

COMMSCOPE, INC.

Nominating and Corporate Governance Committee Charter

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CommScope, Inc. (the “Company”) is to:

- identify and screen individuals qualified for nomination to the Board, consistent with criteria approved by the Board;
- recommend to the Board director nominees for election at each meeting of stockholders at which directors are to be elected and recommend to the Board individuals to fill any vacancies on the Board that arise between such meetings;
- recommend to the Board directors for appointment to each committee of the Board;
- recommend to the Board a set of Corporate Governance Guidelines applicable to the Company and, as necessary or advisable, recommend periodic amendments thereto;
- review and report on stockholder proposals; and
- evaluate the performance of the Board and, in conjunction with the Compensation Committee of the Board, oversee the performance of management.

Composition

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”).

The members of the Committee, and the Chairman of the Committee, shall be appointed by the Board. The Board may remove a member at any time.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but at least once each fiscal year of the Company. Meetings may be called by the Chairman of the Committee or the Chairman of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

Committee members may attend meetings in person, by conference call or through other means by which each member may hear and be heard by each other member, and the Committee may also act by written consent. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. Minutes shall be kept for each meeting of the Committee.

Authority and Specific Duties

The Committee shall perform each of the specific duties enumerated below.

Board and Committee Nominees

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, financial, accounting or other

advisors in connection with the performance of its duties and responsibilities, the cost of which shall be borne by the Company.

2. The Committee shall establish criteria for Board membership, consistent with all applicable laws and regulations and subject to Board approval, and shall identify and screen candidates (including those recommended by stockholders) for nomination to the Board in a manner consistent with such criteria.

3. The Committee shall recommend to the Board director nominees for election at each meeting of stockholders at which directors are to be elected and recommend to the Board individuals to fill any vacancies on the Board that arise between such meetings.

4. The Committee shall establish criteria for membership, consistent with all applicable laws and regulations and subject to Board approval, on each committee of the Board and recommend to the Board directors for appointment to such committees.

Corporate Governance Matters

The Committee shall recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time, as the Committee deems appropriate, but no less frequently than annually, review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend to the Board for approval any changes that the Committee considers appropriate.

The Committee shall (i) review proposals submitted by stockholders for action at meetings of stockholders and make recommendations to the Board for action with respect thereto and (ii) report to the Board on the number, substance and status of such proposals submitted to the Board by stockholders (or proposals that stockholders have indicated that they may submit).

Board and Management Evaluations

1. The Committee shall prepare, or shall cause to be prepared with the assistance of independent consultants, an assessment of the Board and each committee of the Board and report annually to the full Board. The assessment shall generally include the contributions to the Company of the Board and each committee, whether the Board and each committee has complied with the Company's Corporate Governance Guidelines, and the areas in which the Board and its committees could improve their functioning.

2. At least annually, the Committee shall review with the Board the background and qualifications of the Board members, as well as an assessment of the Board's composition in light of the Board's needs and objectives.

3. At least annually, the Committee, in conjunction with the Compensation Committee, shall conduct a review of the performance of the Chief Executive Officer and shall oversee the reviews of the performance of other senior executive officers to ensure that it is consistent with the short-term and long-range goals of the Company.

4. Periodically, the Committee shall review and advise the Board regarding the Company's management development and succession plans.

Other

1. The Committee shall report to the Board on a regular basis regarding matters that it oversees.

2. The Committee shall have the authority to form, and delegate authority to, subcommittees when appropriate and to establish other rules and operating procedures in order to fulfill its obligations under this Charter and applicable law and regulations.

3. The Committee shall review this Charter annually and make recommendations to the Board for any proposed changes. A copy of the Charter shall be disclosed as required by SEC and NYSE rules.