently confirmed in writing, to the effect that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth in Evercore's written opinion, the Merger Consideration to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) is fair, from a financial point of view, to such holders.

The full text of Evercore's written opinion, dated April 22, 2015, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Evercore in rendering its opinion, is attached as Annex E to this proxy statement/ prospectus and is incorporated herein by reference. Evercore's opinion does not constitute a recommendation to the ARRIS Board or to any other persons in respect of the Combination, including as to how any holder of ARRIS shares should vote or act in respect of the Combination. We encourage you to read Evercore's opinion carefully and in its entirety.

Evercore's opinion was provided for the benefit of the ARRIS Board and was rendered to the ARRIS Board in connection with its evaluation of whether the Merger Consideration to be received by the holders of ARRIS shares in the Combination (after giving effect to the completion of the Pace Acquisition) is fair, from a financial point of view, to such holders, and did not address any other aspects of the Combination.

Evercore's opinion necessarily was based upon information made available to Evercore as of the date of Evercore's opinion and financial, economic, market and other conditions as they existed and could be evaluated on the date of Evercore's opinion. Evercore has no obligation to update, revise or reaffirm its opinion based on subsequent developments. Evercore's opinion did not express any opinion as to the price at which the shares of ARRIS or Pace will trade at any time.

In connection with its engagement, Evercore was not authorized to, and did not, solicit indications of interest from third parties regarding a potential transaction with ARRIS, and its opinion did not address the relative merits of the Combination as compared to any other transaction or business strategy in which ARRIS might engage or the merits of the underlying decision by ARRIS to engage in the Combination.

The following is a summary of Evercore's opinion. We encourage you to read Evercore's written opinion carefully in its entirety:

In connection with its opinion, Evercore:

- reviewed certain publicly available business and financial information relating to each of ARRIS and Pace that Evercore deemed to be relevant, including publicly available research analysts' estimates;

- reviewed certain non-public projected financial and operating data relating to ARRIS prepared and furnished by management of ARRIS;

- reviewed certain publicly available projected financial and operating data relating to Pace, including publicly available research analysts' estimates;

- reviewed the projected synergies and other benefits, including the amount and timing of realization thereof, anticipated by the management of ARRIS to be realized from the Combination;

- discussed with management of ARRIS the past and current operations, financial projections (including publicly available research analysts' estimates) and current financial condition of each of ARRIS and Pace (including their views on the risks and uncertainties of achieving such projections);

- discussed with management of Pace the past and current operations, publicly available financial projections (including publicly available research analysts' estimates) and current financial condition of Pace (including their views on the risks and uncertainties of achieving such projections);

TABLE OF CONTENTS

- discussed with management of ARRIS the projected operating synergies, other strategic benefits and tax synergies and benefits, including the amounts and timing of realization thereof, anticipated by management of ARRIS to be realized from the Combination (including their views on the risks and uncertainties of realizing such synergies and other benefits);

- reviewed the reported prices and the historical trading activity of the ARRIS shares and the Pace shares;

- compared the financial performance of ARRIS and Pace and their respective stock market trading multiples with those of certain other publicly traded companies that Evercore deemed relevant;

- compared the financial performance of ARRIS and the valuation multiples relating to the Combination with those of certain other transactions that Evercore deemed relevant;

- reviewed the potential pro forma financial impact of the Combination on the future financial performance of New ARRIS, based on the projected financial data relating to each of ARRIS and Pace referred to above, including the projected tax synergies and benefits, operating synergies and other strategic benefits, including the amounts and timing of realization thereof, anticipated by management of ARRIS to be realized from the Combination;

- reviewed the financial terms and conditions of drafts of the Merger Agreement, the Co-operation Agreement and the Rule 2.7 Announcement (collectively, the “Transaction Documents”); and

- performed such other analyses and examinations and considered such other factors that Evercore deemed appropriate.

For purposes of its analysis and opinion, Evercore assumed and relied upon, without undertaking any independent verification of, the accuracy and completeness of all of the information publicly available, and all of the information supplied or otherwise made available to, discussed with, or reviewed by Evercore, and Evercore assumes no liability therefor. At the direction of ARRIS management, for purposes of its analysis and opinion, Evercore utilized and relied upon certain composite projected financial and operating data for Pace derived from publicly available research analysts’ estimates.

With respect to the projected financial data relating to ARRIS and Pace referred to above, including those relating to the projected synergies and other benefits anticipated by management of ARRIS to be realized from the Combination, Evercore assumed that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments as to the future financial performance of ARRIS and Pace, respectively, and such synergies and other benefits. Evercore expressed no view as to any projected financial data relating to ARRIS or Pace or the assumptions on which they are based. Evercore relied, at the direction of ARRIS management, without independent verification, upon the assessments of management of ARRIS as to whether the projected tax synergies and benefits, operating synergies and other strategic benefits, including the amounts and timing of realization thereof, anticipated by management of ARRIS to be realized from the Combination are reasonable, and whether the anticipated synergies and other benefits will be realized in accordance with such projections.

For purposes of rendering its opinion, Evercore assumed, in all respects material to its analysis, that the representations and warranties of each party contained in the Transaction Documents are true and correct, that each party will perform all of the covenants and agreements required to be performed by it under those documents and that all conditions to the consummation of the Combination will be satisfied without material waiver or modification

thereof. Evercore further assumed that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the Combination will be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on ARRIS or Pace or the consummation of the Combination or materially reduce the benefits of the Combination to the holders of the ARRIS shares. Evercore did not express any opinion as to any tax or other consequences that might result from the Combination, nor did its opinion address any legal, tax, regulatory or accounting matters, as to which Evercore understands that ARRIS has obtained such advice as ARRIS deemed necessary from qualified professionals.

TABLE OF CONTENTS

Evercore did not make nor assume any responsibility for making any independent valuation or appraisal of the respective assets or liabilities of ARRIS or Pace, nor was it furnished with any such appraisals, nor did it evaluate the solvency or fair value of either ARRIS or Pace under any state or federal laws relating to bankruptcy, insolvency or similar matters.

Evercore was not asked to pass upon, and expressed no opinion with respect to, any matter other than the fairness to the holders of ARRIS shares, from a financial point of view, of the Merger Consideration to be received by such holders in the Combination. Evercore did not express any view on, and its opinion did not address, the fairness of the Combination to, or any consideration received in connection therewith by, the holders of any other securities, creditors or other constituencies of ARRIS, nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of ARRIS, or any class of such persons, whether relative to the Merger Consideration or otherwise. Evercore did not express any view on, and its opinion did not address, any other terms or other aspects of the Combination, including, without limitation, the form or structure of the Combination, the terms and conditions of the Transaction Documents or any other agreements or arrangements entered into or contemplated in connection with the Combination. Evercore's opinion did not address the relative merits of the Combination as compared to other business or financial strategies that might be available to ARRIS, nor did it address the underlying business decision of ARRIS to engage in the Combination. Evercore is not a legal, regulatory, accounting or tax expert and assumed the accuracy and completeness of assessments by ARRIS and its advisors with respect to legal, regulatory, accounting and tax matters.

Summary of Material Financial Analysis

The following is a brief summary of the material financial and comparative analyses that Evercore deemed to be appropriate for this type of transaction and that were reviewed with the ARRIS Board in connection with rendering Evercore's opinion. The summary of Evercore's financial analyses described below is not a complete description of the analyses underlying its opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analyses and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description.

In arriving at its opinion, Evercore did not draw, in isolation, conclusions from or with regard to any factor or analysis considered by it. Rather, Evercore made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of the analyses. Considering selected portions of the analyses and reviews in the summary set forth below, without considering the analyses and reviews as a whole, could create an incomplete or misleading view of the analyses and reviews underlying Evercore's opinion.

For purposes of its analyses and reviews, Evercore considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of ARRIS and Pace. No company, business or transaction used in Evercore's analyses and reviews as a comparison is identical to ARRIS or Pace or the Combination, and an evaluation of the results of those analyses and reviews is not entirely mathematical. Rather, the analyses and reviews involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, businesses or transactions used in Evercore's analyses and reviews. The estimates contained in Evercore's analyses and reviews and the ranges of valuations resulting from any particular analysis or review are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by Evercore's analyses and reviews. In addition, analyses and reviews relating to the value of companies, businesses or securities do not purport to be appraisals or to reflect the prices at which companies, businesses or securities actually may be sold. Accordingly, the estimates used in, and the results derived from, Evercore's analyses and reviews are inherently subject to substantial uncertainty.

The summary of the analyses and reviews provided below includes information presented in tabular format. In order to fully understand Evercore's analyses and reviews, the tables must be read together with the full text of each summary. The tables alone do not constitute a complete description of Evercore's analyses and reviews. Considering the data in the tables below without considering the full description of the analyses and reviews, including the methodologies and assumptions underlying the analyses and reviews, could create a misleading or incomplete view of Evercore's analyses and reviews.

TABLE OF CONTENTS

Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before April 21, 2015 and is not necessarily indicative of current market conditions. Throughout its analyses, where applicable, Evercore converted pounds to dollars utilizing an exchange rate of $1.4928 per £1.00.

Discounted Cash Flow Analysis

Pace

Evercore performed a discounted cash flow analysis of Pace to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Pace was projected to generate from September 30, 2015 (which was the earliest anticipated date for the completion of the Combination) through calendar year 2018, in each case, based on publicly available projected financial and operating data relating to Pace for calendar year 2015, composite financial projections for Pace derived from publicly available research analysts' estimates (the "Consensus Projections") and assumptions provided by the management of ARRIS. Evercore also calculated a terminal value for Pace by applying a perpetuity growth rate, based on its professional judgment given the nature of Pace and its business and industry, of (2.0%) to 0.0%, to the projected standalone unlevered, after-tax free cash flows of Pace in the terminal year. The cash flows and the terminal value were then discounted to present value using a discount rate of 9.0% to 11.0%, based on an estimate of Pace's weighted average cost of capital, to derive a range of implied enterprise values for Pace. A range of implied equity values for Pace was then calculated by reducing the range of implied enterprise values by the amount of Pace's projected net debt (calculated as debt less cash and cash equivalents) as of September 30, 2015. Evercore performed this analysis for Pace (i) on a standalone basis and (ii) with the inclusion of operating (but not tax) synergies estimated by ARRIS management to be realized from the Combination, attributing 100% of the value of such synergies to Pace. Evercore's analysis indicated an implied per-share equity value reference range for Pace on a standalone basis of approximately £3.53 to £4.88. Evercore's analysis with the inclusion of operating (but not tax) synergies, attributing 100% of the value of such synergies to Pace, indicated an implied per-share equity value reference range for Pace of approximately £3.78 to £5.21.

Evercore also performed the discounted cash flow analysis outlined above with the inclusion of the net present value of tax synergies (in addition to operating synergies) projected by the management of ARRIS as a result of the Combination (i) through calendar year 2019 and (ii) on a perpetual basis, in each case, attributing 100% of the value of such synergies to Pace. Evercore indicated to the ARRIS Board that realization of such projected tax benefits remains uncertain in light of potential future anti-inversion legislative and administrative action. Evercore's analysis with the inclusion of tax synergies (in addition to operating synergies) projected by ARRIS management to be realized from the transaction, attributing 100% of the value of such synergies to Pace, indicated an implied per-share equity value reference range for Pace of approximately £4.28 to £5.73 when including the net present value of tax synergies through calendar year 2019 and approximately £5.25 to £6.70 when including the perpetual net present value of tax synergies.

ARRIS

Evercore performed a discounted cash flow analysis of ARRIS to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that ARRIS was projected to generate from September 30, 2015 through calendar year 2018, in each case, based on projections provided by the management of ARRIS. Evercore also calculated a terminal value for ARRIS by applying a perpetuity growth rate, based on its professional judgment given the nature of ARRIS and its business and industry, of (1.0%) to 1.0%, to the projected standalone unlevered, after-tax free cash flows of ARRIS in the terminal year. The cash flows and the terminal value were then discounted to present value using a discount rate of 8.5% to 10.5%, based on an estimate of ARRIS' weighted average cost of capital, to derive a range of implied enterprise values for ARRIS. A range of implied equity values for ARRIS was then calculated by reducing the range of implied enterprise values by the amount of ARRIS' projected net debt (calculated as debt less cash and cash equivalents) as of September 30, 2015. This analysis indicated an implied per share equity value reference range of approximately $26.33 to $40.97 for ARRIS on a standalone basis.

TABLE OF CONTENTS

Implied Adjusted Exchange Ratio

Evercore calculated an implied adjusted exchange ratio reference range by dividing the high end of the implied per share value reference range for Pace, less the 132.5 pence per-share cash consideration to be paid to Pace shareholders in the Combination (the "Cash Consideration"), by the low end of the implied per share equity value reference range for ARRIS indicated by the discounted cash flow analyses and by dividing the low end of the implied per share equity value reference range for Pace, less the per share Cash Consideration, by the high end of the implied per share equity value reference range for ARRIS indicated by the discounted cash flow analyses. Utilizing the Consensus Projections, as well as assumptions provided by ARRIS management for Pace on a standalone basis, this analysis indicated an implied exchange ratio reference range of 0.0804 to 0.2014 of a New ARRIS ordinary share for each Pace share. Utilizing the Consensus Projections, as well as assumptions provided by ARRIS management for Pace with the inclusion of operating (but not tax) synergies, and attributing 100% of the value of such synergies to Pace, the analysis indicated an implied exchange ratio reference range of 0.0893 to 0.2204 of a New ARRIS ordinary share for each Pace share. Evercore compared these exchange ratios to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

Evercore also calculated an implied adjusted exchange ratio using the methodology outlined above utilizing the Consensus Projections, as well as assumptions provided by ARRIS management for Pace with the inclusion of tax synergies in addition to operating synergies and attributing 100% of the value of such synergies to Pace. Evercore indicated to the ARRIS Board that, though based on the advice of ARRIS' legal and tax advisors, ARRIS management has concluded that realization of the projected tax synergies of the Combination will not be negatively impacted by the notice issued by the U.S. Treasury and the IRS on September 22, 2014, realization of such projected tax benefits remains uncertain in light of potential future anti-inversion legislative and administrative action. This analysis indicated an implied exchange ratio reference range of 0.1078 to 0.2495 of a New ARRIS ordinary share for each Pace share with net present value of tax synergies through calendar year 2019 and 0.1432 to 0.3046 of a New ARRIS ordinary share for each Pace share with perpetual NPV of tax synergies. Evercore compared these exchange ratios to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

Selected Publicly Traded Companies Analyses

In performing a selected publicly traded companies analysis of Pace and ARRIS, Evercore reviewed publicly available financial and market information for both companies and the selected public companies listed in the table below (the "Selected Public Companies"), which Evercore deemed most relevant to consider in relation to ARRIS and Pace, based on its professional judgment and experience, because they are public companies with operations that for purposes of this analysis Evercore considered similar to the operations of one or more of the business lines of ARRIS and Pace. Evercore reviewed, among other things, enterprise values of the Selected Public Companies as a multiple of estimated earnings before interest, taxes, depreciation and amortization ("EBITDA") for calendar year 2015 and 2016. EBITDA of all companies were adjusted to exclude stock-based compensation and extraordinary items. Pace EBITDA was adjusted to include as an expense all estimated research and development expenses in accordance with U.S. GAAP, including amounts currently capitalized and subsequently amortized by Pace under IFRS. Enterprise values were calculated for purposes of this analysis as equity value (based on the per share closing price of each selected public company on April 21, 2015 multiplied by the fully diluted number of such company's outstanding equity securities on such date), plus debt, plus minority interest, less cash and cash equivalents (in the case of debt, minority interest, cash and cash equivalents, as set forth on the most recent publicly available balance sheet of such company and in the case of minority interest, where applicable). The financial data of the Selected Publicly Traded Companies used by Evercore for this analysis were based on publicly available research analysts' estimates and, in the case of Pace, on publicly available projected financial and operating data relating to Pace for 2015, the Consensus Projections and assumptions provided by the management of ARRIS, and in the case of ARRIS, on the financial projections provided to Evercore by ARRIS management. The EBITDA multiple for each of the Selected Public Companies is set forth in the table below.

TABLE OF CONTENTS

Sector	Selected Public Company	EV/2015E EBITDA	EV/2016E EBITDA
Cable Infrastructure/Software	Cisco Systems	7.4x	7.2x
Cable Infrastructure/Software	Ericsson	9.3x	8.3x
Cable Infrastructure/Software	Rovi	11.1x	8.6x
Cable Infrastructure/Software	Harmonic	10.4x	9.0x
Cable Infrastructure/Software	Kudelski	12.7x	12.2x
Cable Infrastructure/Software	SeaChange	NM	NM
Cable Infrastructure/Software	Vecima Networks	6.2x	NA
Cable Infrastructure/Software	Teleste	5.7x	5.3x
Set-top Box	ARRIS	7.6x	6.8x
Set-top Box	Technicolor	5.5x	6.5x
Set-top Box	TiVO	6.5x	5.2x
Set-top Box	Amino Technologies	7.1x	6.2x
Set-top Box	ADB Holdings	NA	NA
Gateway/Other CPE	Aruba	8.4x	7.4x
Gateway/Other CPE	NETGEAR	6.2x	5.8x
Gateway/Other CPE	D-Link	NA	NA
	Reference:		
	ARRIS	7.6x	6.8x
	Pace	6.3x	6.1x

Evercore then applied a reference range of multiples of 6.25x to 7.25x and 6.00x to 7.00x, derived by Evercore based on its review of the Selected Public Companies and its experience and professional judgment, to the estimated EBITDA for ARRIS and Pace for the fiscal year ending December 31, 2015 and the fiscal year ending December 31, 2016, respectively. In the case of ARRIS, estimated EBITDA was based on the projections provided by the management of ARRIS, and in the case of Pace, estimated EBITDA was based on publicly available projected financial and operating data relating to Pace for 2015, the Consensus Projections and assumptions provided by the management of ARRIS. This analysis indicated an implied equity value per share reference range for ARRIS of approximately $24.69 to $29.35 and $27.14 to $32.41 and an implied equity value per share reference range for Pace of approximately £3.55 to £4.10 and £3.56 to £4.14, in each case, using the 2015 and 2016 EBITDA multiples, respectively.

Implied Adjusted Exchange Ratio

Evercore calculated an implied adjusted exchange ratio reference range by dividing the high end of the implied per share equity value reference range for Pace, less the Cash Consideration, by the low end of the implied per share equity value reference range for ARRIS indicated by the selected publicly traded companies analyses and by dividing the low end of the implied per share equity value reference range for Pace, less the Cash Consideration, by the high end of the implied per share equity value reference range for ARRIS indicated by the selected publicly traded companies analyses. This analysis indicated an implied exchange ratio reference range of 0.1134 to 0.1678 of a New ARRIS ordinary share for each Pace share using 2015 EBITDA multiples and an implied exchange ratio reference range of 0.1030x to 0.1545x of a New ARRIS ordinary share for each Pace share using 2016 EBITDA multiples. Evercore compared these exchange ratios to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

Selected Precedent Transactions Analysis

Evercore reviewed, to the extent publicly available, financial information relating to 29 transactions involving providers of cable infrastructure and software and manufacturers of set-top boxes, gateways and other customer

premise equipment. Based on its professional judgment and experience, Evercore deemed

TABLE OF CONTENTS

these transactions relevant to consider in relation to Pace and the Combination. Evercore selected these transactions because they represented transactions of which Evercore was aware that were announced between November 2005 and April 2015 involving companies in the cable infrastructure and software, set-top boxes, gateway, and other customer premise equipment industry verticals, which Evercore considered, in its professional judgment and experience, most relevant to the Combination.

No company, business or transaction used in this analysis is identical or directly comparable to Pace or the Combination. Accordingly, an evaluation of the results of this analysis is not entirely mathematical. Rather, this analysis involves complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the acquisition or other values of the companies, business segments or transactions to which Pace or the Combination were compared.

Evercore reviewed transaction values and calculated the enterprise value implied for each target company based on the consideration paid in the selected transaction, as a multiple of the target company's last 12-months ("LTM") EBITDA (in each case, to the extent publicly available and calculated for the last 12 month period available prior to the date of announcement of such transaction). The financial data used by Evercore for the selected transactions were based on publicly available information at the time of announcement of the relevant transaction.

Evercore's analysis indicated average and median enterprise value to LTM EBITDA multiples of 10.5x and 9.3x, respectively. The enterprise value and enterprise value to LTM EBITDA multiples for each of the precedent transactions are set forth in the table below.

Announcement Date	Acquirer	Target	Enterprise Value (in millions)	Enterprise Value/LTM EBITDA
03/31/14	Parallax Capital Partners/ StepStone Group	Rovi (DivX and MainConcept)	$ 75	NA
03/26/14	Kudelski	Conax	$ 250	6.2x
02/06/14	Belden	Grass Valley	$ 220	8.1x
01/29/14	TiVo	Digitalsmiths	$ 135	NA
10/23/13	Pace	Aurora Networks(1)	$ 310	10.5x
04/08/13	Ericsson	Microsoft Mediaroom	$ NA	NA
02/19/13	Aurora Networks	Harmonic Cable Access Business	$ 46	NA
12/19/12	ARRIS	Motorola Mobility Home Business	$ 2,350	6.0x
12/06/12	Gores Group	Harris Broadcast Communications	$ 225	NA
03/15/12	Cisco Systems	NDS Group	$ 5,000	18.3x
10/11/11	ARRIS	BigBand Networks	$ 53	NM
12/22/10	Rovi	Sonic Solutions	$ 720	NM
07/26/10	Pace	2Wire, Inc.	$ 420	NA
07/26/10	Francisco Partners	Grass Valley	$ 100	NM
05/06/10	Harmonic	Omneon	$ 274	NA
10/05/09	Kudelski	OpenTV (68% Stake)	$ 102	7.2x

06/27/08	Permira Advisers	NDS Group (51% Stake)	$ 2,828	12.2x
12/19/07	Pace	Royal Philips Set-Top Box Business	$ 144	NM
10/28/07	The Gores Group	Sagem (Safran Broadband Sub)(2)	$ 551	4.0x
09/24/07	EchoStar	Sling Media	$ 380	NA
09/23/07	ARRIS	C-COR	$ 609	17.1x
07/31/07	British Sky Broadcasting	Amstrad	$ 198	5.1x
04/23/07	Motorola	Terayon	$ 119	NM
02/26/07	Ericsson	TANDBERG Television ASA	$ 1,416	17.8x

TABLE OF CONTENTS

Announcement Date	Acquirer	Target	Enterprise Value (in millions)	Enterprise Value/LTM EBITDA
02/12/07	LM Ericsson	Entrisphere(3)	$ 250	NA
12/04/06	NDS Group	Jungo	$ 108	NA
11/14/06	Motorola	Netopia	$ 180	NM
01/17/06	Motorola	Kreatel	$ 108	NA
11/18/05	Cisco Systems	Scientific-Atlanta	$ 5,278	12.9x

Notes:
(1)
LTM financials as of 3/31/13

(2)
Sagem financials reflect 2007E Revenue and EBIT from broker research estimates

(3)
Entrisphere transaction value based on broker research estimates

Evercore then applied a reference range of LTM EBITDA multiples of 6.0x to 8.0x, derived by Evercore based on its review of the precedent transactions and its experience and professional judgment, to the estimated LTM EBITDA as of September 30, 2015 of Pace. A range of implied equity values for Pace was then calculated by reducing the range of implied enterprise values by the amount of Pace's projected net debt (calculated as debt less cash and cash equivalents) as of September 30, 2015. This analysis indicated a per-share equity value reference range of approximately £3.36 to £4.44 for Pace.

Other Factors

Evercore also reviewed and considered other factors, which were not considered part of its financial analyses in connection with rendering its advice, but were referenced for informational purposes, including, among other things, the analysts' price targets, 52-week trading range and precedent premia analyses described below.

Analyst Price Targets

Evercore reviewed publicly available share price targets of research analysts' estimates known to Evercore as of April 21, 2015, noting that the low and high share price targets ranged from $29.00 to $40.00 for ARRIS and that the low and high share price targets ranged from £2.80 to £5.10 for Pace. Evercore calculated an implied adjusted exchange ratio reference range by dividing the high end of the share price target range for Pace, less the Cash Consideration, by the low end of the share price target range for ARRIS and by dividing the low end of the share price target range for Pace, less the Cash Consideration, by the high end of the share price target range for ARRIS. This analysis indicated an implied adjusted exchange ratio reference range of 0.0550 to 0.1943 of a New ARRIS ordinary share for each Pace share as compared to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

52-Week Trading Range

Evercore reviewed historical trading prices of Pace and ARRIS shares during the 52-week period ended April 21, 2015, noting that the low and high closing prices during such period ranged from $23.71 to $35.83 for ARRIS and £2.84 to £4.19 for Pace. Evercore calculated an implied adjusted exchange ratio reference range by dividing the high end of the historical trading price range for Pace, less the Cash Consideration, by the low end of the historical trading price range for ARRIS and by dividing the low end of the historical trading price range for Pace, less the Cash Consideration, by the high end of the historical trading price range for ARRIS. This analysis indicated an implied adjusted exchange ratio reference range of 0.0632 to 0.1801 of a New ARRIS ordinary share for each Pace share as compared to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

Precedent Premia

Evercore reviewed and analyzed premia paid in precedent transactions where the target is based in the UK. Evercore calculated the premium paid in each transaction by dividing the per-share consideration announced in the announcement of such transaction by the closing share price of the target one day prior

TABLE OF CONTENTS

to the announcement of the transaction. In addition, Evercore calculated the premium paid in each transaction by dividing the per-share consideration announced in the announcement of such transaction by the volume weighted average price ("VWAP") per-share of the target, calculated by multiplying the number of shares traded on a respective date by the average share price and then dividing by the total shares traded for the day. For the purposes of calculating the premium paid in each transaction, Evercore used as reference dates the following: the calendar month prior to the announcement of the transaction, the three calendar months prior to the announcement of the transaction, and the six calendar months prior to the announcement of the transaction. Evercore calculated the average premia paid in precedent transactions reviewed by Evercore as set forth in the table below:

	1-Day	1-Month VWAP	3-Month VWAP	6-Month VWAP
UK Takeover Premia				
2014	38.0%	40.8%	38.6%	34.5%
2013	43.7%	40.5%	41.5%	40.7%
2012	49.7%	54.3%	57.8%	59.9%
2011	44.3%	45.2%	47.2%	41.3%
2010	45.9%	48.9%	53.7%	54.6%
2009	59.9%	66.9%	82.2%	71.4%
2008	47.9%	48.4%	45.6%	39.3%
2007	31.3%	33.8%	34.4%	36.4%

Evercore then applied a reference range of premia of 35% to 45%, derived by Evercore based on its review of the precedent premia paid in prior takeover transactions in the UK and in inversion transactions, to the Pace 3-month VWAP as of April 21, 2015 of £3.48. This analysis indicated a per share equity value reference range of approximately £4.70 to £5.04 for Pace. Evercore calculated an implied adjusted exchange ratio reference range by dividing each of the low and the high ends of the per share equity value reference range based on the premia paid analysis for Pace, less the Cash Consideration, by the ARRIS closing share price as of April 21, 2015. This analysis indicated an implied exchange ratio reference range of 0.1669 to 0.1841 of a New ARRIS ordinary share for each Pace share as compared to the exchange ratio of 0.1455 of a New ARRIS ordinary share for each Pace share in the Combination.

Miscellaneous

Under the terms of Evercore's engagement, Evercore provided ARRIS with financial advisory services and delivered a fairness opinion to the ARRIS Board in connection with the Combination. Pursuant to the terms of its engagement letter, ARRIS has agreed to pay Evercore certain fees for its services in connection with its engagement, including an opinion fee and a success fee. Evercore is entitled to receive an opinion fee of $3.3 million, which Evercore earned upon delivery of its fairness opinion to the ARRIS Board. In addition, Evercore is entitled to receive a success fee currently estimated to be approximately $9.8 million, which Evercore will earn upon the consummation of the Combination and the amount of which may vary based on the value of the stock consideration issued in the Combination.

In addition, ARRIS has agreed to reimburse Evercore for its reasonable expenses (including legal fees, expenses and disbursements) incurred in connection with its engagement and to indemnify Evercore and any of its members, partners, officers, directors, advisors, representatives, employees, agents, affiliates or controlling persons, if any, against certain liabilities and expenses arising out of Evercore's engagement, any services performed by Evercore in connection therewith or any transaction contemplated thereby.

Evercore has in the past provided and currently is providing certain financial advisory services to ARRIS, and in the future may provide certain financial and other services to New ARRIS and certain of its affiliates, for which Evercore has received and may receive compensation, including, in the past three years, having advised ARRIS on the acquisition of Motorola Home (for which Evercore received $13.0 million from ARRIS).

During the two-year period prior to the date hereof, no material relationship existed between Evercore Group L.L.C.

and its affiliates and Pace pursuant to which compensation was received by Evercore Group L.L.C. or its affiliates as a result of such a relationship.

TABLE OF CONTENTS

With respect to the Combination, Evercore did not recommend any specific amount of consideration to the ARRIS Board or ARRIS management or that any specific amount of consideration constituted the only appropriate consideration in the Combination for the holders of ARRIS shares.

In the ordinary course of business, Evercore or its affiliates may actively trade the securities, or related derivative securities, or financial instruments of ARRIS, Pace and their respective affiliates, for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities or instruments.

The issuance of Evercore's opinion was approved by an Opinion Committee of Evercore.

The ARRIS Board engaged Evercore to act as a financial advisor based on its qualifications, experience and reputation, as well as its familiarity with the business of ARRIS. Evercore is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses in connection with mergers and acquisitions, leveraged buyouts, competitive biddings, private placements and valuations for corporate and other purposes.

TABLE OF CONTENTS

THE SCHEME OF ARRANGEMENT

The Scheme of Arrangement

The Combination will be implemented in two main steps: the Pace Acquisition (which will be implemented by means of the Scheme) and the Merger. Under the terms of the Scheme, the Pace Scheme shareholders will be entitled to receive 132.5 pence in cash and will be issued 0.1455 New ARRIS ordinary shares in consideration for each Pace ordinary share held.

As a result of the Scheme, Pace will become a wholly-owned subsidiary of New ARRIS, and Pace Scheme shareholders will become New ARRIS shareholders. Upon completion of the Scheme, we estimate that Pace Scheme shareholders will receive approximately £438.4 million (or approximately $672.8 million based on the exchange rate as of August 31, 2015) in cash in the aggregate and will own approximately 24% of New ARRIS ordinary shares. The Pace Acquisition is conditioned on, among other things, the adoption of the Merger Agreement by the holders of a majority of the ARRIS shares outstanding and entitled to vote.

In the UK, for the takeover of a UK public company, the practice is to either effect this by way of (i) a contractual takeover offer by the bidder for the shares of the target or (ii) by a scheme of arrangement under which the court, using a statutory procedure, gives effect to the takeover. A scheme is put to a meeting of members of the target, convened by order of the court, and if the requisite majority approves the scheme, the court is then asked to sanction it. Once the scheme is sanctioned and becomes effective, it is binding on all members, regardless of whether they originally objected to the proposal.

Which of the two options is chosen will depend on a variety of different circumstances and each option has its advantages and disadvantages. ARRIS and Pace have elected to utilize a scheme. In a scheme, the parties can initiate the process by the bidder making a formal announcement of an intention to make an offer, which must comply with the requirements in Rule 2.7 of the Takeover Code and therefore is known as a “Rule 2.7 announcement.” The Scheme and the Merger were announced pursuant to the Rule 2.7 Announcement on April 22, 2015

The Scheme

Basic Terms

It is proposed that the Pace Acquisition will be implemented by way of a scheme of arrangement between Pace and the Pace Scheme shareholders sanctioned by the Court, although ARRIS and New ARRIS reserve the right, subject to the consent of the Takeover Panel (where necessary) and subject to the provisions of the Co-operation Agreement, to seek to implement the Pace Acquisition by way of the Contractual Offer for the entire issued and to be issued share capital of Pace and to make appropriate amendments to the terms of the Pace Acquisition arising from the change from the Scheme to a Contractual Offer.

Upon the Scheme becoming effective it will be binding upon Pace Scheme shareholders. Pursuant to the Scheme, New ARRIS will become the owner of the entire issued and to be issued share capital of Pace and will issue New ARRIS ordinary shares to existing Pace Scheme shareholders. It is expected that the New ARRIS ordinary shares to be issued to Pace shareholders under the Scheme will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof. For more information, see the section captioned “Listing of New ARRIS Ordinary Shares to be Issued in Connection with the Combination” beginning on page 75.

If any dividend or other distribution or return of capital is proposed, declared, made, paid or becomes payable by Pace in respect of a Pace share on or after April 22, 2015 and prior to completion of the Merger (other than the $0.0475 dividend to be paid by Pace on July 3, 2015), New ARRIS reserves the right, with the consent of the Takeover Panel, to reduce the value of the consideration payable per Pace share by up to the amount per Pace share of such dividend, distribution or return of capital except where the Pace share is or will be acquired pursuant to the Scheme on a basis which entitles New ARRIS to receive the dividend, distribution or return of capital and to retain it.

TABLE OF CONTENTS

Conditions to the Pace Acquisition and the Scheme

The Pace Acquisition is conditional on, among other things:

(a)
the Court Meeting and General Meeting being held on or before the 22nd day after the expected date of the meetings to be set out in the Scheme Circular or such later date (if any) as ARRIS and Pace may agree;

(b)
the hearing of the Court to sanction the Scheme being held on or before the 22nd day after the expected date of the hearing to be set out in the Scheme Circular, or such later date (if any) as ARRIS and Pace may agree;

(c)
the Scheme becoming unconditional and becoming effective by no later than April 22, 2016 or such later date (if any) as ARRIS and Pace may agree and (if required) the Court may allow;

The Scheme is conditional on, among other things:

(i)
the registration statement of which this proxy statement/prospectus is a part having become effective under the Securities Act and not having been the subject of any stop order suspending its effectiveness, and no proceedings seeking any such stop order having been initiated or threatened by the SEC;

(ii)
the Merger Agreement being duly adopted by the ARRIS stockholders at the Special Meeting;

(iii)
NASDAQ having authorized the listing of all of the New ARRIS shares and not having withdrawn such authorization;

(iv)
approval of the Scheme by a majority in number representing not less than 75% in value of the Pace Scheme shareholders entitled to vote and present and voting, either in person or by proxy, at the Court Meeting (or at any adjournment thereof) and at any separate class meeting which may be required by the Court (or at any adjournment thereof);

(v)
all resolutions required to approve and implement the Scheme (including, without limitation, to amend Pace's articles of association) being duly passed by the requisite majority or majorities of the Pace shareholders at the General Meeting, or at any adjournment thereof;

(vi)
the sanction of the Scheme by the Court with or without modifications, on terms reasonably acceptable to ARRIS and Pace and the delivery of a copy of the order sanctioning the Scheme to the Registrar of Companies in England and Wales; and

(vii)
all notifications and filings as may be required under the HSR Act, having been made in connection with the acquisition of Pace shares by ARRIS and all applicable HSR Act waiting periods (including any extensions thereof) relating to the acquisition of Pace shares by ARRIS having expired or been terminated.

The Scheme is also subject to the conditions and other terms of Appendix I to the Rule 2.7 Announcement, which is attached to this proxy statement/prospectus as Annex B. To the extent permitted by law and subject to the requirements of the Takeover Panel, ARRIS has reserved the right to waive all or any of the conditions (other than the

conditions set out in (a) – (c) and (i)-(vi) above).

ARRIS is permitted to invoke a condition to the Scheme (other than certain conditions relating to the approval of the Scheme by Pace shareholders and the Court) only where the circumstances underlying the failure of the condition are of material significance to ARRIS in the context of the Pace Acquisition. Because of this limitation, the conditions may provide ARRIS with less protection than the customary conditions in a comparable combination between U.S. corporations. Please see the section captioned "Risk Factors — Risks Relating to the Combination" beginning on page 20.

Treatment of Pace Share Plans

Participants in the Pace share plans will be contacted regarding the effect of the Combination on their rights under the Pace share plans and appropriate proposals will be made to such participants in due course in relation to exercise and vesting of options and awards. In relation to the options that subsist under the Pace Sharesave Plan, the proposals will include a choice for participants to allow their options to vest and become exercisable or to agree to the rollover of their options into New ARRIS shares.

TABLE OF CONTENTS

THE CO-OPERATION AGREEMENT

Pace, ARRIS and New ARRIS entered into the Co-operation Agreement on April 22, 2015, that is attached to this proxy statement/prospectus as Annex C and pursuant to which Pace has agreed to provide ARRIS with information and assistance which ARRIS may reasonably require for the purposes of obtaining regulatory clearances in connection with the Combination and making any submission, filing or notification to any regulatory authority.

ARRIS has agreed that it shall use reasonable efforts to obtain such regulatory clearances as soon as reasonably practicable.

By way of compensation for any loss suffered by Pace in connection with the preparation and negotiation of the Combination, the Co-operation Agreement and any other document relating to the Combination, ARRIS has undertaken that, on the occurrence of a Break Payment Event (as defined below), ARRIS will pay or procure the payment to Pace of an amount in cash equal to $20 million (the “Break Payment”) in the event that on or prior to April 22, 2016:

(a)

on April 22, 2016, any “Regulatory Condition” (as defined in the Rule 2.7 Announcement) shall not have been satisfied or waived by ARRIS or New ARRIS;

(b)

ARRIS or New ARRIS invokes any Regulatory Condition; or

(c)

the ARRIS Board withdraws or qualifies its recommendation without Pace’s consent and either: (i) the Merger Agreement has not been adopted at the Special Meeting; (ii) the Special Meeting has not occurred; (iii) the Co-operation Agreement has been terminated in accordance with its terms; or (iv) the Scheme has not become effective by April 22, 2016,

(each a “Break Payment Event”).

ARRIS will have no obligation to pay the Break Payment to Pace if: (i) the failure of ARRIS to satisfy a Regulatory Condition or the invoking of a Regulatory Condition is due to a material breach of Pace’s undertakings to provide certain information and assistance to ARRIS for the purposes of satisfying the Regulatory Conditions; or (ii) Pace withdraws or qualifies its recommendation before a Break Payment Event referred to in (b) or (c) above occurs.

The Co-operation Agreement further provides that, in the event that the ARRIS stockholders do not adopt the Merger Agreement at the Special Meeting but ARRIS has not withdrawn its recommendation, ARRIS will indemnify Pace for all costs and expenses (including irrevocable VAT) incurred by Pace in connection with the Merger up to an aggregate amount of $12 million (“Expense Reimbursement Payment”).

ARRIS is only obliged to pay one Break Payment, and any Break Payment will be reduced by the amount of the Expense Reimbursement Payment, with such payment to be Pace’s exclusive remedy in connection with any claim it may have in respect of any or all Break Payment Events or the circumstances giving rise to the Expense Reimbursement Payment.

ARRIS may switch the Scheme to a Contractual Offer for the entire issued and to be issued share capital of Pace with the consent of the Takeover Panel only after having received the prior written consent of Pace (such consent not to be unreasonably withheld or delayed).

ARRIS has agreed to certain customary restrictions on the conduct of its business during the period pending completion of the Combination.

The Co-operation Agreement also contains provisions in relation to the Pace share incentive plans.

The Co-operation Agreement can be terminated by either of the parties by written agreement, under certain circumstances set forth in the Co-operation Agreement or if the Combination has not completed by April 22, 2016.

ARRIS has also separately agreed to reimburse Pace for the fees incurred by Pace in connection with its appointment of Ernst & Young LLP to provide advice to Pace on the conversion of its consolidated financial statements for the year ended and quarter ended December 31, 2014 from IFRS to U.S. GAAP.

TABLE OF CONTENTS

THE MERGER AND THE MERGER AGREEMENT

Structure

The Merger will be implemented pursuant to the Merger Agreement. In the Merger, Merger Sub will be merged with and into ARRIS, and each ARRIS share will be converted into the right to receive one New ARRIS ordinary share. ARRIS will be the surviving corporation in the Merger and the separate corporate existence of ARRIS with all its rights, privileges, immunities, powers and franchises will continue unaffected by the Merger, except as described in the Merger Agreement.

As a result of the Merger, ARRIS will become an indirect wholly-owned subsidiary of New ARRIS, and ARRIS stockholders will become New ARRIS shareholders. Upon completion of the Combination, we estimate that ARRIS stockholders will own approximately 76% of the New ARRIS ordinary shares. The consummation of the Merger is conditioned on the approval of the Merger Agreement Proposal by the affirmative vote of holders of a majority of the ARRIS shares outstanding and entitled to vote, the completion of the Scheme and the completion of certain internal steps that New ARRIS and ARRIS Holdings have committed to take relating to the issuance of the New ARRIS ordinary shares in the Merger.

Consummation of the Merger

The consummation of the Merger is expected to take place as soon as reasonably practicable following (and to the extent possible, immediately following or, failing that, to the extent possible on the same day as) the completion of the Scheme.

Governing Documents; Directors and Officers

At the effective time, the certificate of incorporation of ARRIS in effect immediately prior to the effective time will continue to be the certificate of incorporation of ARRIS following the Merger until thereafter amended as provided therein or by applicable law, except that the authorized number of shares of capital stock will be reduced to 1,000. At the effective time, the bylaws of ARRIS in effect immediately prior to the effective time will be the bylaws of ARRIS following the Merger until thereafter amended as provided therein or by applicable law.

The parties to the Merger Agreement will take all actions necessary so that the directors of ARRIS Holdings at the effective time will become the directors of ARRIS following the Merger and the officers of ARRIS Holdings at the effective time will become the officers of ARRIS following the Merger.

Merger Consideration

At the effective time of the Merger, each ARRIS share issued and outstanding immediately prior to the effective time (other than any treasury shares or any shares owned of record by ARRIS Holdings or Merger Sub) will, by virtue of the Merger and without any action on the part of New ARRIS, Pace, ARRIS Holdings or Merger Sub or the holders of any ARRIS shares, be converted into, and thereafter only evidence, the right to receive, without interest, one (1) validly issued and fully paid New ARRIS ordinary share (such consideration per ARRIS share, the “Merger Consideration”) and all such ARRIS shares shall cease to be outstanding, shall be cancelled and shall cease to exist and each certificate representing ARRIS shares or non-certificated ARRIS share represented by book-entry (other than any treasury shares or any shares owned of record by ARRIS Holdings or Merger Sub) will thereafter represent only the right to receive the Merger Consideration and the right, if any, to receive any distribution or dividend payable pursuant to the Merger Agreement.

Also as a result of the Merger, each treasury share and each share owned of record by ARRIS Holdings or Merger Sub shall be cancelled or redeemed without payment of any Merger Consideration therefor.

Payment of the Merger Consideration

Immediately prior to the consummation of the Merger, New ARRIS will have issued New ARRIS ordinary shares and will have deposited them or cause them to be deposited with DTC.

TABLE OF CONTENTS

Certificated Shares

Promptly after completion of the Merger, ARRIS will cause an exchange agent to mail to each holder of record of a certificate formerly representing any of ARRIS shares a letter of transmittal and instructions for effecting the surrender of the certificates (or affidavit of loss) to the exchange agent in exchange for delivery of the Merger Consideration.

Upon surrender of certificates (or affidavit of loss) for cancellation to the exchange agent, together with a duly completed and validly executed letter of transmittal (and any other documentation as the exchange agent may reasonably require), the holder of such certificate (or affidavit of loss) will be entitled to receive (i) New ARRIS ordinary shares in non-certificated book-entry form and (ii) a check in the amount of U.S. dollars equal to any cash dividends or other distributions that such holder may have the right to receive pursuant to the Merger Agreement (none of which are currently anticipated), in each case subject to any applicable withholding and without interest thereon.

Uncertificated Shares

Promptly after the effective time, New ARRIS will cause the exchange agent to mail to each holder of uncertificated ARRIS shares materials advising such holder of the effectiveness of the Merger and the conversion of their ARRIS shares into the right to receive the Merger Consideration and deliver the Merger Consideration to such holder in the form of (i) New ARRIS ordinary shares in non-certificated book-entry form and (ii) a check in the amount of U.S. dollars equal to any cash dividends or other distributions that such holder may have the right to receive pursuant to the Merger Agreement (none of which are currently anticipated), in each case subject to any applicable withholding and without interest thereon.

Conditions of the Merger

The closing of the Merger is subject to (i) the adoption of the Merger Agreement Proposal by the affirmative vote of holders of a majority of the ARRIS shares outstanding and entitled to vote; (ii) the completion of the Scheme (or, if the Scheme is converted to a Contractual Offer, completion of the Contractual Offer); and (iii) the completion of certain internal steps that New ARRIS and ARRIS Holdings have committed to take relating to the issuance of the New ARRIS ordinary shares as Merger Consideration.

Termination of the Merger

Subject to Pace's rights described below, the Merger Agreement may be terminated at any time prior to the effective time of the Merger by a written instrument executed by each of ARRIS, New ARRIS, ARRIS Holdings and Merger Sub, whether before or after adoption of the Merger Agreement by the ARRIS stockholders and the sole member of Merger Sub.

Treatment of ARRIS Equity-Based Awards

Treatment of ARRIS Options

At the effective time of the Merger, each ARRIS Option, whether vested or unvested, that is outstanding immediately prior to the effective time of the Merger shall be converted into a New ARRIS Option relating to the same number of shares and at the same exercise price per share. Except as required in order to comply with applicable law, such New ARRIS Option will continue to have, and be subject to, the same terms and conditions that were applicable to the corresponding ARRIS Option immediately prior to the effective time of the Merger.

Treatment of ARRIS Restricted Shares

At the effective time of the Merger, each ARRIS Restricted Share that is outstanding immediately prior to the effective time of the Merger shall be converted into a New ARRIS Restricted Share and, except as required in order to comply with applicable law, such New ARRIS Restricted Share will continue to have, and be subject to, the same terms and conditions that were applicable to the corresponding ARRIS Restricted Share immediately prior to the effective time of the Merger.

TABLE OF CONTENTS

Treatment of ARRIS RSUs

At the effective time of the Merger, each ARRIS RSU that is outstanding immediately prior to the effective time of the Merger shall be converted into a New ARRIS RSU relating to the same number of shares. Except as required in order to comply with applicable law, such New ARRIS RSU will continue to have, and be subject to, the same terms and conditions that were applicable to the corresponding ARRIS RSU immediately prior to the effective time of the Merger (including settlement in cash or shares, as applicable).

Treatment of ARRIS ESPPs

At the effective time of the Merger, each ARRIS ESPP that is outstanding immediately prior to the effective time of the Merger shall be converted into a New ARRIS ESPP relating to the same number of shares and at the same exercise price per share. Except as required in order to comply with applicable law, such New ARRIS ESPP will continue to have, and be subject to, the same terms and conditions that were applicable to the corresponding ARRIS ESPP immediately prior to the effective time of the Merger.

Indemnification and Insurance

New ARRIS and ARRIS Holdings, respectively, have agreed to maintain in effect all rights to indemnification, advancement of expenses or exculpation (including all limitations on personal liability) existing as of the date of the Merger Agreement in favor of each present and former director, officer or employee of ARRIS in respect of actions or omissions occurring at or prior to the effective time of the Merger (including actions or omissions arising out of the transactions contemplated by the Merger Agreement) and to keep such rights in full force and effect in accordance with their terms. For a period of six (6) years after the effective time, New ARRIS and ARRIS Holdings, respectively, will maintain in effect the provisions for indemnification, advancement of expenses or exculpation in the organizational documents of ARRIS and its subsidiaries or in any agreement to which ARRIS or any of its subsidiaries is a party and will not amend, repeal or otherwise modify such provisions in any manner that would adversely affect the rights thereunder of any individuals who at any time prior to the effective time were directors, officers or employees of ARRIS or any of its subsidiaries in respect of actions or omissions occurring at or prior to the effective time (including actions or omissions occurring at or prior to the effective time arising out of the transactions contemplated by the Merger Agreement). In the event any claim, action, suit, proceeding or investigation is pending, asserted or made either prior to the effective time or within the following six-year period, all rights to indemnification, advancement of expenses or exculpation required to be continued will continue until disposition thereof.

At and after the effective time, New ARRIS, ARRIS Holdings and ARRIS will, to the fullest extent permitted by law, indemnify and hold harmless each present and former director, officer or employee of ARRIS or any of its subsidiaries and each person who served at the request or for the benefit of ARRIS or any of its subsidiaries against all costs and expenses (including advancing attorneys' fees and expenses in advance of the final disposition of any actual or threatened claim, suit, proceeding or investigation), judgments, fines, losses, claims, damages, liabilities and settlement amounts paid in connection with any actual or threatened claim, action, suit, proceeding or investigation (whether arising before, at or after the effective time), whether civil, criminal, administrative or investigative, arising out of or pertaining to any action or omission in such person's capacity as a director, officer or employee of ARRIS or any of its subsidiaries or if such service was at the request or for the benefit of ARRIS or any of its subsidiaries, in each case occurring or alleged to have occurred at or before the effective time (including actions or omissions occurring at or prior to the effective time arising out of the transactions contemplated by the Merger Agreement).

For a period of six years from the effective time of the Merger, New ARRIS and ARRIS Holdings, respectively, will maintain in effect (i) the coverage provided by the policies of directors' and officers' liability insurance and fiduciary liability insurance maintained by ARRIS and its subsidiaries as of the effective time of the Merger with respect to matters arising on or before the effective time (provided that New ARRIS and ARRIS Holdings may substitute policies with a carrier with comparable credit ratings to the existing carrier of at least the same coverage and amounts containing terms and conditions that are no less favorable to the insured) or (ii) a "tail" policy (which ARRIS may purchase at its option prior to the

TABLE OF CONTENTS

effective time of the Merger) under ARRIS' existing policy that covers those persons who are currently covered by ARRIS' directors' and officers' insurance policy in effect as of the date of the Merger Agreement for actions and omissions occurring at or prior to the effective time of the Merger, is from a carrier with comparable credit ratings to ARRIS' existing insurance policy carrier and contains terms and conditions that are no less favorable to the insured than those of ARRIS' applicable policy in effect as of the date hereof.

In the event either New ARRIS or ARRIS Holdings (or both) later consolidates with or merges into another person, or transfers more than 50% of its properties and assets to any person, proper provision will be made such that the surviving company will assume the indemnification and insurance obligations of New ARRIS and/or ARRIS Holdings set forth in the Merger Agreement.

Pace's Rights with respect to the Merger Agreement

Under the Co-operation Agreement, New ARRIS and ARRIS have agreed (i) to comply with their obligations under the Merger Agreement; (ii) not to make any amendments to the Merger Agreement that are adverse to the holders of Pace shares or which are otherwise material; and (iii) not to terminate the Merger Agreement, in each case, without the prior written consent of Pace (which shall not be unreasonably withheld, conditioned or delayed).

TABLE OF CONTENTS

IRREVOCABLE UNDERTAKINGS

In connection with the Scheme, the Pace directors who hold Pace shares, being Mike Pulli, Allan Leighton, Pat Chapman-Pincher, John Grant and Mike Inglis, have irrevocably undertaken to vote in favor of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting in respect of their holdings of Pace shares which amount, in aggregate, to 1,743,455 shares representing approximately 0.54% of the outstanding Pace shares as of August 31, 2015.

These irrevocable undertakings will cease to be binding if:

- the Scheme Circular is not sent to Pace shareholders on or before September 22, 2015 or such later time as may be agreed by the Takeover Panel;

- the Scheme does not become effective on or before April 22, 2016; or

- ARRIS announces that it does not intend to make or proceed with the Scheme and the Scheme is withdrawn and no new replacement scheme of arrangement is announced by ARRIS within five business days of such withdrawal.

REGULATORY APPROVALS

The Pace Acquisition is subject to clearance by antitrust authorities in the United States, Brazil, Colombia, Germany, Portugal and South Africa (the "Regulatory Approvals").

Under the HSR Act, the Combination cannot be consummated until, among other things, notifications have been made to the Federal Trade Commission ("FTC") and the Antitrust Division of the U.S. Department of Justice (the "Antitrust Division") and all applicable waiting periods have expired or been terminated. ARRIS and Pace each filed a "Pre-Merger Notification and Report Form" pursuant to the HSR Act with the Antitrust Division and the FTC. The parties have received a request for additional information and documentary material (referred to as a "second request") from the Antitrust Division regarding the Combination. The parties are continuing to work with the Antitrust Division to respond promptly to its requests for information and currently expect that the Antitrust Division will conclude its review of the Combination by or before the middle of December.

ARRIS and Pace derive revenues in other jurisdictions where merger or acquisition control filings or clearances are or may be required, including clearances in Brazil, Colombia, Germany, Portugal and South Africa. Generally, the Combination cannot be consummated until after the applicable waiting periods have expired or the relevant approvals have been obtained under the antitrust and competition laws of the countries where merger control filings or approvals are or may be required. ARRIS and Pace have obtained approval of the Pace Acquisition from the relevant authorities in Germany and South Africa. ARRIS and Pace have filed documentation relating to the Pace Acquisition with the relevant authorities in Brazil, Colombia and Portugal.

In relation to the conditions to the Scheme that relate to obtaining the Regulatory Approvals, the Takeover Code only permits ARRIS to invoke any such condition where the circumstances which give rise to the right to invoke the condition are of material significance to ARRIS in the context of the Combination.

TABLE OF CONTENTS

OWNERSHIP OF NEW ARRIS AFTER COMPLETION OF THE COMBINATION

We estimate that, after the completion of the Combination, the former ARRIS stockholders and Pace shareholders will own approximately 76% and 24% of New ARRIS ordinary shares, respectively. Our estimate is based on the following assumptions:

- The fully diluted number of Pace ordinary shares is approximately 330.9 million, which is calculated as follows:

  approximately 320.2 million issued and outstanding Pace ordinary shares as of August 31, 2015, plus

  additional Pace ordinary shares which may be issued on or after August 31, 2015 on the exercise of options or vesting of awards under Pace's share plans, in the aggregate amount of approximately 12.6 million (based on information relating to Pace's share plans as of August 31, 2015), minus

  approximately 1.9 million Pace ordinary shares held by the Pace plc Employee Benefit Trust as of August 31, 2015.

- The fully diluted number of ARRIS shares is approximately 154.8 million, which is calculated as follows:

  approximately 146.6 million issued and outstanding ARRIS shares as of August 31, 2015, plus

  additional ARRIS shares which may be issued on or after August 31, 2015 on the exercise of options or settlement of awards under ARRIS' equity award plans, in the aggregate amount of approximately 8.2 million (based on information relating to ARRIS' equity award plans as of August 31, 2015).

LISTING OF NEW ARRIS SHARES TO BE ISSUED IN CONNECTION WITH THE COMBINATION

New ARRIS ordinary shares currently are not traded or quoted on a stock exchange or quotation system. NASDAQ has advised ARRIS that NASDAQ will treat the Combination as a "Substitution Listing Event" under its rules. New ARRIS is required to provide prior notice of the Combination to NASDAQ, and upon notice of completion of the Combination the New ARRIS ordinary shares will be listed on NASDAQ. New ARRIS expects that the New ARRIS ordinary shares will trade under the symbol "ARRS."

Upon the completion of the Combination, the ARRIS shares will be deregistered under the Exchange Act and delisted from NASDAQ.

The New ARRIS ordinary shares to be issued to Pace shareholders under the Scheme will be issued in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) thereof. Section 3(a)(10) exempts securities issued in exchange for one or more bona fide outstanding securities from the general requirement of registration where the fairness of the terms and conditions of the issuance and exchange of the securities have been approved by any court or authorized government entity, after a hearing upon the fairness of the terms and conditions of exchange at which all persons to whom the securities will be issued have the right to appear and to whom adequate notice of the hearing has been given. The High Court of Justice in England and Wales will be advised before the Scheme Court Hearing that, if the terms and conditions of the Scheme are approved, its sanctioning of the Scheme will constitute the basis for the New ARRIS ordinary shares to be issued pursuant to the Scheme, without registration under the Securities Act in reliance of the exemption from registration provided by Section 3(a)(10).

TABLE OF CONTENTS

FINANCING

On June 18, 2015, ARRIS, ARRIS Enterprises, Inc., New ARRIS and certain ARRIS subsidiaries, as borrowers, and Bank of America, N.A., as administrative agent, swing line lender and L/C lender and the other lender parties thereto entered into an Amended and Restated Credit Agreement (the "Credit Agreement"), which amends and restates ARRIS' existing Credit Agreement dated March 27, 2013, as amended (the "Existing Credit Agreement"). The Credit Agreement provides for senior secured credit facilities comprised of (i) a "U.S. Revolving Credit Facility" of $13,968,604, (ii) a "Multicurrency Revolving Credit Facility" of $486,031,396, (iii) a "Term Loan A Facility" of $990 million, (iv) a delayed draw "Term A-1 Loan Facility" of $800 million and (v) a "Term Loan B Facility" of $543,812,500. Funding of the Term Loan A Facility refinanced the term loan A facility under the Existing Credit Agreement while the Term Loan B Facility is a continuation of the term loan B facility under the Existing Credit Agreement. Funding of the Term A-1 Loan Facility under the Credit Agreement will be available at the closing of the previously-announced combination (the "Combination") of ARRIS with Pace plc ("Pace"). The proceeds of the loans under the Term A-1 Loan Facility will be used to finance: (i) the payment of the cash consideration by New ARRIS to holders of Pace shares being acquired by New ARRIS in the Pace Acquisition; (ii) the payment of cash consideration to holders of options or awards to acquire Pace shares pursuant to any proposal under the Takeover Code; (iii) the fees, costs and expenses related to the Combination and issuance of new debt, refinancing, prepayment, repayment, redemption, discharge, defeasance and/or amendment of all existing debt of Pace and (iv) the payment or refinancing of existing debt at Pace. In the event ARRIS abandons the Combination (both as a scheme and takeover) up to $400 million of the Term A-1 Loans may be used for general corporate purposes with the remaining $400 million of Term A-1 Loans only available to refinance debt of ARRIS.

Borrowing under the Term A-1 Loan Facility of the Credit Agreement is conditioned on, among other things, the absence of certain events of default and the accuracy of certain representations made in the Credit Agreement. Under the Credit Agreement, if the closing date of the Combination does not occur prior to the Certain Funds Termination Date (as defined in the Credit Agreement) the commitments for the Term A-1 Loan Facility will terminate unless ARRIS has abandoned the Combination (by means of a scheme and a takeover), in which case the commitments for the Term A-1 Loan Facility will terminate sixty (60) days after such abandonment. The Revolving Credit Facility and Term Loan A Facility will mature on June 18, 2020, the Term Loan B Facility will continue to mature on April 17, 2020, and the Term A-1 Loan Facility will mature on June 18, 2020.

The Credit Agreement contains customary "certain funds provisions" with respect to the Term A-1 Loan Facility intended to make it "certain" that the funds under the Term A-1 Loan Facility will be available and that prevent the lenders from refusing to make the Term A-1 Loan Facility available or cancelling their commitments unless a major default has occurred and is continuing or a major representation remains incorrect. Major defaults include (but are not limited to) in particular a payment default under with respect to the Term A-1 Loan Facility and certain limited covenant defaults. The duration of the certain funds availability period of the Credit Agreement commenced on June 18, 2015 and ends on the earlier of the date on which a mandatory cancellation event occurs or October 31, 2016.

Loans made under the U.S. Revolving Credit Facility, the Term Loan A Facility, the Term A-1 Loan Facility and the Term B Loan Facility were made or will be available in U.S. dollars. Loans under the Multicurrency Revolving Credit Facility are available in Sterling, euros, yen, dollars, or any other currency approved by the lenders. Amounts outstanding under the Credit Agreement will bear interest: (a) in the case of the U.S. Revolving Credit Facility, the Multicurrency Revolving Credit Facility, the Term Loan A Facility and the Term A-1 Loan Facility, at the base rate defined as the highest of (i) Bank of America, N.A.'s prime rate, (ii) the federal funds rate plus 0.50%, (iii) the Eurocurrency Rate (as defined in the Credit Agreement) for a one month interest period plus 1.00%, and (iv) 0.00% or (b) at the Eurocurrency Rate for the Interest Period (as defined in the Credit Agreement) for the advances, in each case plus an applicable margin which will vary depending on ARRIS' Consolidated Net Leverage Ratio, as stated in a compliance certificate to be delivered quarterly to the lenders. The applicable margin ranges for loans under the U.S. Revolving Credit Facility, the Multicurrency Revolving Credit Facility, the Term Loan A Facility and the Term A-l Loan Facility from 1.50% to 2.25% per annum for Eurocurrency Rate advances and 0.50% to 1.25% per annum for base rate advances, and for loans under the Term Loan B Facility from 2.50% to

TABLE OF CONTENTS

2.75% per annum for Eurocurrency Rate advances and 1.50% to 1.75% per annum for base rate advances. Interest on base rate advances shall be payable in arrears on the last Business Day of each March, June, September and December. Interest on Eurocurrency Rate advances shall be paid on the last day of the applicable Interest Period, or for Interest Periods longer than three months, every three months.

Borrowings under the senior secured credit facilities will be secured by first priority liens on substantially all of the assets of ARRIS and certain of its present and future subsidiaries that are or become parties to, or guarantors under, the Credit Agreement, as well as by first priority liens on substantially all of the assets of New ARRIS and, within a period of time after the completion of the Combination, by substantially all of the assets of Pace and/or certain of its subsidiaries located in the United States, Canada and England. The Credit Agreement contains usual and customary limitations on indebtedness, liens, restricted payments, acquisitions and asset sales in the form of affirmative, negative and financial covenants, which are customary for financings of this type. The Credit Agreement provides terms for mandatory prepayments and optional prepayments and commitment reductions. The Credit Agreement also includes events of default, which are customary for facilities of this type (with customary grace periods, as applicable), including provisions under which, upon the occurrence of an event of default, all amounts outstanding under the credit facilities may be accelerated, subject, however, to the “funds certain” provisions with respect to the Term A-l Loan Facility.

ARRIS may voluntarily prepay the loans and terminate the commitments under the Credit Agreement at any time without premium or penalty (subject, in the case of Eurocurrency Rate advances, to customary breakage costs). The Credit Agreement requires mandatory prepayments to be made with the net cash proceeds of certain asset sales, debt incurrences and equity issuances, subject to customary exceptions, reinvestment rights and minimums. ARRIS must repay all outstanding loans on the maturity date.

The Credit Agreement contains customary affirmative covenants, including, among others, covenants regarding the payment of taxes and other obligations, maintenance of insurance, reporting requirements, transactions with affiliates, compliance with applicable laws and regulations and the Combination. The Credit Agreement contains customary negative covenants limiting the ability of the ARRIS parties to, among other things, grant liens, incur indebtedness, effect certain fundamental changes and make certain asset dispositions. The affirmative and negative covenants are subject to certain customary qualifications and carveouts. The Credit Agreement also contains two financial covenants that are tested beginning on the last day of the first full fiscal quarter ending after the Closing Date. The ratio of consolidated total debt to consolidated EBITDA of ARRIS (or after consummation of the Combination, New ARRIS) may not exceed 3.75 to 1.00 which ratio will reduce to 3.50 to 1.00 one year after the completion of the Combination. The ratio of consolidated EBITDA to consolidated interest expense of ARRIS (or after consummation of the Combination, New ARRIS) may not be less than 3.50 to 1.00.

The Credit Agreement also contains customary events of default, including, among others, the failure by any ARRIS party to make a payment of principal or interest due under the Credit Agreement, the making of a materially incorrect representation or warranty by any ARRIS party in the Credit Agreement and the failure by ARRIS to perform or observe any term or covenant in the Credit Agreement, subject to customary notice and cure provisions. Upon the occurrence of an event of default, and so long as such event of default is continuing, the amounts outstanding under the Credit Agreement will accrue interest at an increased rate, and subject to the certain funds provisions, payments of such outstanding amounts could be accelerated by the lenders. ARRIS has agreed that it will not, without the consent of Bank of America, N.A., as administrative agent, amend or waive any term of certain documents relating to the Scheme in a manner materially adverse to the interests of the lenders from those in the Rule 2.7 Announcement, as the case may be unless required by the Takeover Panel, the Takeover Code, a court or any other applicable law, regulation or regulatory body.

A copy of the Credit Agreement was filed as Exhibit 10.1 to the Current Report on Form 8-K filed by ARRIS on June 19, 2015 and is incorporated herein by reference.

Combination Related Costs

ARRIS currently estimates that, upon the effective time of the Combination, Combination related costs incurred by the combined company, including fees and expenses relating to the financing, will be approximately $92.7 million.

TABLE OF CONTENTS

Miscellaneous

New ARRIS, ARRIS and various related entities have entered into a Credit Agreement that has an aggregate maximum commitment amount of approximately $2.834 billion from Bank of America, N.A. and various other lenders to finance the cash portion of the consideration, pay related fees and expenses and provide financing for New ARRIS' future needs. After giving effect to the acquisition, and assuming payment of estimated fees including estimated financing costs, and assuming a late 2015 acquisition closing, New ARRIS, expects to have total external debt aggregating approximately $2.4 billion.

CREATION OF DISTRIBUTABLE RESERVES OF NEW ARRIS

Under English law, New ARRIS, like other English companies, will only be able to declare dividends, make distributions or repurchase shares (other than by using the proceeds of a new issuance of shares made for that purpose) out of distributable reserves.

Distributable reserves are a company's accumulated realized profits, to the extent not previously utilized by distribution or capitalization, less its accumulated realized losses, to the extent not previously written off in a reduction or reorganization of capital duly made. Immediately following the Combination, New ARRIS will not have any distributable reserves. In order to have sufficient distributable reserves to repurchase shares and/or to pay dividends or make distributions for the foreseeable future, New ARRIS will seek to have an amount approximately equal to the total amount of New ARRIS' share premium account as of a date after the Combination created as distributable reserves following a reduction of capital of New ARRIS implemented through a customary process in the UK, which is subject to the approval of the Court.

Please see "Risk Factors — English law requires that companies meet certain additional financial requirements before they can declare dividends or repurchase shares following the Combination" for more information.

In particular, prior to the closing of the Combination, the current sole shareholder of New ARRIS (which is ARRIS) will pass a resolution to reduce the capital of New ARRIS to allow the creation of distributable reserves. Following the Combination, New ARRIS will therefore seek to obtain the approval of the Court through a customary procedure, which is required in this instance for the creation of distributable reserves to be effective, as soon as practicable. The Court has discretion as to whether to approve the reduction of capital. The Court may not approve the reduction of capital if, among other things, the interests of creditors are not adequately safeguarded. The approval of the Court is expected to be received within six weeks after the completion of the Combination. In the future, earnings of New ARRIS will form part of the distributable reserves of New ARRIS.

TABLE OF CONTENTS

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a general discussion of the material U.S. federal income tax consequences of the Combination to ARRIS and New ARRIS, and the material U.S. federal income tax consequences of the Merger to U.S. Holders and Non-U.S. Holders (each as defined below) of ARRIS shares, and of the subsequent ownership and disposition of New ARRIS shares received by such holders in the Merger.

This discussion is based on provisions of the Code, the Treasury Regulations promulgated thereunder (whether final, temporary, or proposed), administrative rulings of the IRS, judicial decisions, and the United Kingdom-United States Tax Treaty (the "Tax Treaty"), all as in effect on the date hereof, and all of which are subject to differing interpretations or change, possibly with retroactive effect. This discussion does not purport to be a complete analysis or listing of all potential U.S. federal income tax considerations that may apply to a holder as a result of the Merger and the Combination or as a result of the ownership and disposition of New ARRIS shares. In addition, this discussion does not address all aspects of U.S. federal income taxation that may be relevant to particular holders nor does it take into account the individual facts and circumstances of any particular holder that may affect the U.S. federal income tax consequences to such holder, and accordingly, is not intended to be, and should not be construed as, tax advice. This discussion does not address the U.S. federal 3.8% Medicare tax imposed on certain net investment income or any aspects of U.S. federal taxation other than those pertaining to the income tax, nor does it address any tax consequences arising under any U.S. state and local, or non-U.S. tax laws. Holders should consult their own tax advisors regarding such tax consequences in light of their particular circumstances.

No ruling has been requested or will be obtained from the IRS regarding the U.S. federal income tax consequences of the Merger, the Combination or any other related matter; thus, there can be no assurance that the IRS will not challenge the U.S. federal income tax treatment described below or that, if challenged, such treatment will be sustained by a court.

This summary is limited to considerations relevant to U.S. Holders and Non-U.S. Holders that hold ARRIS shares, and, after the completion of the Merger, New ARRIS shares, as "capital assets" within the meaning of section 1221 of the Code (generally, property held for investment). This discussion does not address all aspects of U.S. federal income taxation that may be important to holders in light of their individual circumstances, including holders subject to special treatment under the U.S. tax laws, such as, for example:

- banks or other financial institutions, underwriters, or insurance companies;
- traders in securities who elect to apply a mark-to-market method of accounting;
- real estate investment trusts and regulated investment companies;
- tax-exempt organizations, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts;
- expatriates or former long-term residents of the United States;
- partnerships or other pass-through entities or investors in such entities;
- dealers or traders in securities, commodities or currencies;
- grantor trusts;

- persons subject to the alternative minimum tax;

- U.S. persons whose "functional currency" is not the U.S. dollar;

- persons who received ARRIS shares through the issuance of restricted stock under an equity incentive plan or through a tax-qualified retirement plan or otherwise as compensation;

- persons who own (directly or through attribution) 5% or more (by vote or value) of the outstanding ARRIS shares, or, after the Merger, the outstanding New ARRIS shares; or

TABLE OF CONTENTS

- holders holding ARRIS shares, or, after the Merger, New ARRIS shares, as a position in a "straddle," as part of a "synthetic security" or "hedge," as part of a "conversion transaction," or other integrated investment or risk reduction transaction.

As used in this proxy statement/prospectus, the term "U.S. Holder" means a beneficial owner of ARRIS shares, and, after the Merger, New ARRIS shares received in the Merger, that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;

- a corporation (or other entity that is classified as a corporation for U.S. federal income tax purposes) that is created or organized in or under the laws of the United States or any State thereof or the District of Columbia;

- an estate the income of which is subject to U.S. federal income tax regardless of its source; or

- a trust (i) if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) that has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person for U.S. federal income tax purposes.

For purposes of this discussion, a Non-U.S. Holder means a beneficial owner of ARRIS shares, and, after the Merger, New ARRIS shares received in the Merger, that is neither a U.S. Holder nor a partnership (or an entity or arrangement treated as a partnership) for U.S. federal income tax purposes.

If a partnership, including for this purpose any entity or arrangement that is treated as a partnership for U.S. federal income tax purposes, holds ARRIS shares, and, after the completion of the Merger, New ARRIS shares received in the Merger, the U.S. federal income tax treatment of a partner in such partnership generally will depend on the status of the partner and the activities of the partnership. A holder that is a partnership and the partners in such partnership should consult their own tax advisors with regard to the U.S. federal income tax consequences of the Merger and the subsequent ownership and disposition of New ARRIS shares received in the Merger.

THIS SUMMARY DOES NOT PURPORT TO BE A COMPREHENSIVE ANALYSIS OR DESCRIPTION OF ALL POTENTIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE COMBINATION. ARRIS STOCKHOLDERS SHOULD CONSULT WITH THEIR TAX ADVISORS REGARDING THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE COMBINATION AND OF THE OWNERSHIP AND DISPOSITION OF NEW ARRIS SHARES AFTER THE COMBINATION, INCLUDING THE APPLICABILITY AND EFFECTS OF U.S. FEDERAL, STATE, LOCAL, AND OTHER TAX LAWS.

The discussion under "— U.S. Federal Income Tax Consequences of the Merger to ARRIS Stockholders" constitutes the opinion of Troutman Sanders LLP, counsel to ARRIS, as to the material U.S. federal income tax consequences of the Merger to U.S. Holders and Non-U.S. Holders of ARRIS shares and of the ownership and disposition of New ARRIS shares received by such holders in the Merger, in each case subject to the limitations, exceptions, beliefs, assumptions, and qualifications described in such opinion and otherwise herein.

U.S. Federal Income Tax Consequences of the Merger and the Combination to ARRIS and New ARRIS

U.S. Federal Income Tax Consequences of the Merger to ARRIS

ARRIS should not incur additional U.S. federal income tax solely by virtue of the consummation of the Merger. However, ARRIS will continue to be subject to U.S. tax after the Merger. Furthermore, ARRIS (and its U.S. affiliates) may be subject to limitations on the utilization of certain tax attributes, as described below.

U.S. Federal Withholding Tax Consequences of the Merger to New ARRIS

If, as described below, the Merger qualifies as a reorganization under Section 368(a) of the Code and Section 367(a) of the Code does not apply, then, as described below, New ARRIS should be treated as receiving a distribution from ARRIS Holdings immediately prior to the Merger. This deemed distribution

TABLE OF CONTENTS

should be treated as a taxable dividend to New ARRIS to the extent of ARRIS Holdings' and ARRIS' current and accumulated earnings and profits for the year of the deemed distribution (which should include the accumulated earnings and profits of ARRIS from such year and years prior to the year of the deemed distribution) and should be subject to U.S. withholding tax (at a rate of 5%) in accordance with the Tax Treaty. The amount of ARRIS Holdings' and ARRIS' current and accumulated earnings and profits for the year of the deemed distribution (which is expected to be the 2015 calendar year) is uncertain, but could be substantial. Notwithstanding the foregoing, if it is determined that Section 367(a) of the Code does apply (because, for example, the New ARRIS income amount does not exceed the U.S. shareholders gain amount, as those terms are defined below), the deemed distribution and U.S. withholding tax rules would not apply to ARRIS Holdings.

Tax Residence of New ARRIS for U.S. Federal Income Tax Purposes

Under current U.S. federal income tax law, a corporation generally will be considered to be a tax resident for U.S. federal income tax purposes in its country of organization or incorporation. Accordingly, under generally applicable U.S. federal income tax rules, New ARRIS, which is incorporated under the laws of England and Wales, would be classified as a non-U.S. corporation (and, therefore, not a U.S. tax resident) for U.S. federal income tax purposes. Section 7874, however, contains rules that may cause a non-U.S. corporation to be treated as a U.S. corporation for U.S. federal income tax purposes. These rules are relatively new and complex and there is limited guidance as to their application.

Under Section 7874, a corporation created or organized outside the United States (i.e., a non-U.S. corporation) will nevertheless be treated as a U.S. corporation for U.S. federal income tax purposes (and, therefore, a U.S. tax resident subject to U.S. federal income tax on its worldwide income) if each of the following three conditions are met: (i) the non-U.S. corporation acquires, directly or indirectly, substantially all of the assets held, directly or indirectly, by a U.S. corporation (including through the direct or indirect acquisition of all of the outstanding shares of the U.S. corporation); (ii) after the acquisition, the non-U.S. corporation's "expanded affiliated group" does not have substantial business activities in the non-U.S. corporation's country of organization or incorporation relative to the expanded affiliated group's worldwide activities (as determined under the Treasury Regulations); and (iii) after the acquisition, the former stockholders of the U.S. corporation hold at least 80% (by either vote or value) of the shares of the acquiring non-U.S. corporation by reason of holding shares of the U.S. corporation (which includes the receipt of the non-U.S. corporation's shares in the acquisition), which requirement is referred to in this proxy statement/prospectus as the "Ownership Test."

For purposes of Section 7874, at the Merger effective time, the first two conditions described above will be met because (i) New ARRIS will indirectly acquire all of the assets of ARRIS through the indirect acquisition of all of the ARRIS shares, and (ii) New ARRIS, including its expanded affiliated group, is not expected to have substantial business activities in the United Kingdom for purposes of Section 7874. As a result, the application of Section 7874 to the Combination will depend on the satisfaction of the Ownership Test.

Based on the rules for determining share ownership under Section 7874 and the Treasury Regulations promulgated thereunder, and certain factual assumptions, after the Merger ARRIS stockholders are expected to be treated as holding less than 80% (by both vote and value) of the New ARRIS shares by reason of their ownership of ARRIS shares. As a result, under current law, New ARRIS should be treated as a non-U.S. corporation for U.S. federal income tax purposes. However, whether the Ownership Test has been satisfied must be finally determined after the completion of the Combination, by which time there could be adverse changes to the relevant facts and circumstances. Any changes to the rules in Section 7874 or the Treasury Regulations promulgated thereunder, or other changes in law, could adversely affect New ARRIS' status as a non-U.S. corporation for U.S. federal income tax purposes. Recent legislative proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called inversion transactions. In particular, recent proposals introduced in both houses of the U.S. Congress would, if enacted in their present form and if made retroactively effective to transactions completed during the period in which the Combination occurs,

TABLE OF CONTENTS

would cause New ARRIS to be treated as a U.S. corporation for U.S. federal income tax purposes. It is presently uncertain whether any such legislative proposals or any other legislation relating to Section 7874 or so-called inversion transactions will be enacted into law and, if so, what impact such legislation would have on the tax status of New ARRIS.

In addition, the U.S. Treasury has indicated that it is considering regulatory action in connection with so-called inversion transactions, including, most recently, in the Notice. The regulations described in the Notice would, among other things, make it more difficult for the Ownership Test to be satisfied and would limit or eliminate certain tax benefits to so-called inverted corporations, including with respect to access to certain foreign earnings and/or the ability to restructure the non-U.S. members of the ARRIS group. Although the promulgation of the Treasury Regulations described in the Notice is not expected to affect the tax status of New ARRIS following the Combination, the precise scope and application of the regulatory proposals will not be clear until proposed Treasury Regulations are actually issued. Accordingly, until such regulations are promulgated and fully understood, there can be no assurance that such regulations would not cause New ARRIS to be treated as a U.S. corporation for U.S. federal income tax purposes.

If New ARRIS were to be treated as a U.S. corporation for U.S. federal income tax purposes, it could be subject to substantial additional U.S. tax liability. The remainder of this discussion assumes that New ARRIS will not be treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874.

Potential Limitation on the Utilization of ARRIS' (and its U.S. Affiliates') Tax Attributes

Following the acquisition of a U.S. corporation by a non-US corporation, Section 7874 can limit the ability of the acquired U.S. corporation and its U.S. affiliates to utilize certain U.S. tax attributes (including net operating losses and certain tax credits) to offset U.S. taxable income resulting from certain transactions. Specifically, if (i) the non-U.S. corporation acquires, directly or indirectly, substantially all of the assets held, directly or indirectly, by the U.S. corporation (including through the direct or indirect acquisition of all of the outstanding shares of the U.S. corporation), (ii) after the acquisition, the non-U.S. corporation's "expanded affiliated group" does not have substantial business activities in the non-U.S. corporation's country of organization or incorporation relative to the expanded affiliated group's worldwide activities (as determined under the Treasury Regulations), and (iii) after the acquisition, the former stockholders of the U.S. corporation hold at least 60% (but less than 80%), by either vote or value, of the shares of the acquiring non-U.S. corporation by reason of holding shares of the U.S. corporation, then the taxable income of the U.S. corporation (and any person related to the U.S. corporation) for any given year, within a period beginning on the first date the U.S. corporation's properties were acquired and ending 10 years after the last date the U.S. corporation's properties were acquired, will be no less than that person's "inversion gain" for that taxable year. A person's inversion gain includes gain from the transfer of shares or any other property (other than property held for sale to customers) and income from the license of any property that is either transferred or licensed as part of the acquisition or after the acquisition to a non-U.S. related person.

As discussed above, at the Merger effective time, the first two conditions described above will be met. In addition, the ARRIS stockholders are expected to receive at least 60% (but less than 80%) of the vote and value of the New ARRIS shares by reason of holding ARRIS shares in the Merger. As a result, ARRIS and its U.S. affiliates would be limited in their ability to utilize certain U.S. tax attributes to offset their inversion gain, if any. Neither ARRIS nor its U.S. affiliates expects to recognize any inversion gain as part of the Merger, nor do they currently intend to engage in any transaction in the near future that would generate a material amount of inversion gain. If, however, ARRIS or its U.S. affiliates were to engage in any transaction that would generate any inversion gain in the future, such transaction may be fully taxable to ARRIS or its U.S. affiliates notwithstanding that such entity may have certain deductions and other U.S. tax attributes which, but for the application of Section 7874, would be able available to offset some or all of such gain. Moreover, because the ARRIS stockholders are expected to receive at least 60% of the vote and value of the New ARRIS shares, and because (as discussed in "U.S. Federal Income Tax Consequences of the Merger to ARRIS Stockholders – U.S. Federal Income Tax Consequences of the Merger to U.S. Holders" below) ARRIS stockholders are expected to recognize gain in the Merger, Section 4985 of the Code and rules related thereto should impose an excise tax on the value of certain ARRIS stock-based compensation held directly or indirectly by certain "disqualified individuals" (including officers and directors of ARRIS) at a rate equal to 15%.

TABLE OF CONTENTS

U.S. Federal Income Tax Consequences of the Merger to ARRIS Stockholders

U.S. Federal Income Tax Consequences of the Merger to U.S. Holders

The Merger is intended to, and is structured so that it will, qualify as a "reorganization" within the meaning of Section 368(a) of the Code. Notwithstanding such fact, as discussed above, it is expected that New ARRIS should be respected as a non-U.S. corporation for U.S. federal income tax purposes. As such, it is expected that special rules contained in Section 367(a) of the Code and the Treasury Regulations promulgated thereunder will require that U.S. Holders exchanging ARRIS shares for New ARRIS shares pursuant to the Merger recognize gain, if any, but not loss on such exchange. The amount of gain recognized will equal the excess, if any, of the fair market value of the New ARRIS shares received in the Merger over the U.S. Holder's adjusted tax basis in the ARRIS shares exchanged therefor. Any such gain will be capital gain, and will be long-term capital gain if the U.S. Holder's holding period in its ARRIS shares is more than one year on the closing date of the Merger.

A U.S. Holder's adjusted tax basis in the New ARRIS shares received will be equal to the adjusted tax basis of the ARRIS shares exchanged therefor, increased by the amount of any gain recognized. If gain is recognized, it is unclear whether a U.S. Holder's holding period for the New ARRIS shares will include the holding period for the ARRIS shares surrendered in exchange therefor.

While it is expected that U.S. Holders of ARRIS shares will recognize gain, but not loss, under Section 367(a) of the Code, this tax treatment is not certain. An exception promulgated in the Treasury Regulations provides that Section 367(a) will not apply to certain triangular reorganizations (including those like the Merger) if certain specified conditions (discussed in detail below) are satisfied. Non-recognition treatment provided by the exception depends on certain facts that are subject to change, that could be affected by actions taken by ARRIS and events beyond ARRIS' control, and that cannot be known prior to the end of the taxable year in which the Merger is completed. For example, decreases in the price of ARRIS shares prior to the Merger may decrease the U.S. shareholders gain amount (as defined below) and make it more likely that U.S. Holders will not be required to recognize gain on the Merger. See "— Detailed Discussion of the Exception to Section 367(a) of the Code for Certain Outbound Stock Transfers" beginning on page 83. In addition, the New ARRIS income amount (as defined below) cannot be known until after the end of the taxable year in which the Merger is completed.

Following the completion of the Combination, New ARRIS intends to notify ARRIS shareholders via one or more website announcements regarding whether the specified conditions have been satisfied. These announcements will be updated once actual year-end information becomes available.

Detailed Discussion of the Exception to Section 367(a) of the Code for Certain Outbound Stock Transfers

As noted, Section 367(a) of the Code and Treasury Regulations promulgated thereunder generally require U.S. shareholders to recognize gain (but not loss) if stock of a U.S. corporation is exchanged for stock of a non-U.S. corporation in an otherwise non-taxable reorganization and the U.S. shareholders receive more than 50% (by vote or value) of the stock of the non-U.S. corporation. However, under Treasury Regulations and public pronouncements by the IRS, if certain specified conditions (discussed below) are satisfied, Section 367(a) generally will not apply to a reorganization in which a U.S. subsidiary of a non-U.S. corporation purchases stock of the non-U.S. corporation and uses the purchased stock to acquire another corporation from such corporation's shareholders. Pursuant to the Merger Agreement and the overall plan of reorganization, for U.S. for federal income tax purposes, (i) ARRIS Holdings, a U.S. corporation, should be treated as acquiring New ARRIS shares from New ARRIS, a non-U.S. corporation, in exchange for one or more promissory notes, and (ii) such New ARRIS shares should be treated as used by ARRIS Holdings to acquire ARRIS in the Merger, which is the structure described in the preceding sentence. Accordingly, while it is expected that U.S. Holders of ARRIS shares will recognize gain under Section 367(a) of the Code, if the conditions discussed below are satisfied, Section 367(a) should not apply and the U.S. Holders of ARRIS shares should not recognize any gain or loss on the Merger.

Under the applicable Treasury Regulations and public pronouncements by the IRS, under specified circumstances, the acquisition of the New ARRIS shares by ARRIS Holdings in exchange for one or more promissory notes is treated as a deemed distribution by ARRIS Holdings to New ARRIS (referenced herein

TABLE OF CONTENTS

as the "deemed distribution") in an amount equal to the fair market value of the promissory note. The deemed distribution is subject to Section 301 of the Code. The specified conditions referenced above are satisfied if, as a factual and legal matter: (1) a portion of the deemed distribution to New ARRIS would be treated as a dividend under Section 301(c)(1) of the Code (which is determined based on the current and accumulated earnings and profits of ARRIS Holdings (as determined for U.S. federal income tax purposes and as adjusted under the applicable Treasury Regulations and public pronouncements by the IRS to include the earnings and profits of ARRIS)), (2) New ARRIS is subject to U.S. withholding tax on such amount, and (3) the sum of (a) the portion of the deemed distribution to New ARRIS that is treated as a dividend and (b) the portion of the deemed distribution that is treated as gain under Section 301(c)(3) of the Code that is subject to U.S. federal income tax in the hands in New ARRIS (such sum referenced herein as the "New ARRIS income amount"), exceeds the aggregate built-in gain (generally, fair market value minus adjusted tax basis) in the ARRIS shares transferred to ARRIS Holdings by all U.S. Holders in the Merger (such built-in gain is referenced herein as the "U.S. shareholders gain amount.") As noted above, if, instead, the U.S. shareholders gain amount is equal to or exceeds the New ARRIS income amount, the deemed distribution rule of the applicable Treasury Regulations and public pronouncements by the IRS will not be applicable to New ARRIS, but then U.S. Holders will be subject to Section 367(a) as described above.

For purposes of determining New ARRIS income amount, the amount of ARRIS Holdings applicable earnings and profits, which should include the current and accumulated earnings and profits of ARRIS under public pronouncements by the IRS, for the taxable year that includes the Merger (which is expected to be the 2015 calendar year) will depend on overall business conditions and the overall tax position of ARRIS Holdings and ARRIS for that taxable year. Such earnings and profits, if any, will take into account, among other things, taxable operating income and loss as well as taxable non-operating income and loss (including dispositions outside the ordinary course of business and extra-ordinary items), subject to certain adjustments, and cannot be determined until the end of the taxable year in which the Merger is completed. If ARRIS Holdings has positive applicable earnings and profits, and if the New ARRIS income amount exceeds the U.S. shareholders gain amount, New ARRIS will be subject to withholding on the deemed dividend received from ARRIS Holdings.

It is uncertain whether the New ARRIS income amount will exceed the U.S. shareholders gain amount, because the U.S. shareholders gain amount cannot be known with certainty until after the closing date of the Merger. The U.S. shareholders gain amount will depend on the trading price of the ARRIS shares and the tax basis of such stock at the time of the Merger, neither of which can be predicted with certainty. In particular, increases in the ARRIS share price prior to the Merger would increase the U.S. shareholders gain amount and make it more likely that U.S. Holders of ARRIS shares will be required to recognize gain (but not loss) on the Merger. Similarly decreases in the ARRIS share price make it less likely. Moreover, because ARRIS is a public company, information as to the tax basis of the ARRIS shares will not be determinable with certainty or obtainable from all U.S. Holders and is subject to change based on trading activity in the shares. Following closing, New ARRIS will undertake a study to estimate the tax basis of the ARRIS shares at the time of the Merger in order to assist in evaluating whether U.S. Holders of ARRIS shares will be required to recognize gain (but not loss) on the Merger. Further, the sampling methodology used to determine the U.S. shareholders gain amount or the amount of gain so determined may be challenged by the IRS, and if the IRS were to make such a challenge, there is no assurance that a court would not agree with the IRS.

U.S. Holders should consult their own tax advisors as to the particular consequences to them of the exchange of ARRIS shares for New ARRIS shares pursuant to the Merger. The remainder of this discussion assumes that the Merger will qualify as a reorganization and that New ARRIS will be considered a non-U.S. corporation.

TABLE OF CONTENTS

U.S. Federal Income Tax Consequences of the Merger to Non-U.S. Holders

A Non-U.S. Holder generally will not be subject to U.S. federal income tax on any gain recognized in the Merger unless:

- the recognized gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States, and if required by an applicable tax treaty, is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States; or

- the Non-U.S. Holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year in which the Merger occurs, and certain other requirements are met.

Unless an applicable treaty provides otherwise, the recognized gain described in the first bullet point above generally will be subject to U.S. federal income tax on a net income basis in the same manner as if such Non-U.S. holder were a U.S. person, as described under "— U.S. Federal Income Tax Consequences of the Merger to U.S. Holders" above). A Non-U.S. Holder that is a corporation also may be subject to a branch profits tax equal to 30% (or such lower rate specified by an applicable tax treaty) of its effectively connected earnings and profits for the taxable year, as adjusted for certain items. Non-U.S. Holders should consult their tax advisors regarding any applicable tax treaties that may provide for different rules.

Recognized gain described in the second bullet point above generally will be subject to U.S. federal income tax at a flat 30% rate (or such lower rate specified by an applicable income tax treaty), but may be offset by U.S.-source capital losses of the Non-U.S. Holder, if any.

U.S. Federal Income Tax Consequences to U.S. Holders of the Ownership and Disposition of New ARRIS Shares

The following discussion is a summary of certain material U.S. federal income tax consequences of the ownership and disposition of New ARRIS shares to ARRIS stockholders who receive such New ARRIS shares pursuant to the Merger.

Distributions on New ARRIS Shares

The gross amount of any distribution on New ARRIS shares that is made out of New ARRIS' current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) generally will be taxable to a U.S. Holder as ordinary dividend income on the date such distribution is actually or constructively received by such U.S. Holder. Any such dividends paid to corporate U.S. Holders generally will not qualify for the dividends-received deduction that may otherwise be allowed under the Code. In general, the dividend income would be treated as foreign source, passive income for U.S. federal foreign tax credit limitation purposes.

Dividends received by non-corporate U.S. Holders (including individuals), subject to the discussion below under "— Passive Foreign Investment Company Status," from a "qualified foreign corporation" may be eligible for reduced rates of taxation, provided that certain holding period requirements and other conditions are satisfied. For these purposes, a non-U.S. corporation will be treated as a qualified foreign corporation if it is eligible for the benefits of a comprehensive income tax treaty with the United States which is determined by the U.S. Treasury to be satisfactory for purposes of these rules and which includes an exchange of information provision. The U.S. Treasury has determined that the Tax Treaty meets these requirements. A non-U.S. corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the United States. U.S. Treasury guidance indicates that shares listed on the NASDAQ (which the New ARRIS shares are expected to be) will be considered readily tradable on an established securities market in the United States. There can be no assurance that the New ARRIS shares will be considered readily tradable on an established securities market in future years. Non-corporate U.S. Holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as "investment income" pursuant to Section 163(d)(4) of the Code (dealing with the deduction for investment interest expense) will not be eligible for the reduced rates of taxation regardless of New ARRIS' status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to

85

TABLE OF CONTENTS

positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. Finally, New ARRIS will not constitute a qualified foreign corporation for purposes of these rules if it is a passive foreign investment company, or "PFIC," for the taxable year in which it pays a dividend or for the preceding taxable year. See the discussion below under "— Passive Foreign Investment Company Status."

The amount of any dividend paid in foreign currency will be the U.S. dollar value of the foreign currency distributed by New ARRIS, calculated by reference to the exchange rate in effect on the date the dividend is includible in the U.S. Holder's income, regardless of whether the payment is in fact converted into U.S. dollars on the date of receipt. Generally, a U.S. Holder should not recognize any foreign currency gain or loss if the foreign currency is converted into U.S. dollars on the date the payment is received. However, any gain or loss resulting from currency exchange fluctuations during the period from the date the U.S. Holder includes the dividend payment in income to the date such U.S. Holder actually converts the payment into U.S. dollars will be treated as ordinary income or loss. That currency exchange income or loss (if any) generally will be income or loss from U.S. sources for foreign tax credit limitation purposes.

To the extent that the amount of any distribution made by New ARRIS on the New ARRIS shares exceeds New ARRIS' current and accumulated earnings and profits for a taxable year (as determined under U.S. federal income tax principles), the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the U.S. Holder's New ARRIS shares, and to the extent the amount of the distribution exceeds the U.S. Holder's tax basis, the excess will be taxed as capital gain recognized on a sale or exchange as described below under "— Sale, Exchange, Redemption or Other Taxable Disposition of New ARRIS Shares."

It is possible that New ARRIS is, or at some future time will be, at least 50% owned by U.S. persons. Dividends paid by a foreign corporation that is at least 50% owned by U.S. persons may be treated as U.S. source income (rather than foreign source income) for foreign tax credit purposes to the extent the foreign corporation has more than an insignificant amount of U.S. source income. The effect of this rule may be to treat a portion of any dividends paid by New ARRIS as U.S. source income. Treatment of the dividends as U.S. source income in whole or in part may limit a U.S. holder's ability to claim a foreign tax credit with respect to foreign taxes payable or deemed payable in respect of the dividends paid by New ARRIS or on other items of foreign source, passive income for U.S. federal foreign tax credit limitation purposes. The Code permits a U.S. Holder entitled to benefits under the Tax Treaty to elect to treat dividends paid by New ARRIS as foreign source income for foreign tax credit purposes if that dividend income is separated from other income items for purposes of calculating the U.S. holder's foreign tax credit. U.S. Holders should consult their own tax advisors about the desirability and method of making such an election.

Sale, Exchange, Redemption or Other Taxable Disposition of New ARRIS Shares

Subject to the discussion below under "— Passive Foreign Investment Company Status," a U.S. Holder generally will recognize gain or loss on any sale, exchange, redemption, or other taxable disposition of New ARRIS shares in an amount equal to the difference between the amount realized on the disposition and such U.S. Holder's adjusted tax basis in such shares. Any gain or loss recognized by a U.S. Holder on a taxable disposition of New ARRIS shares generally will be capital gain or loss and will be long-term capital gain or loss if the holder's holding period in such shares exceeds one year at the time of the disposition. Preferential tax rates may apply to long-term capital gains of non-corporate U.S. Holders (including individuals). The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. Holder on the sale or exchange of New ARRIS shares generally will be treated as U.S. source gain or loss.

Passive Foreign Investment Company Status

Notwithstanding the foregoing, certain adverse U.S. federal income tax consequences could apply to a U.S. Holder if New ARRIS is treated as a PFIC for any taxable year during which such U.S. Holder holds New ARRIS shares. A non-U.S. corporation, such as New ARRIS, will be classified as a PFIC for U.S. federal income tax purposes for any taxable year in which, after the application of certain look-through rules, either (i) 75% or more of its gross income for such year is "passive income" (as defined in the relevant provisions of the Code) or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly

TABLE OF CONTENTS

average) during such year produce or are held for the production of passive income. Passive income generally includes dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income and net foreign currency gains.

New ARRIS is not currently expected to be treated as a PFIC for U.S. federal income tax purposes, but this conclusion is a factual determination made annually and, thus, is subject to change. With certain exceptions, the New ARRIS ordinary shares would be treated as stock in a PFIC if New ARRIS were a PFIC at any time during a U.S. Holder's holding period in such U.S. Holder's New ARRIS shares. There can be no assurance that New ARRIS will not be treated as a PFIC for any taxable year or at any time during a U.S. Holder's holding period.

If New ARRIS were to be treated as a PFIC, unless a U.S. Holder elects to be taxed annually on a mark-to-market basis with respect to its New ARRIS shares, gain realized on any sale or exchange of such NEW ARRIS shares and certain distributions received with respect to such shares could be subject to additional U.S. federal income taxes, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules. In addition, dividends received with respect to New ARRIS shares would not constitute qualified dividend income eligible for preferential tax rates if New ARRIS is treated as a PFIC for the taxable year of the distribution or for its preceding taxable year. U.S. Holders should consult their own tax advisors regarding the application of the PFIC rules to their investment in the New ARRIS shares.

U.S. Federal Income Tax Consequences to Non-U.S. Holders of the Ownership and Disposition of New ARRIS Shares

In general, a Non-U.S. Holder of New ARRIS shares will not be subject to U.S. federal income tax or, subject to the discussion below under "— Information Reporting and Backup Withholding," U.S. federal withholding tax on any dividends received on New ARRIS shares or any gain recognized on a sale or other disposition of New ARRIS shares (including any distribution to the extent it exceeds the adjusted basis in the Non-U.S. Holder's New ARRIS shares) unless:

- the dividend or gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States, and if required by an applicable tax treaty, is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States; or

- in the case of gain only, the Non-U.S. Holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year of the sale or disposition, and certain other requirements are met.

A Non-U.S. Holder that is a corporation may also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable tax treaty) on its effectively connected earnings and profits for the taxable year, as adjusted for certain items.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to dividends received by U.S. Holders of New ARRIS shares, and the proceeds received on the disposition of New ARRIS shares effected within the United States (and, in certain cases, outside the United States), in each case, other than U.S. Holders that are exempt recipients (such as corporations). Backup withholding (currently at a rate of 28%) may apply to such amounts if the U.S. Holder fails to provide an accurate taxpayer identification number (generally on an IRS Form W-9 provided to the paying agent or the U.S. Holder's broker) or is otherwise subject to backup withholding.

Certain U.S. Holders holding specified foreign financial assets with an aggregate value in excess of the applicable dollar threshold are required to report information to the IRS relating to New ARRIS shares, subject to certain exceptions (including an exception for New ARRIS shares held in accounts maintained by U.S. financial institutions), by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax return, for each year in which they hold New ARRIS shares. Such U.S. Holders should consult their own tax advisors regarding information reporting requirements relating to their ownership of New ARRIS shares.

TABLE OF CONTENTS

Dividends paid with respect to New ARRIS shares and proceeds from the sale or other disposition of New ARRIS shares received in the United States by a Non-U.S. Holder through certain U.S.-related financial intermediaries may be subject to information reporting and backup withholding unless such Non-U.S. Holder provides to the applicable withholding agent the required certification as to its non-U.S. status, such as by providing a valid IRS Form W-8BEN, IRS Form W-8BEN-E or IRS Form W-ECI, or otherwise establishes an exemption, and otherwise complies with the applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or credit against a holder's U.S. federal income tax liability, if any, provided the required information is timely furnished to the IRS.

TABLE OF CONTENTS

CERTAIN UNITED KINGDOM TAX CONSIDERATIONS

The comments set out below summarize the material aspects of the United Kingdom taxation treatment of New ARRIS shareholders in respect of their holding of shares in New ARRIS and do not purport to be either (i) a complete analysis of all tax considerations relating to the New ARRIS shares or (ii) an analysis of the tax position of New ARRIS, ARRIS or Pace. They are based on current UK legislation and what is understood to be current HM Revenue and Customs ("HMRC") practice, both of which are subject to change, possibly with retrospective effect.

The comments are intended as a general guide and apply only to New ARRIS shareholders who are resident for tax purposes in the UK, who hold their New ARRIS shares as an investment (other than under a personal equity plan or individual savings account) and who are the absolute beneficial owners of their New ARRIS shares. These comments do not deal with certain types of New ARRIS shareholders such as charities, dealers in securities, persons holding or acquiring shares in the course of a trade, persons who have or could be treated for tax purposes as having acquired their New ARRIS shares by reason of their employment, collective investment schemes, persons subject to UK tax on the remittance basis and insurance companies. New ARRIS shareholders are encouraged to consult an appropriate independent professional tax advisor in respect of their tax position.

The discussion hereunder constitutes the opinion of Herbert Smith Freehills LLP, counsel to ARRIS, as to the material UK tax consequences of the holding of New ARRIS shares to New ARRIS shareholders who are resident for tax purposes in the UK, subject to the limitations, exceptions, beliefs, assumptions, and qualifications described in such opinion and otherwise herein.

Disposal of New ARRIS Shares

A disposal or deemed disposal of New ARRIS shares by a shareholder who is resident in the United Kingdom for tax purposes may, depending on the particular circumstances of the New ARRIS shareholder and subject to any available exemptions or reliefs, give rise to a chargeable gain or an allowable loss for capital gains tax purposes.

Individuals

An individual New ARRIS shareholder who is resident in the United Kingdom for tax purposes and whose total taxable gains and income in a given tax year, including any gains made on the disposal or deemed disposal of his New ARRIS shares, are less than or equal to the upper limit of the income tax basic rate band applicable in respect of that tax year (currently £31,785, or approximately $48,777 based on the exchange rate as of August 31, 2015)) (the "Band Limit") will generally be subject to capital gains tax at a flat rate of 18% in respect of any gain arising on a disposal or deemed disposal of his New ARRIS shares.

An individual New ARRIS shareholder who is resident in the United Kingdom for tax purposes and whose total taxable gains and income in a given tax year, excluding any gains made on the disposal or deemed disposal of his New ARRIS shares, are more than the Band Limit will generally be subject to capital gains tax at a flat rate of 28% in respect of the gain arising on a disposal or deemed disposal of his New ARRIS shares.

Corporation Tax Payers

A gain on the disposal or deemed disposal of New ARRIS shares by a person within the charge to UK corporation tax will form part of the person's profits chargeable to corporation tax (the rate of which is currently 20%). For such New ARRIS shareholders tax indexation allowance may be available in respect of the full period of ownership of the New ARRIS shares to reduce any chargeable gain arising (but not to create or increase any allowable loss).

Overseas Shareholders and Temporary Non-residents

Subject to the paragraph below (dealing with temporary non-residents) New ARRIS shareholders who are not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains, unless they carry on a trade, profession or vocation in the UK through a branch or agency or (in the case of a company) permanent establishment and the New ARRIS shares disposed of are used or held for the purposes of that branch, agency or permanent establishment.

TABLE OF CONTENTS

However, New ARRIS shareholders who are not resident in the UK may be subject to charges to foreign taxation depending on their personal circumstances.

A New ARRIS shareholder who is an individual, who has ceased to be resident for tax purposes in the UK for a period of less than five years and who disposes of New ARRIS shares during that period may be liable to UK taxation on capital gains (subject to any available exemption or relief). If applicable, the tax charge will arise in the tax year that the individual returns to the UK.

Taxation of Dividends on New ARRIS Shares

New ARRIS will not be required to withhold in respect of UK tax at source from dividend payments it makes.

Individuals – Pre-April 6, 2016

A New ARRIS shareholder who is an individual resident in the UK for tax purposes and who receives a dividend from New ARRIS will be entitled to a tax credit which may be set off against his total income tax liability. The tax credit will be equal to 10% the aggregate of the dividend and the tax credit (the "Gross Dividend"), which is also equal to one-ninth of the amount of the cash dividend received.

In the case of such a New ARRIS shareholder who is not liable to UK income tax at either the higher or the additional rate, that New ARRIS shareholder will be subject to UK income tax on the Gross Dividend at the rate of 10%. The tax credit will, in consequence, satisfy in full the New ARRIS shareholder's liability to UK income tax on the Gross Dividend.

In the case of a New ARRIS shareholder who is liable to UK income tax at the higher rate, the New ARRIS shareholder will be subject to UK income tax on the Gross Dividend, at the rate of 32.5%, to the extent that the Gross Dividend falls above the threshold for the higher rate of UK income tax but below the threshold for the additional rate of UK income tax when it is treated as the top slice of the New ARRIS shareholder's income. The tax credit will, in consequence, satisfy only part of the New ARRIS shareholder's liability to UK income tax on the Gross Dividend and the New ARRIS shareholder will have to account for UK income tax equal to 22.5% of the Gross Dividend (which is also equal to 25% of the cash dividend received). For example, if the New ARRIS shareholder received a dividend of £80 (or approximately $123 based on the exchange rate as of August 31, 2015) from New ARRIS, the dividend received would carry a tax credit of £8.89 (or approximately $13.64 based on the exchange rate as of August 31, 2015) and therefore represent a Gross Dividend of £88.89 (or approximately $136.41 based on the exchange rate as of August 31, 2015). The New ARRIS shareholder would then be required to account for UK income tax of £20 (or approximately $31 based on the exchange rate as of August 31, 2015) on the Gross Dividend (being £28.89 (i.e. 32.5% of £88.89) less £8.89 (i.e. the amount of the tax credit)).

In the case of a New ARRIS shareholder who is liable to UK income tax at the additional rate, the New ARRIS shareholder will be subject to UK income tax on the Gross Dividend, at the rate of 37.5%, to the extent that the Gross Dividend falls above the threshold for the additional rate of UK income tax when it is treated as the top slice of the New ARRIS shareholder's income. After setting off the tax credit comprised in the Gross Dividend, the New ARRIS shareholder will, accordingly, have to account for UK income tax equal to 27.5% of the Gross Dividend (which is also equal to 30.55% of the cash dividend received). For example, if the New ARRIS shareholder received a dividend of £80 from New ARRIS, the dividend received would carry a tax credit of £8.89 and therefore represent a Gross Dividend of £88.89. The New ARRIS shareholder would then be required to account for UK income tax of £24.44 on the Gross Dividend (being £33.33 (i.e. 37.5% of £88.89) less £8.89 (i.e. the amount of the tax credit)).

A UK resident individual New ARRIS shareholder whose liability to UK income tax in respect of a dividend received from New ARRIS is less than the tax credit attaching to the dividend will not be entitled to any payment from HMRC in respect of any part of the tax credit attaching to the dividend.

Individuals – Post April 6, 2016

The UK Government announced in its Summer Budget 2015 that the taxation of dividends received by individuals will change from April 6, 2016 onwards. The legislation enacting this change has not yet been made available and may differ from the details announced thus far. The summary set out below is based on information published as of the Summer Budget 2015.

TABLE OF CONTENTS

The U.K. Government announced that from April 6, 2016 the dividend tax credit referred to above will be replaced by a new £5,000 tax-free dividend allowance.

A New ARRIS shareholder who is an individual resident in the UK for tax purposes and who receives a dividend from New ARRIS after April 6, 2016 will not pay any income tax on the first £5,000 of dividend income they receive.

A New ARRIS shareholder who is not liable to UK income tax at either the higher or the additional rate will be subject to UK income tax on any dividend income in excess of £5,000 at the rate of 7.5%.

A New ARRIS shareholder who is liable to UK income tax at the higher rate will be subject to UK income tax on any dividend income in excess of £5,000 at the rate of 32.5% to the extent that the dividend income in excess of £5,000 falls above the threshold for the higher rate of UK income tax but below the threshold for the additional rate of UK income tax when it is treated as the top slice of the New ARRIS shareholder's income.

A New ARRIS shareholder who is liable to UK income tax at the additional rate will be subject to UK income tax on any dividend income in excess of £5,000, at the rate of 38.1% to the extent that the dividend income in excess of £5,000 falls above the threshold for the additional rate of UK income tax when it is treated as the top slice of the New ARRIS shareholder's income.

Companies

New ARRIS shareholders within the charge to UK corporation tax which are "small companies" (for the purposes of UK taxation of dividends) will not generally be subject to tax on dividends paid on the New ARRIS shares, provided certain conditions are met.

Other New ARRIS shareholders within the charge to UK corporation tax will not be subject to tax on dividends on the New ARRIS shares so long as (i) the dividends fall within an exempt class and (ii) do not fall within certain specified anti-avoidance provisions and (iii) the New ARRIS shareholder has not elected for the dividends not to be exempt. Each New ARRIS shareholder's position will depend on its own individual circumstances, although it would normally be expected that dividends paid on the New ARRIS shares would fall within an exempt class. Examples of dividends that are within an exempt class are dividends in respect of portfolio holdings, where the recipient owns less than 10% of the issued share capital of the payer (or any class of that share capital). New ARRIS shareholders will need to ensure that they satisfy the requirements of an exempt class before treating any dividend as exempt, and seek appropriate professional advice where necessary.

Stamp duty and stamp duty reserve tax ("SDRT")

The Pace Acquisition

The transfer of the Pace shares will be subject to stamp duty at the rate of 0.5% of the amount or value of the consideration given in cash and New ARRIS shares (the liability being rounded up to the nearest £5). SDRT will also be payable on the agreement to transfer the Pace shares (again at 0.5% of the amount or value of the consideration), but this liability would be discharged if stamp duty is duly paid on the Court order transferring the Pace shares within six years of the agreement. New ARRIS will be responsible for paying any such stamp duty or SDRT payable in connection with the transfer of the Pace shares to it under the Scheme.

Issue of the New ARRIS Ordinary Shares

No SDRT should generally be payable, and no liability to stamp duty should arise, in respect of the issuance of the New ARRIS shares as part of the Combination to Cede, as nominee of DTC for the benefit of New ARRIS shareholders.

Subsequent Transfers of the New ARRIS Ordinary Shares

Transfers of the New ARRIS shares within the DTC should not be subject to stamp duty or SDRT provided that no instrument of transfer is entered into and that no election that applies to the New ARRIS shares is or has been made by DTC or Cede under section 97A of the Finance Act 1986 (the "Finance

TABLE OF CONTENTS

Act"). In this regard DTC has confirmed that neither DTC nor Cede has made an election under section 97A of the Finance Act which would affect the New ARRIS shares to be issued to Cede, as nominee of DTC, as part of the Combination.

Transfers of New ARRIS shares within DTC where an election that applies to the New ARRIS shares is or has been made under section 97A of the Finance Act generally will be subject to SDRT at the rate of 0.5% of the amount or value of the consideration for such transfer.

Transfers of New ARRIS shares that are held in certificated form generally will be subject to stamp duty of the amount or value of the consideration given (the liability being rounded up to the nearest £5). SDRT will also be payable on an agreement to transfer such New ARRIS shares, generally at the rate of 0.5% of the amount or value of the consideration given under the agreement to transfer the New ARRIS shares, but this liability would be discharged if stamp duty is duly paid on the instrument transferring the New ARRIS shares within six years of the agreement.

If New ARRIS shares (or interests therein) are subsequently transferred into a clearance system (including DTC) or to a depositary, stamp duty or SDRT will generally be payable the rate of 1.5% of the amount or value of the consideration given or, in certain circumstances, the value of the shares (save to the extent that an election which applies to the New ARRIS shares is or has been made under section 97A of the Finance Act).

The purchaser or the transferee of the New ARRIS shares will generally be responsible for paying any stamp duty or SDRT payable.

Inheritance Tax

The New ARRIS shares will be assets situated in the UK for the purposes of UK inheritance tax. A gift or settlement of such assets by, or on the death of, an individual holder of such assets may give rise to a liability to UK inheritance tax even if the holder is not a resident of or domiciled in the UK. A charge to UK inheritance tax may also arise in certain circumstances where New ARRIS shares are held by close companies and trustees of settlements. However, pursuant to the Treaty, a gift or settlement of New ARRIS shares by New ARRIS shareholders who are domiciled in the US for the purposes of the Treaty should generally not give rise to a liability to UK inheritance tax.

TABLE OF CONTENTS

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

In considering the recommendation of the ARRIS Board to adopt the Merger Agreement, ARRIS stockholders should be aware that non-employee directors and executive officers of ARRIS have certain interests in the Combination that may be different from, or in addition to, the interests of ARRIS stockholders generally. These interests are described in more detail below. The ARRIS Board was aware of and considered these interests, among other matters, in evaluating, negotiating and approving the Merger Agreement and the Combination and in making its recommendation that the ARRIS stockholders adopt the Merger Agreement.

U.S. Tax Code Section 4985 Excise Tax

Excise Tax Reimbursement

Section 4985 of the Code imposes a 15% excise tax on the value of certain equity compensation held by ARRIS' executive officers and directors if they hold that compensation at any time during the period commencing six months before and ending six months after the closing of the Combination. The excise tax is payable by the executive officer or director (and is in addition to the income and other taxes imposed on equity compensation) and applies where the value of the equity compensation is based upon (or determined by reference to) the value or change in value of the stock of ARRIS (or New ARRIS). This includes the time-based and performance-based restricted shares held by the executive officers and the stock units held by the directors. The excise tax does not apply to interests in ARRIS' Employee Stock Purchase Plan and any outstanding qualified incentive stock options. In addition, the excise tax will not apply to equity compensation that is included in individual's income (for U.S. income tax purposes) prior to the closing of the Combination. It also does not apply in the event that the Merger is not taxable to ARRIS stockholders and Section 367(a) of the Code applies.

As of June 30, 2015, the directors and executive officers held approximately 2.3 million shares and units that, absent action by ARRIS, will be subject to the excise tax at the closing of the Combination.

The ARRIS Board considered the excise tax at the time it approved the Combination. Based upon recent similar transactions, it considered that ARRIS might reimburse the executive officers and directors for the tax as well as for any additional taxes attributable to reimbursement, and the financial analysis considered by the ARRIS Board at the time the Combination was approved included an estimate of that reimbursement. However, at that time the ARRIS Board did not approve any reimbursements as part of its approval of the Combination, with its intent being that the Compensation Committee of the ARRIS Board would consider the matter further and determine the appropriate action, if any, to be taken by ARRIS with respect to the excise tax.

Following the announcement of the Combination, the Compensation Committee held several meetings to consider the excise tax issue. As part of its analysis, the Compensation Committee was advised in this process by Longnecker and Associates, an independent compensation consultant, as well as by independent legal counsel. Under the current understanding of Section 4985 of the Code, they advised the Compensation Committee that there were four viable alternatives with respect to the treatment of the excise tax payable by the executive officers and directors:

- Reimburse the executive officers and directors for the amount of the excise tax and for any additional taxes attributable to reimbursement, which we refer to as a "tax equalization payment."

This was the most expensive alternative for ARRIS, but would have the benefit of insuring that 100% of the incentive and retention aspects of the equity awards remain in place.

- Accelerate the vesting for some or all of the outstanding awards so as to reduce the value of the equity compensation subject to the excise tax and reimburse the excise tax and additional taxes attributable to reimbursement for any awards that are not accelerated.

This would reduce the cash payable by ARRIS, but also potentially would reduce the incentive and retention value of the awards. In addition, depending on what vesting rate was used for the acceleration of the performance-based

restricted shares, it could result in the executive officers receiving more (or fewer) shares than he or she otherwise would receive based upon the ultimate actual performance.

TABLE OF CONTENTS

- Convert outstanding awards into cash-based awards not tied to the performance of ARRIS' stock, which would, depending upon the timing of the closing of the Combination, eliminate those new awards from the applicability of the excise tax.

This would eliminate any cash required for payment of the excise tax, but would still require ARRIS to make significant cash payments at the time of vesting and would not eliminate the excise tax if the Combination closed within six months of the conversion of the awards.

- Take no action at all.

While there would be no cash cost to ARRIS, this alternative would result in the executive officers and directors not receiving the intended compensation benefits of the awards as a result of the imposition of an excise tax that was not contemplated when the awards were issued.

Potential Excise Tax Payments of Executive Officers

In considering these options with respect to executive officers, the Compensation Committee considered the number and value of the awards outstanding, the amount of the excise tax that would be due, and the amount of the tax equalization payment that would be needed to fully reimburse the executive officers for the excise taxes and any related reimbursements (assuming no acceleration or conversion to cash-based awards of outstanding equity compensation):

	No. of Shares(1)	Value(2)	Excise Tax	Estimated Tax Equalization Payment
Jim Brennan	141,766	$ 5,316,225	$ 797,434	$ 2,152,318
Vicki Brewster	16,701	$ 626,288	$ 93,943	$ 253,558
Ron Coppock	195,444	$ 7,329,150	$ 1,099,373	$ 2,967,267
Patrick Macken	12,040	$ 451,500	$ 67,725	$ 182,794
Larry Margolis	215,336	$ 8,075,100	$ 1,211,265	