

**COMMSCOPE INC.**  
Compensation Committee Charter

**Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of CommScope, Inc. (“CommScope”) is to: (a) discharge the Board’s responsibilities relating to the compensation of CommScope’s “officers” (as such term is defined for purposes of Section 16 of the Securities Exchange Act of 1934 , as amended (the “Exchange Act”) (the “Executives”); (b) to provide assistance to the Board on matters relating to the compensation of its members; and (c) to review and discuss with management CommScope’s executive officer and director compensation disclosure and to produce a report on executive compensation for inclusion in CommScope’s Annual Proxy Statement and Annual Report in compliance with applicable federal securities laws, stating in such report whether the Committee has discussed the Compensation Discussion & Analysis (“CD&A”) with management and whether it has recommended that the CD&A be included in such filings. This Compensation Committee Charter (the “Charter”) sets forth policies and procedures with the goal of ensuring that the compensation available to the Board, corporate officers and other senior management of the Company enables the Company to attract and retain high-quality leadership and is consistent with the Company’s established compensation policy.

**Composition**

The Committee shall consist of at least three or more directors as determined by the Board. Each member of the Committee shall be: (a) “independent” as that term is defined by the listing standards of the New York Stock Exchange (“NYSE”), (b) a “non-employee director” as that term is defined under Rule 16b-3 promulgated under the Exchange Act, and (c) an “outside director” as that term is defined under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder (the “Code”). Members of the Committee shall be appointed by the Board. Unless the Board appoints a Chairman, the members of the Committee shall designate a Chairman by majority vote of the members of the Committee. Members may be removed at any time upon the determination of the Board.

**Meetings**

The Committee shall meet at least once a year or more frequently if circumstances dictate. Meetings may be called by the Chairman of the Committee, the Chairman of the Board and/or the Chief Executive Officer (the “CEO”) of CommScope. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. 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 unanimous written consent. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

## Duties and Authority

The Committee is granted the authority and is required to perform each of the specific duties enumerated below.

1. *Compensation Philosophy.* The Committee shall establish and annually review a total compensation philosophy and policy which fairly rewards the CEO and other Executives for performance benefiting CommScope stockholders and which is designed to attract and retain the executive resources necessary to successfully lead and manage CommScope. The Committee shall have the authority to engage consultants and undertake studies and do such other acts as the Committee may deem appropriate to further CommScope's existing compensation structure, philosophy and policies.
2. *CEO Compensation.* No less frequently than annually, the Committee shall review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and the Committee or, if so directed by the Board, the Committee together with the other independent members of the Board, shall determine and approve the CEO's compensation level based on this evaluation. For this purpose, the CEO's compensation shall include without limitation (a) annual base salary, (b) annual incentive compensation, (c) long-term incentive compensation, (d) employment, severance and change-in-control agreements/provisions, if any, and (e) any other special or supplemental benefits, including the Policy on Discretionary Performance Compensation. In determining the long-term incentive component of CEO compensation, the Committee should consider CommScope's performance and/or relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. *Executive Compensation.* The Committee shall advise the CEO, for purposes of his determination and presentation of compensation recommendations to the Committee with respect to CommScope's Executives (other than the CEO), on general compensation policies, including without limitation acceptable ranges of salaries and target awards under CommScope's incentive program and the Policy on Discretionary Performance Compensation. The Committee shall annually review and have the authority to approve the CEO's compensation recommendations for such Executives, including without limitation (a) annual base salary, (b) annual incentive compensation, (c) long-term incentive compensation, (d) employment, severance and change-in-control agreements/provisions, if any, and (e) any other special or supplemental benefits, each in light of the compensation philosophy and policy established by the Committee.
4. *Other Employee Compensation.* For purposes of determining the compensation arrangements for non-Executives, the Committee shall advise the CEO (or such other person responsible for making such determination) on general compensation policies, including without limitation acceptable ranges of salaries

and target awards under CommScope's incentive programs and the Policy on Discretionary Performance Compensation. The Committee shall also have the authority to review any such compensation arrangements at the request of the CEO or such other person.

5. *Board Compensation.* The Committee shall at least annually conduct a review of Board compensation (including compensation for services on Board committees) and shall have the authority to approve any such compensation as it deems appropriate.
6. *Benefit Plan Administration.* Except as otherwise delegated by the Board, the Committee shall have the authority to administer CommScope's benefit plans approved by the Board and/or stockholders in a manner consistent with the terms of such plans, which plans shall include without limitation:

- the Amended and Restated CommScope, Inc. 1997 Long-Term Incentive Plan,
- the CommScope, Inc. 2006 Long Term Incentive Plan,
- the Andrew Corporation 2000 Management Incentive Program,
- the Andrew Corporation 2005 Long Term Incentive Plan,
- the Andrew Corporation Management Incentive Plan,
- the Andrew Corporation 1998 Non-Employee Director Stock Option Plan,
- the Andrew Corporation Executive Severance Benefit Plan,
- the Andrew Profit Sharing Trust,
- the Andrew Corporation Employee Retirement Benefit Restoration Plan, as Amended and Restated,
- the CommScope, Inc. Annual Incentive Plan,
- the CommScope, Inc. Retirement Savings Plan,
- the CommScope, Inc. Supplemental Executive Retirement Plan as Amended and Restated, and
- the CommScope, Inc. of North Carolina Supplemental Executive Retirement Plan,

as each may be amended and restated from time to time. In addition, except as otherwise provided in any plan which provides for determinations to be made at the Company's discretion, the Committee shall review any proposals made by the officers of the Company with respect to such determinations and shall have the authority to make recommendations to the Board. The Committee shall also be responsible for establishing performance goals in a timely manner for all qualified performance-based compensation (within the meaning of Section 162(m) of the Code) and, prior to the payment of any such qualified performance-based compensation, certifying in writing that such performance goals and any other material terms were in fact satisfied.

7. *Benefit Plan Adoption and Amendment.* The Committee shall have the authority to review and approve new compensation arrangements, subject, where necessary or appropriate, to Board and/or stockholder approval. The Committee shall also have the authority to review and approve management's

recommendations relating to revisions to CommScope's existing benefits plans and/or other compensation arrangements, subject, where appropriate, to Board and/or stockholder approval or any other procedural requirement set forth in such plan or arrangement.

8. *Policies Affecting Employee Relations.* The Committee shall have the authority to consult with and advise management on major policies affecting employee relations.
9. *Independent Consultants and Advisors.* The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors (including consultants) with regard to any of the matters addressed in this Charter, where appropriate. Notwithstanding the foregoing, the Committee shall have the sole authority to retain and terminate any independent consultant for assistance in the evaluation of director or Executive compensation, where appropriate, and approve such consultant's fees and other retention terms.
10. *Delegation.* The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.
11. *SEC Reporting; CD&A.* The Committee shall comply with the compensation reporting requirements of the Securities and Exchange Commission (the "SEC"), including without limitation the Committee's preparation of an annual report on executive compensation for inclusion in CommScope's Annual Proxy Statement in accordance with the applicable requirements of the rules and regulations of the SEC. The Committee shall review and discuss with management, prior to the filing of CommScope's Annual Proxy Statement, CommScope's executive officer and director compensation disclosure, including the CD&A. The Committee shall recommend to the Board whether the CD&A shall be included in CommScope's Annual Proxy Statement and Annual Report on Form 10-K.
12. *Actions With Respect to Charter.* The Committee shall review this Charter annually and make changes as it deems appropriate. A copy of this Charter will be publicly disclosed as required by applicable SEC and NYSE rules and regulations.
13. *Committee Performance.* The Committee shall annually review and evaluate its own performance. The Committee shall make regular reports to the Board as to the Committee's activities.
14. *Other Duties.* The Committee shall perform such other duties and responsibilities as may be assigned to it, from time to time, by the Board and/or the Chairman of the Board, or as designated in plan documents.

The procedures and duties set forth in this Charter shall be subject in all events to any applicable provisions of the By-Laws of CommScope which relate generally to the committees of the Board and to applicable law.