



## LETTER OF TRANSMITTAL

**TO: VALIANT TRUST**  
600-750 Cambie Street  
Vancouver, BC V6B 0A2

The undersigned hereby represents and warrants that:

1) the undersigned is the owner of the number of common shares of ARRIS HOLDINGS INC. ("Common Shares") represented by the share certificate(s) described below and delivered herewith; and

### DESCRIPTION OF CERTIFICATES DEPOSITED *(Please Print)*

Certificate Number(s)	Name(s) in Which Registered	Number of Shares
Note: If space is not sufficient, please attach a list in the above form.		Total:

2) The undersigned hereby represents and warrants that the undersigned has good title to the shares represented by the above-mentioned share certificate(s) free and clear of all liens, charges, encumbrances and adverse claims, and has full power and authority to herewith deposit such certificates. All of the rights represented by the above-mentioned share certificate(s) are deposited in order that they may be exchanged for a new share certificate reflecting the new CUSIP/ISIN number assigned to the Common Shares as a result of:

(i) The Change of name Resolution **AND** the Share Division Resolution

- 3) The foregoing resolutions were submitted for approval of shareholders at the Annual General and Special Meeting of shareholders of ARRIS HOLDINGS INC. held on February 7<sup>th</sup>, 2014, or any adjournment or postponement thereof.
- 4) No fractional common shares of ARRIS will be issued if as a result of the Division a holder would otherwise be entitled to a fraction of a common share, the number of shares of ARRIS the holder will receive will be rounded up if the fractional share is equal to or greater than 0.5 and rounded down if the fraction is less than 0.5. Each registered holder will have his holdings aggregated and will be entitled to receive only one whole common share for any fractional interest resulting from the Division of his holdings, as determined on an aggregated basis.
- 5) You are hereby authorized and directed to cause the certificates representing the common shares of ARRIS which the undersigned is entitled to receive in exchange for the deposited certificates to be registered in the name or names as indicated in Block A and to forthwith send the certificates representing the common shares of ARRIS which the

undersigned is entitled to receive to the address or addresses indicated in Block B below (and if no name or address is indicated, then in the name or names of and to the address or addresses of the undersigned as such appears at the bottom of this Transmittal Letter or on the shareholder register held at Valiant Trust Company).

BLOCK A – Issue in the name of:	BLOCK B – send to same address as Block A <input type="checkbox"/> or to:
Name (Please Type or Print)	Name (Please Type or Print)
(Address) (City, Province, Postal Code)	(Address) (City, Province, Postal Code)
Name (Please Type or Print)	<input type="checkbox"/> Hold for Pick-up
(Address) (City, Province, Postal Code)	<b>Signature of Shareholder</b> (See Instruction 1(c) and (d))
(Dated)	<b>Signature Guaranteed</b> - (See Instruction 1(d) and 2(a))
	<b>Signature of Guarantor</b>

#### TRANSMITTAL INSTRUCTIONS

1. Use of Letter of Transmittal
  - (a) Each holder of common shares of Arris Holdings Inc. (“ARRIS”) may, as soon as practicable after receipt hereof, send or deliver the Transmittal Letter completely filled in and properly signed, together with the share certificate(s) described to Valiant Trust Company (the “Trust Company”) at the office specified in the Transmittal Letter.
  - (b) The method of delivery of certificates to the Trust Company is at the option and risk of the holder, but if mail is used, registered mail with return receipts requested, properly insured, is recommended.
  - (c) Share certificate(s) registered in the name of the person whom (or on whose behalf) the Transmittal Letter is signed need not be endorsed or accompanied by a stock transfer power other than the one contained in the Transmittal Letter. The signature(s) on the Transmittal Letter must correspond in every respect with the name(s) of the registered holder(s) appearing on the face of the certificate(s).
  - (d) Share certificate(s) not registered in the name of the person (or on whose behalf) the Transmittal Letter is signed, must be properly endorsed by the registered holder thereof or deposited together with stock transfer power(s) properly completed by the registered holder with signature guaranteed in each case, as noted in sub-paragraph 2(a) below, and must be in proper form for transfer.
2. Signature on Transmittal Letter
  - (a) The Transmittal Letter must be filled in and properly signed by the registered holder of certificates or by his duly authorized representative. Where the certificate representing common shares of ARRIS are requested to be registered in the name of a person other than the registered holder of the certificates or are to be forwarded to an address other than the address of the former holder of the common shares, as such name appears on the records of ARRIS, such signature must be guaranteed by any of a Canadian Schedule A chartered bank, Canadian trust company, or a member of an acceptable Medallion Guarantee

program, or in some other manner satisfactory to the Trust Company.

- (b) Where the Transmittal Letter is executed on behalf of a corporation, partnership or association, or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Transmittal Letter must be accompanied by satisfactory evidence of the representative's authority to act.

3. Special Registration and Delivery Instructions

Indicate the name(s) in which the common shares of ARRIS which you are entitled to receive are to be registered in Block A of the Transmittal Letter and the address(es) to which such common shares of ARRIS are to be sent in Block B of the Transmittal Letter if different from the name(s) and/or address(es) of the person(s) signing the Transmittal Letter.

4. Additional Copies

Additional Copies of the Transmittal Letter may be obtained from the Stock Transfer Department of Valiant Trust Company at the office specified in the Letter of Transmittal.

Privacy Notice:

At Valiant Trust Company, we take privacy seriously. In the course of providing services to you and our issuer clients in connection with stock transfers, employee stock/unit purchase plans, dividend/distribution reinvestment plans, direct stock/unit purchase plans and/or direct registration services, we receive non-public, personal information about you. We receive this information through transactions we perform for you, from enrolment forms and through other communications with you. We may also receive information about you by virtue of your transactions with affiliates of Valiant Trust Company or other parties. This information may include your name, social insurance number, stock/unit ownership information and other financial information. With respect both to current and former customers, Valiant Trust Company does not share non-public personal information with any non-affiliated third party except as necessary to process a transaction, service your account or as permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you, and we maintain physical, electronic and procedural safeguards to protect your personal information. Valiant Trust Company realizes that you entrust us with confidential personal and financial information and we take that trust very seriously. By providing your personal information to us and signing this form, we will assume, unless we hear from you to the contrary, that you have consented and are consenting to this use and disclosure. A complete copy of our Privacy Code, may be accessed at <http://www.valianttrust.com/privacy/>, or you may request a copy in writing to Suite 310, 606 4th Street SW, Calgary, Alberta, T2P 1T1.

Transfer Agent and Registrar:

Valiant Trust Company  
600-750 Cambie Street  
Vancouver, BC V6B 0A2  
Tel: (604) 699-4880; Fax: (604) 681-3067  
Email: [inquiries@valianttrust.com](mailto:inquiries@valianttrust.com)