

COMMSCOPE, INC.
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of CommScope, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines are not intended to change or interpret any federal or state law, or the Company’s certificate of incorporation or by-laws. These Guidelines are subject to modification from time to time by the Board.

I. Board Composition and Selection

Independence. It is the policy of the Board that a majority of directors be independent of the Company. For a director to be deemed “independent,” the Board must affirmatively determine that the director does not have any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board has developed the following categorical standards to assist in determining independence:

1. A director will not be independent if, within the preceding three years:
 - (i) the director was an employee, or an immediate family member of the director was an executive officer, of the Company;
 - (ii) the director received, or an immediate family member of the director received, during any twelve-month period, more than \$120,000 in direct compensation from the Company (other than director and committee fees and pensions or other forms of deferred compensation in no way contingent on continued service);
 - (iii) the director or an immediate family member of the director was (but is no longer) a partner or employee of the firm that is the Company’s internal or external auditor and personally worked on the Company’s audit within such three-year period; or
 - (iv) the director, or an immediate family member is, or has been, employed as an executive officer of another company where any of the Company’s present

executive officers at the same time serves or served on that other company's compensation committee.

2. A director will not be independent if:
 - (i) the director, or an immediate family member of the director, is a current partner of a firm that is the Company's internal or external auditor;
 - (ii) the director is a current employee of a firm that is the Company's internal or external auditor; or
 - (iii) an immediate family member of the director is a current employee of a firm that is the Company's internal or external auditor and personally works on the Company's audit.
3. A director will not be independent if the director is a current employee, or an immediate family member of the director is a current executive officer, of another company that made payments to, or received payments from, the Company which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues.
4. A director will not be independent if, during the Company's last fiscal year:
 - (i) the director, or an immediate family member of the director, served as a director or an executive officer of another company which was indebted to the Company, or to which the Company was indebted, and the total amount of either company's indebtedness to the other exceeded 1% of the total consolidated assets of the other company he or she served as a director or executive officer;
 - (ii) the director, or an immediate family member of the director, served as a director or an executive officer of a charitable or other tax-exempt organization and within the preceding three years the Company's discretionary contributions to the organization in any single fiscal year exceeded the greater of \$1 million or

2% of that organization's consolidated gross revenues,
or

- (iii) the director, or an immediate family member of the director, served as a director, executive officer, general partner or significant equity holder (10% or greater) of an entity that was a paid provider of professional services (i.e., legal, accounting, or financial) to the Company if the payments for such services exceeded \$120,000 for such year.

For purposes of these standards, "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home and "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended. The board will review annually the independence of its non-employee directors. Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation as "independent."

- A. Size of the Board. The Board currently has seven members, divided into two classes consisting of two members and one class consisting of three members. The Board believes that it should generally have no fewer than five directors and no more than nine directors. This range permits diversity without hindering effective discussion.
- B. Selection. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership. Stockholders may propose nominees for consideration by the Nominating and Corporate Governance Committee by submitting names and supporting information, in writing, to the Corporate Secretary. The Board will review the Nominating and Corporate Governance Committee's recommendations of candidates for election to the Board. The Board will nominate directors for each class whose term of office is expiring for election at each annual meeting of stockholders. The Board is responsible for filling any director vacancies that may occur between annual meetings of stockholders. An invitation to join the Board should be extended by the Board itself, through the Chairman of the Board or the Chairman of the Nominating and Corporate Governance Committee.

In addition, stockholders may nominate directors for election at a

stockholder meeting by complying with the procedures set forth in the Company's By-laws.

- C. Board Membership Criteria. The Nominating and Corporate Governance Committee will select nominees for the Board who possess at a minimum the following characteristics: knowledge about issues affecting the Company; personal integrity; loyalty to the Company and concern for its success and welfare; time available for meetings and consultation on Company matters; and a willingness to apply sound and independent business judgment. The Committee may conduct any inquiries into the backgrounds and qualifications of possible candidates it deems appropriate. At least annually, the Committee shall review with the Board the background and qualifications of each member of the Board, as well as an assessment of the Board's composition in light of the Board's needs and objectives. The Board believes that each non-management director should own shares of the Company's stock in an amount that such non-management director determines in his or her sole discretion is appropriate given that director's financial circumstances.
- D. No Specific Limitation on Other Board Service. The Board does not believe that its members should be prohibited from serving on boards or committees of other organizations, and the Board has not adopted any specific guidelines limiting such activities except as provided below in connection with the Audit Committee. The Board believes that an Audit Committee member should not simultaneously serve on the audit committees of more than three public companies. The Nominating and Governance Committee and the full Board will take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to the Company's stockholders. Service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies.
- E. Resignation and Retirement. The Board believes that any director who retires from his or her employment, or materially changes his or her position, should tender a resignation to the Board. The Board would then have the opportunity to evaluate whether to accept the resignation based on a review of whether the individual would continue to satisfy the Board's membership criteria in light of his or her new circumstance. No director shall stand for re-election after attainment of age 75, unless continued service as a director is approved by the Board.
- F. Term Limits. The Board does not believe it should establish term limits.

While term limits could help ensure that there are new viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, insight into the Company and its operations and, therefore, provide an important contribution to the Board as a whole. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through annual board performance evaluations as well as the Nominating and Corporate Governance Committee's evaluation of whether or not directors should be re-nominated.

II. Board Meetings and Agenda

- A. Board Meetings. The Board shall have at least four regularly scheduled Board meetings each year. Additional special meetings and telephonic meetings shall be held as necessary.
- B. Agenda. The Chairman of the Board, taking into account suggestions from the Chief Executive Officer and other Board members, will set the agenda for each meeting and will distribute this agenda to each director. Each member is free to suggest the inclusion of agenda items and is also free to raise additional items at any meeting. At least annually, the Board should review the Company's business and strategic plan and operating budget.
- C. Advance Distribution of Materials. To the extent feasible, information and materials that are relevant to the Board's understanding of agenda items at an upcoming Board meeting should be distributed to all Board members sufficiently in advance of the meeting to permit prior review. The Board understands that certain matters that are discussed at Board meetings are of an extremely confidential and sensitive nature and that the distribution of materials on these matters before Board meetings may not be advisable.

III. Director Responsibilities

- A. General. The basic responsibility of the directors is to exercise their business judgment in accordance with applicable law and to act in what they reasonably believe is in the best interests of the Company and its stockholders.
- B. Functions of the Board. The business of the Company is conducted by its employees and officers under the direction of the Chief Executive Officer and the oversight of the Board. The Board performs a number of specific functions, including:

- selecting, evaluating and compensating the Chief Executive Officer and overseeing Chief Executive Officer succession planning;
 - reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions; and
 - reviewing the Company's processes for maintaining the integrity of the Company's financial statements, the Company's compliance with law and the Company's compliance with its public disclosure obligations.
- C. Attendance. Directors are expected to attend all Board meetings and all meetings of committees of the Board of which they are a member. They are expected to spend such time as may be necessary to properly discharge their responsibilities, including the advance review of all meeting materials. In addition, directors are invited, but not required, to attend each annual meeting of stockholders.
- D. Ethics and Conflicts of Interest. The Company expects its directors to acknowledge their adherence to the Company's Code of Ethics and Business Conduct. If any actual or potential conflict of interest arises with respect to a director, the director shall promptly inform the Chief Executive Officer, the Corporate Ethics Officer and the other non-management directors. All directors shall recuse themselves from any decision affecting their personal interests. The Board shall resolve any conflict of interest question involving the Chief Executive Officer.
- E. Board Interaction with Investors, Media and the Public. The Board believes that it is senior management's responsibility to speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company; however, it is expected that directors will do so only with the knowledge of senior management and, absent unusual circumstances or as provided in the committee charters, only at the request of senior management.
- F. Stockholder Communications with the Board. The Board provides a process for stockholders to send communications to the Board or any of the directors. Stockholders may send written communications to the Board or any of the directors c/o the Corporate Secretary of the Company. All communications will be compiled by the Corporate Secretary of the Company and submitted to the Board or the individual directors, as applicable, on a periodic basis.

IV. Access to Management, Employees and Independent Advisors

- A. Access to Management. The Board shall have complete access to management and other Company employees to ensure that directors can ask questions and gather the information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. The Board encourages management to invite Company personnel to any Board meeting at which their presence and expertise would be helpful to the Board in considering matters under discussion.
- B. Access to Independent Advisers. As necessary or appropriate to fulfill their duties, Board members shall have the power to hire independent legal, financial, accounting and other advisors, the cost of which shall be borne by the Company.

V. Director Compensation

- A. Amount and Review. The Company's executive officers shall not receive additional compensation for their service as directors. Compensation for non-employee directors should be competitive with those of corporations of comparable size and the Company's competitors. The Board believes that the independence of a director may be compromised by compensation or perquisites that are not customary, substantial discretionary contributions by the Company to a charitable organization affiliated with a director, or consulting arrangements between the Company and a director or an organization with which a director is affiliated. The Board shall evaluate each of these matters when determining director compensation. The Compensation Committee shall determine the amount and form of director compensation to be recommended to the Board in accordance with the provisions of its charter. Changes in director compensation, if any, should come upon the recommendation of the Compensation Committee, with full discussion by and unanimous approval of the Board.

VI. Committee Matters

- A. Number and Type of Committees. The Board currently has four committees: an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. From time to time, the Board may want to form a new committee or disband a current committee depending upon the circumstances. The Board, however, will have at all times an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee.

- B. Composition of Committees and Committee Chairpersons. Each of the Audit, Compensation and Nominating and Corporate Governance committees will consist solely of independent directors. The Board, after considering the desires of individual directors and the recommendation of the Nominating and Corporate Governance Committee, is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of the Company and its stockholders.
- C. Frequency, Length and Agenda of Committee Meetings. The committee Chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee, and the agenda for the meetings.
- D. Charters. Each of the Audit, Compensation, Nominating and Corporate Governance Committee will have its own charter which will be approved by the full Board. The charter will, among other things, set forth the purposes and duties of the committee and provide for an annual performance evaluation of the committee.
- E. Outside Activities. Each committee shall have the power to hire, at the expense of the Company, independent legal, financial, accounting and other advisors as necessary or appropriate to fulfill its duties.

VII. Director Orientation and Continuing Education

- A. Orientation. Management will provide an orientation program for new directors to familiarize them with the Company's business, strategic plans, management team and significant legal, financial and accounting issues.
- B. Continuing Education. Directors are encouraged to pursue additional educational opportunities to enable them to perform their duties better and to recognize and deal appropriately with issues that may arise and the Company will, from time to time, provide materials or resources to assist them.

VIII. Management Succession

- A. Selection of Chairman and Chief Executive Officer. The Board shall select the Chairman of the Board and the Chief Executive Officer of the Company in the manner that it determines to be in the best interests of the Company and its stockholders. The Board does not have a policy on whether or not the role of Chairman and Chief Executive Officer should be separate or combined, and if separate, whether the Chairman should be selected from

the non-employee directors or be an employee.

- B. Review of Chief Executive Officer. The Nominating and Corporate Governance Committee, in conjunction with the Compensation Committee, will conduct an annual review of the performance of the Chief Executive Officer. The evaluation should be based on objective criteria, including performance of the Company's business, accomplishment of long-term strategic objectives, and development of management. The Board, without the Chief Executive Officer present, shall review the reports of the Committees to ensure that the Chief Executive Officer is providing appropriate leadership of the Company.
- C. Succession Policy. The Board, with the assistance of the Nominating and Corporate Governance Committee, shall conduct an annual review of succession planning. The review shall focus on evaluating potential successors to the Chief Executive Officer in the event of an emergency, retirement or otherwise. The Chief Executive Officer shall make available his or her recommendations and evaluations of potential successors, as well as leadership development plans and programs, to the full Board.

IX. Annual Performance Evaluation of the Board

The Board shall conduct an annual review of the performance of the Board and each committee of the Board to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee will prepare, or cause to be prepared with the assistance of independent consultants, an assessment of the Board and each committee and report to the full Board. This assessment shall generally include the contributions to the Company of the Board and each committee, whether the Board and each committee has complied with these Guidelines, and the areas in which the Board and its committees could improve their functioning.

X. Executive Sessions

To promote open discussion among non-management directors, non-management directors shall meet without management participation at least four times per year. These executive sessions shall include such topics as the non-management directors shall determine. The presiding director of these sessions shall rotate annually among the chairs of the committees of the Board (other than the executive committee), in alphabetical order by committee name. The name of the presiding director for that year and the method by which interested parties may communicate directly and confidentially to such person shall be disclosed in the Company's annual proxy statement. In addition, if the group of non-management directors

includes directors who are not independent, the Company shall schedule a meeting including only independent directors at least once per year.

XI. Reporting of Concerns

Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters may communicate that concern directly to any non-management director or to the Chairperson of the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by phone on the CommAlert™. All such concerns will be forwarded to the appropriate directors for their review and will be simultaneously reviewed and addressed by the appropriate officers of the Company pursuant to the Company's policies and procedures.