

#### **Bank of America Merrill Lynch Leveraged Finance Conference**

December 4, 2018

Alex Pease
EVP & Chief Financial Officer

#### Safe Harbor

#### **Caution Regarding Forward Looking Statements**

This presentation or any other oral or written statements made by us or on our behalf may include forward-looking statements that reflect the current views of CommScope Holding Company, Inc. ("CommScope," "us," "we" or "our") or ARRIS International plc ("ARRIS") with respect to future events and financial performance, including the proposed acquisition by us of ARRIS. These statements may discuss goals, intentions or expectations as to future plans, trends, events, results of operations or financial condition or otherwise, in each case, based on current beliefs of the management of CommScope and/or ARRIS, as well as assumptions made by, and information currently available to, such management. These forward-looking statements are generally identified by their use of such terms and phrases as "intend," "goal," "estimate," "expect," "project," "projections," "plans," "potential," "anticipate," "should," "could," "designed to," "foreseeable future," "believe," "think," "scheduled," "outlook," "target," "guidance" and similar expressions, although not all forward-looking statements contain such terms. This list of indicative terms and obrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside of our control, including, without limitation: our dependence on customers' capital spending on data and communication systems; concentration of sales among a limited number of customers and channel partners; changes in technology; industry competition and the ability to retain customers through product innovation, introduction and marketing; risks associated with our sales through channel partners; changes in technology; industry competition and the ability to maintain effective management information systems and to implement major systems initiatives successfully; cyber-security incidents, including data security breaches, ransomware or computer viruses; the risk our global manufacturing operations suffer production or shipping delays, causing difficulty in meeting customer demands; the risk that internal production capacity or that of contract manufacturers may be insufficient to meet customer demand or quality standards; changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing; risks associated with our dependence on a limited number of key suppliers for certain raw materials and commonate the risk that contract manufacturers werely on encounter production, quality, financial or other difficulties; our ability to integrate and fully realize anticipated benefits from prior or future acquisitions or equity investments; potential difficulties or those of our contract manufacturers that may affect our ability to meet customer demands for products; possible future restructuring actions; substantial indebtedness; our ability to incur additional indebtedness; our ability to generate cash to service our indebtedness; possible future impairment charges for fixed or intangible assets, including goodwill; income tax rate variability and ability to recover amounts recorded as deferred tax assets; our ability to attract and retain qualified key employees; labor

Such forward-looking statements are subject to additional risks and uncertainties related to our proposed acquisition of ARRIS, many of which are outside of the control of CommScope and ARRIS, including, without limitation: failure to obtain applicable regulatory approvals in a timely manner, on acceptable terms or at all, or to satisfy the other closing conditions to the proposed acquisition; the risk that we will be required to pay a reverse break fee under the related acquisition agreement; the risk that we will not successfully integrate ARRIS or that we will not realize estimated cost savings, synergies, growth or other anticipated benefits, or that such benefits may take longer to realize than expected; risks relating to unanticipated costs of integration; the potential impact of announcement or consummation of the proposed acquisition on relationships with third parties, including customers, employees and competitors; failure to manage potential conflicts of interest between or among customers; integration of information technology systems; conditions in the credit markets that could impact the costs associated with financing the acquisition; the possibility that competing offers will be made; and other factors beyond the control of CommScope and/or ARRIS.

Furthermore, the information contained in this presentation regarding ARRIS has been derived from public sources or provided to us by ARRIS. Any such information that is not included in the financial statements or the related notes thereto included in the periodic reports filed by ARRIS with the U.S. Securities and Exchange Commission has not been audited or reviewed and is subject to change, as are any non-GAAP financial measures that are derived from such financial information. As such, any of ARRIS' financial information contained in this presentation may differ materially from actual results.

These and other factors are discussed in greater detail in the reports filed by CommScope and ARRIS with the U.S. Securities and Exchange Commission, including CommScope's Annual Report on Form 10-K for the year ended December 31, 2017 and Quarterly Report on Form 10-Q for the period ended September 30, 2018 and ARRIS' Quarterly Report on Form 10-Q for the period ended June 30, 2018. Although the information contained in this presentation represents the best judgment of CommScope and/or ARRIS as of the date of this presentation based on information currently available and reasonable assumptions, neither we nor ARRIS can give any assurance that the expectations will be attained or that any deviation will not be material. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date made. Neither we nor ARRIS are undertaking any duty or obligation to update this information obtained after the date of this report, except as otherwise may be required by law.

#### **Non-GAAP Financial Measures**

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#### COMM: Shaping Communications Networks of the Future

- Helping global customers design, build and optimize their wired, wireless, data center and commercial building networks
- Well positioned to capitalize on key industry trends
- **Differentiated technology (~10,000 patents)**
- Serve a growing ~\$20B \$25B market

#### A global leader in the markets we serve:

#### **Mobility Solutions**

 Radio frequency wireless network connectivity solutions, including metro cell, DAS and small cell solutions

#### Connectivity **Solutions**

- Connectivity and network intelligence for indoor and outdoor network applications
- Indoor network solutions for commercial buildings, data centers, central offices & cable television headends
- Outdoor network solutions for telecom service provider and cable TV networks, including FTTX solutions

Operating Segments	Mobility Solutions	Connectivity Solutions
2018 Revenue % of Total LTM (as of Sep 30, 2018)	<b>\$1.8 B</b> 39%	<b>\$2.8 B</b> 61%
Global Market Position	<ul> <li>A global lead connectivity</li> <li>Preferred position</li> <li>customers</li> </ul>	y and wireless
	• Wireline ne	itworks

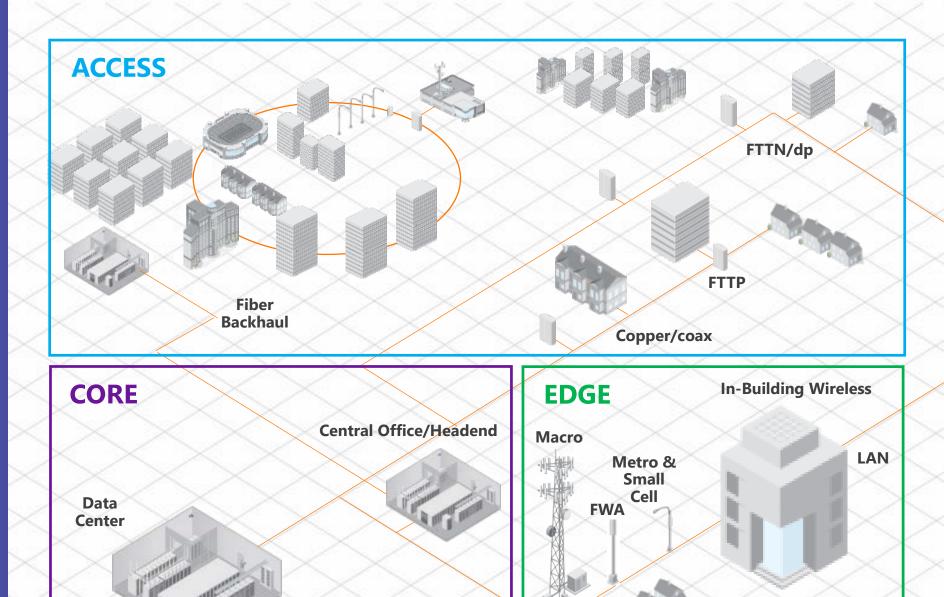
Core Markets

- Wireline networks
- Wireless networks
- Data center networks
- Commercial building networks

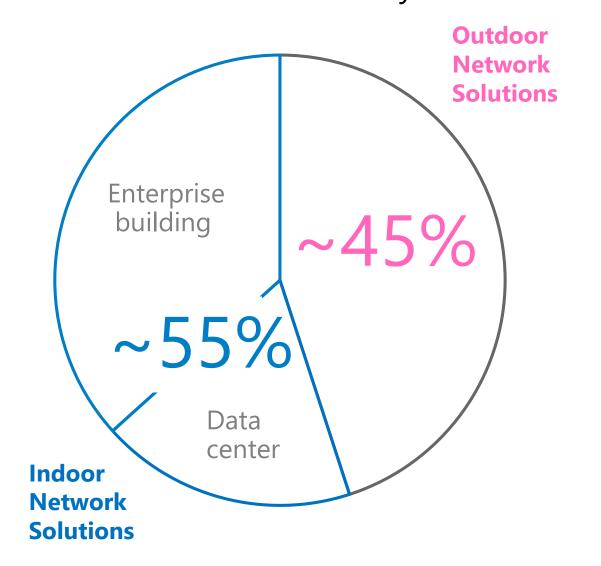
COMMSCOPE

# Serving the world's largest customers

In every aspect of their communications networks



## Connectivity Solutions Global leader in Connectivity for Communications Networks



\$2.8B 2018<sup>(1)</sup> Revenue

18% 2018 AOI<sup>(1,2)</sup> margin

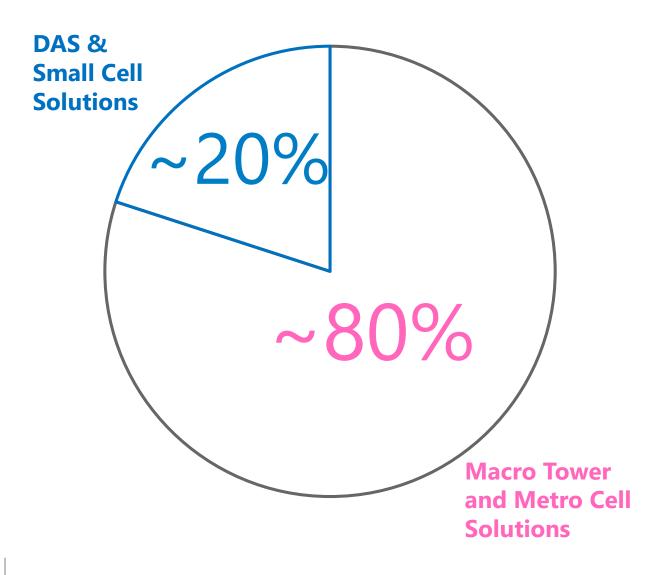
~\$12B-\$15B

Product Addressable Market

<sup>(1)</sup> Last twelve months as of Sep 30, 2018.

<sup>(2)</sup> See appendix for reconciliation of non-GAAP measures.

## Mobility Solutions Global leader in RF wireless network connectivity solutions



\$1.8B 2018<sup>(1)</sup> Revenue

19% 2018 AOI<sup>(1,2)</sup> margin

~\$8B-\$10B

Product Addressable Market

<sup>(1)</sup> Last twelve months as of Sep 30, 2018.

<sup>(2)</sup> See appendix for reconciliation of non-GAAP measures

#### Three Key 5G Strategies



#### 1 Densification

- More base stations
- Increased sectorization
- More metro cells



#### 2 Virtualization

- Centralized radio access networks
- Mobile edge compute
- Network function virtualization



#### 3 Optimization

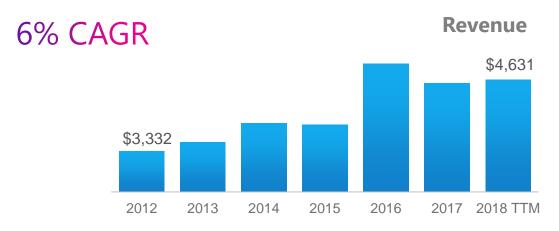
- Complex antennas
- Spectrum management
- Power solutions

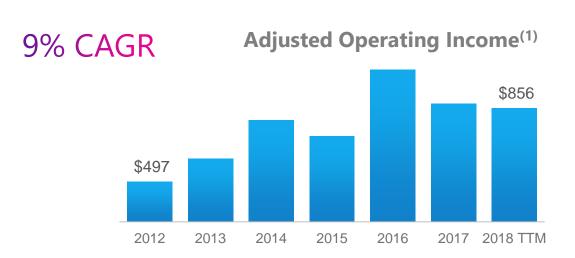
#### How we create value

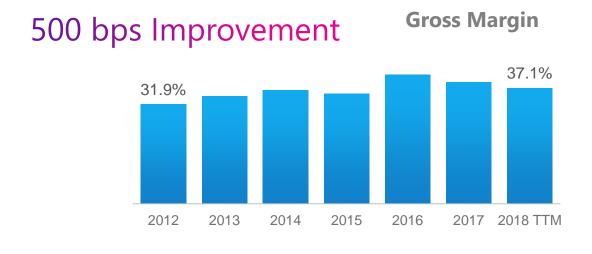


#### Our strong track record

(Dollars in millions)









- (1) See appendix for reconciliation of non-GAAP measures
- (2) Free Cash Flow is Cash from Operations less Capital Expenditures.
- (3) FCF in Q4'17 benefited from \$60M of customer payments that were not due until 2018.

#### Financial policy

#### Leverage

- Use of leverage to support transformational opportunities
- Strong free cash flow used to reduce debt
- Willingness to use equity to support credit profile
- Target net leverage ~2.0x –3.0x

#### Liquidity

- More than adequate liquidity in free cash flow and revolver to cover working capital needs
- \$750M¹ ABL facility undrawn at close will support working capital needs

#### **Capital Allocation**

- Prioritize debt reduction to return to target leverage levels
- M&A expected to be oriented towards tuck-ins
- Share buybacks limited until leverage close to target range

CommScope's policy is to maintain a conservative financial profile with disciplined focus on achieving deleveraging target of ~2.0x-3.0x

(1) \$750M underwritten, working towards \$850M amount



Accelerating CommScope's Vision to Shape the Communications Networks of the Future



#### ARRIS: A global leader in communications and networking technology

#### **Company Overview**

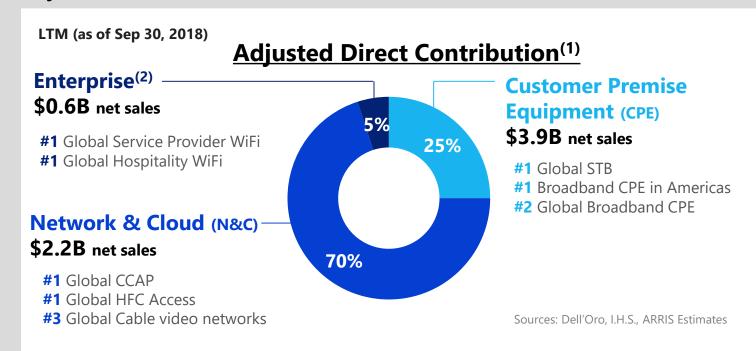
- ARRIS, headquartered near Atlanta, Georgia is a global innovator enabling the gigabit generation with new compelling connectivity experiences where we live, learn, work and play
- ARRIS partners with the world's leading network operators and enterprises providing them with:
  - **Innovation in the network** from core to edge
- Seamless connectivity that just works meeting and exceeding ever increasing consumer and business demands
- **Cost-effective scalable solutions** enabling state of the art connectivity

#### **Key Highlights**

2018)

#### 73 countries ~1,700 ~10,000 with direct and Service provider Enterprise customers served **Channel Partners** indirect presence \$6.7B ~8,100 5.000 \$420M LTM Net Sales **Employees** Cash from patents Operations (as of September 30, approved or

#### **Adjusted Direct Contribution and Net Sales**



Operating segments	СРЕ	N&C	Enterprise Networks
Supplying the entire value chain	Broadband CPE growing with bandwidth demand. Video CPE profitability stable through cost management. Supporting the shift to OTT and demand for gigabit capabilities	Cable network equipment supporting the exponential growth in data consumption and devices	Expertise in wired and wireless networking supporting Enterprises and Service Providers toward a constantly connected mobile world.

(YTD September 30,

2018)

pending

## The combination is expected to accelerate CommScope's vision to shape the communications networks of the future



#### STRATEGIC FIT

- Creates a combined growth and cash flow oriented company focused on enabling a connected lifestyle by strengthening CommScope's capabilities to lead the coming network transformation
- Offers a compelling value proposition to all key stakeholders
- Brings together a complementary set of IP, capabilities, leadership, and customer relationships
- Strong track record of product commercialization
- Similar cultures expected to lead to a seamless integration



#### COMPLEMENTARY SOLUTIONS

- Strengthen CommScope's offerings by creating a broadband access solution from the Core to the Edge and in the connected home
- End-to-end wireless connectivity solutions combining licensed and unlicensed technologies for indoor densification and 5G
- Creates a complete wired and wireless private network offering



#### ATTRACTIVE FOOTPRINT

- Diversifies product lineup and geographies and opens up new product addressable market (PAM)
- Truly global footprint with customers in over 150 countries
- Technical expertise with ~15,000 patents, ~\$800 million average annual R&D investment



#### **FINANCIAL BENEFITS**

- ~\$1 billion cash flow from operations<sup>(1)</sup> expected
- Estimated annual run-rate of at least \$150 million in cost synergies<sup>(2)</sup>
- Expected 30%+ EPS accretive<sup>(1)</sup>
- Well-positioned to delever in the second year post-close to pro forma net leverage of ~4.0x
- PAM expands to >\$60 billion
- Potential revenue synergies

<sup>(1)</sup> Expected in the first full year after closing. Financial metrics presented exclude purchase accounting charges, transaction and integration costs and other special items.

<sup>(2)</sup> Expected to be achieved in the third year following transaction close.

#### Compelling strategic and financial benefits

- Technology and market position to shape the **future of wired and wireless communications** and **well-positioned to benefit from key industry trends**
- 2 Unique set of complementary assets and capabilities that enable end-to-end communications infrastructure solutions
- Access to new markets and diverse customer base, positioning CommScope for growth
- **Experienced management team with a proven track record** of successfully integrating large transactions to drive growth
- **5** Expected significant and immediate EPS accretion



## Stronger platform and better positioned to capitalize on industry trends



#### Rise of integrated offerings

- Desire for end-to-end integrated solutions in network communication infrastructure throughout Core, Access and Edge layers of the network
- Network operators also seeking to drive greater efficiency in infrastructure deployment



### Changing network architectures & technology

- Rapid advancements in wired (e.g., DOCSIS 3.1, hyperscale, fiber deep), and wireless (e.g., max downstream capacity is increased from 1.2 Gbit/s to 10 Gbit/s)
- Emergence of new use cases (e.g., OTT, edge computing) and capabilities (e.g., network virtualization)



#### Mobility access everywhere

- Driving convergence of licensed & unlicensed spectrum, enabling innovations such as IoT and smart cities
- Opening up new applications / use cases such as private networks implemented over CBRS



#### Shifting business models

- MSOs shifting business model by bundling wireless, content and broadband services
- MNOs becoming providers of bundled wireless services and mobile + home broadband services
- New players entering communications markets



#### Roll out of 5G and FWA

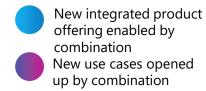
- 5G driving network densification among MNOs as well as MSOs
- To deliver on the promise of 5G and a connected lifestyle, the connectivity in the home will need to become more robust and more secure
- Indoor deployments will increase

Confident CommScope will **benefit from key industry trends** by **combining** best-in-class **capabilities** in network access technology and infrastructure and **creating** end-to-end and **comprehensive solutions** 

15 COMMSCOPE®



## Complementary capabilities position CommScope to deliver end-to-end communication solutions





#### Residential Broadband Delivery

- N&C products (CMTS, CCAP, etc.)
- Complementary OSP offerings
- Headend to home solutions for MSOs and MNOs



#### Venue Coverage and Capacity Solutions

- Leading technology in licensed, lightly licensed (CBRS) and unlicensed (WiFi) spectrum offerings
- Ability to quickly integrate CBRS into current solutions
- End-to-end solutions for MSOs and MNOs



#### Wired and Wireless For Macro, Metro and Enterprise Applications

- Leading Antenna, Cabling, WAP and Switch lineup
- Licensed and unlicensed 4G/5G products
- Stronger foothold for in-building communications and networks



#### **E2E Private Network Solutions**

- SAS complementary to vEPC, OneCell®, DAS, picocell and cabling lineups
- Licensed and unlicensed solutions



#### Connected Home

- CPE products
- Vision of connected home and IoT
- Entry into Connected Home offerings

#### New products and use cases to support evolving industry landscape



Rise of integrated offerings



Changing network architectures & technology



Mobility access everywhere



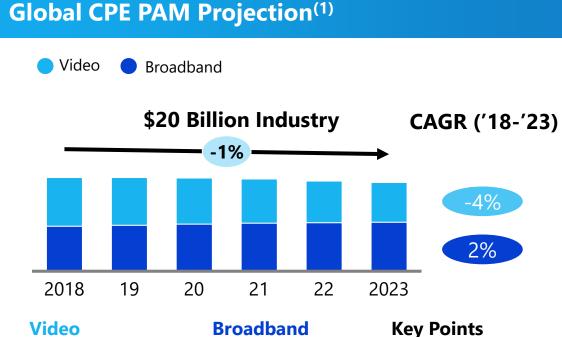
Shifting business models



Roll out of 5G and FWA



## CPE – Large stable business: Connection to the home remains critical



#### Low-to-mid single

digit declines expected annually

Low-single digit growth expected annually

- Clear industry leader
- US declines but global stability

#### **Key Points to Consider**

- Leading positions with key customers enabling crosssell of non-CPE products
- Potential for incremental growth opportunities in broadband and outside the U.S.
- Shortening technology upgrade cycles driving product refreshes and volume growth
- Small proportion of pro forma EBITDA
- Plans to manage efficiently with cost optimization opportunities

The connection to the home is valuable and we have the combined potential to redefine in-home connectivity



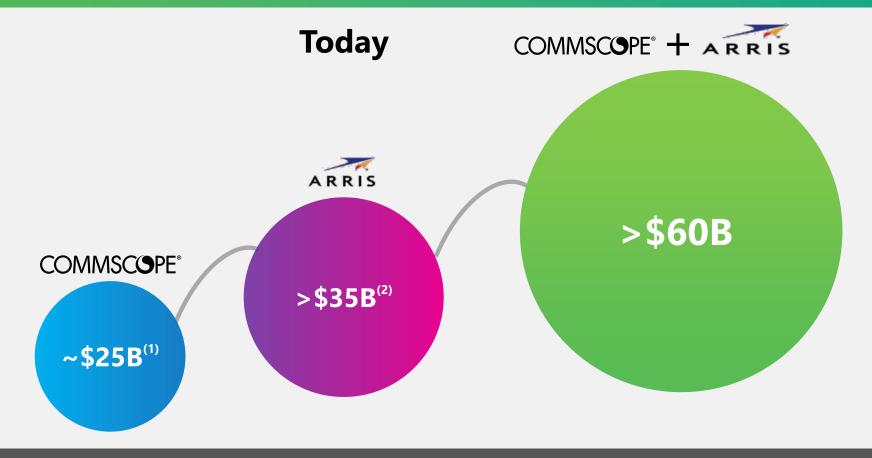
## Combination accelerates CommScope's vision to shape the communications networks of the future





## Increasing penetration opportunities in a growing product addressable market

**Product Addressable Market (PAM) – \$ Billions** 



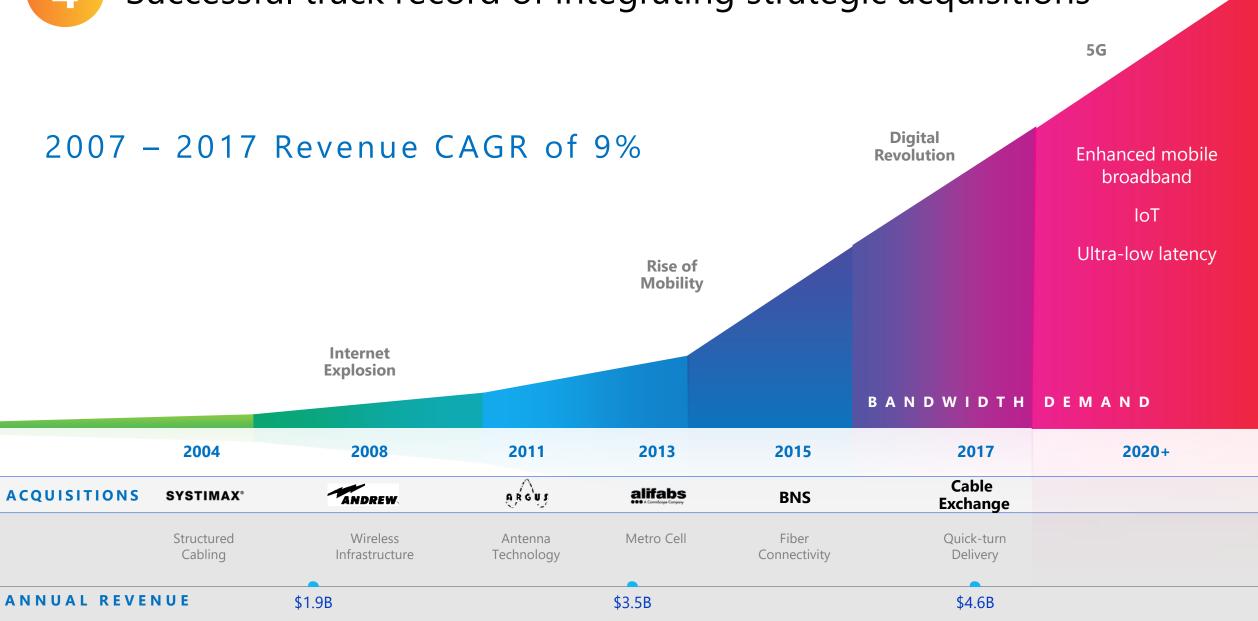
The combination will more than double CommScope's PAM and unlock access to future high growth areas

<sup>(1)</sup> CommScope estimates and industry reports.

<sup>(2)</sup> ARRIS estimates and industry reports.



#### Successful track record of integrating strategic acquisitions



## 5

#### Compelling financial rationale for CommScope

~\$1 billion<sup>(1)</sup> in expected cash flow generation and ability to quickly de-lever

Estimated more than \$150 million in annual run-rate cost synergies<sup>(2)</sup>

**Expected to be 30%+ accretive to underlying earnings in first full fiscal year** 

**Expands CommScope's product addressable market to >\$60 billion** 

**Potential for additional revenue synergies** 

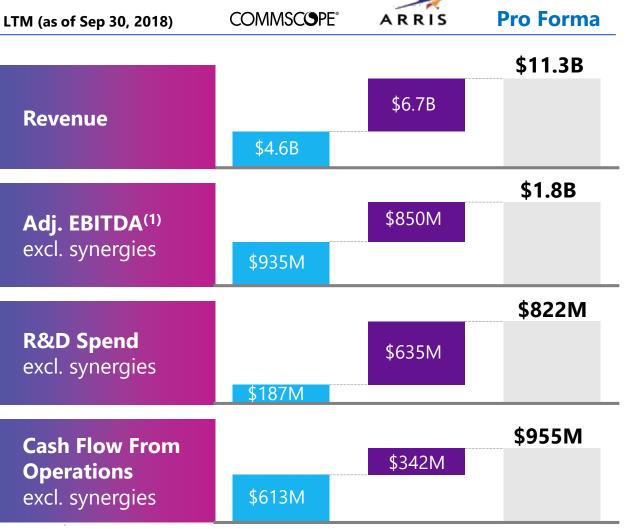
<sup>(1)</sup> In first full year post closing.

<sup>(2)</sup> Expected to be achieved in the third year following transaction close.

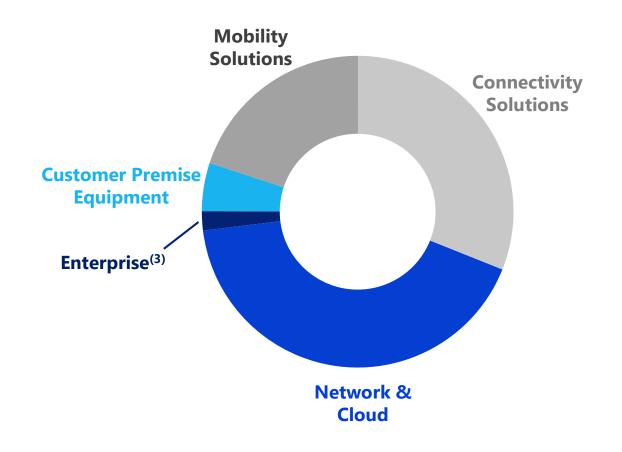
<sup>21</sup> 

## 5

#### Overview of pro forma combined company



#### **Pro Forma Profitability Breakdown**<sup>(1,2)</sup> (LTM 9/30/18)



<sup>(1)</sup> Excludes purchase accounting charges, transaction and integration costs and other special items. See appendix for reconciliation of non-GAAP measures.

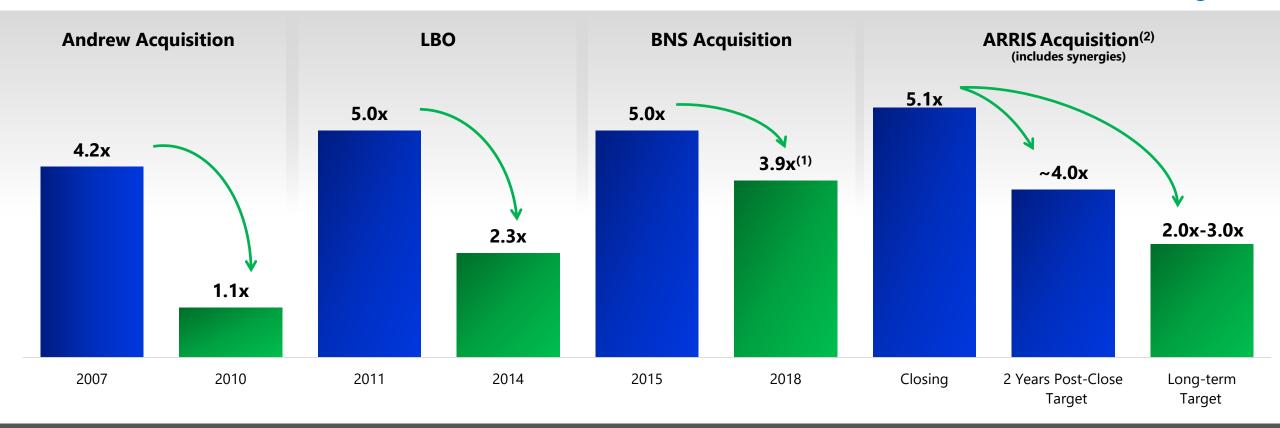
<sup>(2)</sup> Estimated pro forma profitability reflecting ARRIS adjusted direct contribution and CommScope adjusted operating income (AOI). ARRIS and CommScope utilize different overhead allocation approaches. This chart reflects ARRIS corporate expenses allocated based on revenue. It is intended as an illustrative example of pro forma profitability.

<sup>(3)</sup> ARRIS acquired Ruckus in December 2017. Enterprise results reflect Ruckus results since acquisition.



## CommScope's proven track record of successfully de-levering in previous transactions

Net Leverage



CommScope expected to generate significant free cash flow enabling it reduce leverage quickly

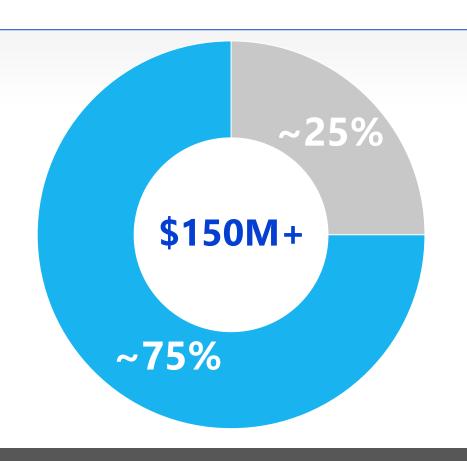
<sup>(1)</sup> Net leverage ratio as September 30, 2018.

<sup>(2)</sup> Closing leverage based on pre-forma Adjusted EBITDA of approximately \$1.9 billion (including full \$150 million run rate synergies). The Carlyle investment is considered equity. The ratio of net debt + preferred equity to proforma Adjusted EBITDA is approximately 5.6x.

5

## Expect to reach annual run-rate of at least \$150 million<sup>(1)</sup> in cost synergies in the third year following transaction close







#### SG&A

 Economies of scale through global shared services, consolidation of redundant functional support and real estate footprint consolidation



#### **Cost of Goods**

 Procurement and supply chain related savings associated with consolidation of spend, distribution efficiency and elimination of redundancies

In addition to cost synergies, we see the potential for revenue synergies

## Premier Equity Sponsorship: THE CARLYLE GROUP

- Carlyle is one of the world's largest private equity firms with **deep technology and communications industry experience** 
  - ~\$212 billion of assets under management
  - ~\$27 billion of equity invested in the technology, media, and telecom sector since inception
- Took CommScope private in 2011, re-IPO'd in late 2013, and fully exited in late 2016 CommScope was one of Carlyle's most successful investments ever
- Investing \$1 billion of convertible preferred equity to support the ARRIS transaction:
  - 5.5% coupon, \$27.50 initial conversion price
  - Carlyle will own ~16% of the common equity assuming conversion
  - Two Carlyle representatives to join CommScope Board of Directors

"We are delighted to resume our collaboration with CommScope's accomplished management team. We believe in the company's long-term strategy, customer-centric culture and ability to deliver results. This optimism has fueled our desire to be a part of such a promising transaction with ARRIS."

— Cam Dyer, Carlyle Managing Director and Global Co-Head of TMT

## 5

#### Financing overview and pro forma net leverage

- CommScope has secured full commitments from J.P. Morgan, Bank of America and Deutsche Bank to finance the transaction. The company
  expects to use ~\$0.9 billion in combined cash on balance sheet, ~\$5.3 billion of new secured debt, ~\$1.0 billion of senior unsecured debt, and
  ~\$1.0 billion of Carlyle convertible preferred equity
- Concurrent with the financing, the company has also secured commitments for an upsized 5-year ABL facility of ~\$0.8 billion providing ~\$1.3 billion of liquidity pro forma for the transaction
- Pro forma for the transaction, net leverage will increase to approximately 5.1x LTM Q3 2018 PF EBITDA<sup>(1)</sup> at closing and expect to deleverage rapidly in the following 12-18 months
- Capital structure provides for attractive terms, flexibility to continue to de-lever and strong ratings

		Pro for	ma as of 9/30/18
			x LTM 3Q18
(\$ in billions)	Maturity	Amount	EBITDA (incl. synergies) (1)
Cash and equivalents		\$0.5	
New \$0.8B ABL facility	5-yr	-	
Existing Term Loan B	Dec-22	\$0.5	
New secured debt	7-yr	\$5.3	
Net secured debt		\$5.3B	2.7x
Existing senior notes	2021-2027	\$3.6	
New unsecured debt	8-yr	\$1.0	
Net debt		\$9.8B	5.1x
Carlyle convertible preferred equity		\$1.0	
Net debt + convertible preferred equity		\$10.8B	5.6x
Adjusted EBITDA			\$1.9B

<sup>(1)</sup> Based on pro forma, adjusted EBITDA at September 30, 2018 of approximately \$1.94B (inclusive of full run rate synergies of \$150 million, which are expected to be achieved over three years). This structure assumes full repayment of ARRIS's outstanding debt which was approximately \$2.1B as of September 30, 2018. Numbers may not add due to rounding.

Note: See appendix for reconciliation of non-GAAP measures.



#### **Bank of America Merrill Lynch Leveraged Finance Conference**

December 4, 2018

Alex Pease
EVP & Chief Financial Officer

#### **Appendix**

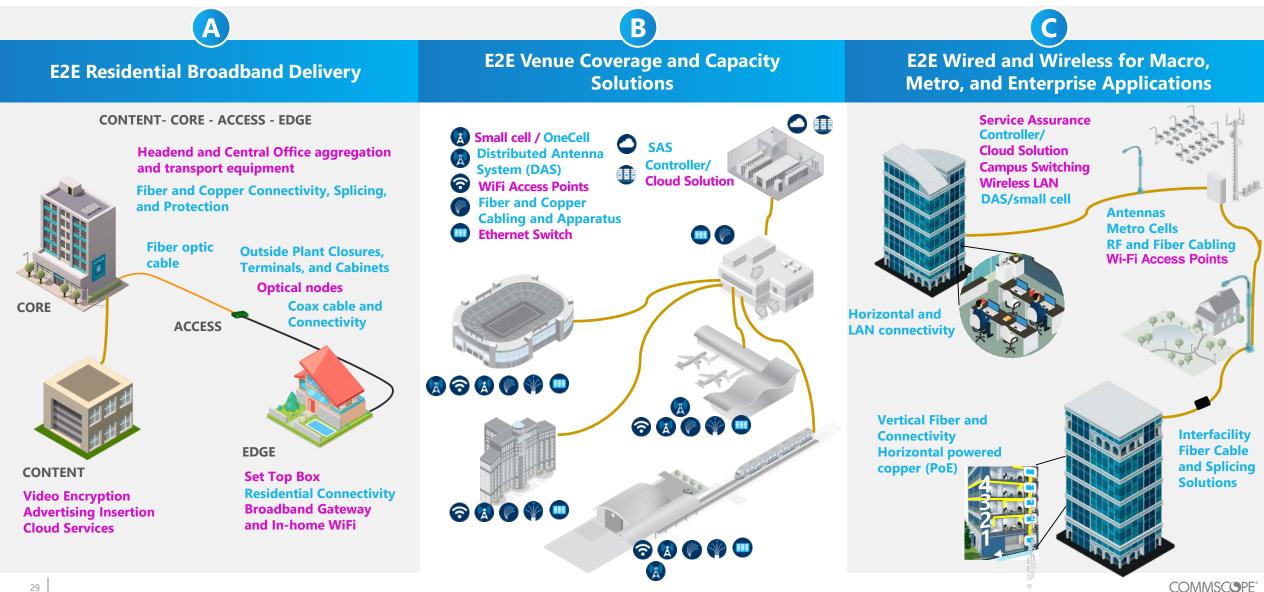
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#### Enabling the world's largest customers in nearly every aspect of their communications networks

**Text** - ARRIS solutions

**Text** - CommScope solutions



#### CommScope gains strong footing in private networks for industrial, enterprise and public venue use cases

**Customers demand increasing** security and reliability for network connectivity

**Private LTE/5G** networks address customer needs

Comprehensive end-to-end private network solution enables customers to realize secure, low latency, high reliability connections

#### **Especially for mission-critical** enterprise networks



**Capacity** 



**Reliability &** low latency



**Seamless** mobility



Coverage



**Cellular based** security



**Future proof** 

#### More secure and reliable connection via lower latency and higher bandwidth

availability

- Higher quality of service compared to mobile networks and WiFi due to private core and dedicated frequencies
- Cloud and locally based evolved packet core to drive efficiency and performance as needed

#### Applications for a comprehensive private WiFi/LTE/5G solution

#### **Factory Automation**



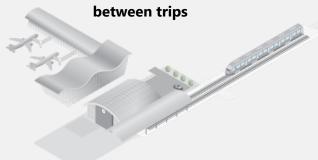
#### **Heavy Industrial**



#### **Research and Healthcare**



#### **Critical Data Transfer**



#### **Key Components**

Switch WAP (WiFi) Small Cell (LTE) Fiber Connectivity Copper Connectivity SAS vEPC

## Enhanced connected/smart home solutions value proposition

ARRIS solutionsCommScope solutions

**Components of comprehensive in-home connectivity solution** 



Combination of ARRIS's strategic in-home presence and **fixed wireless access** with **Broadband gateway** products and CommScope's complementary **FTTX cabling solutions** enables continued development of future connected home use cases such as **mesh networking** 

## Statements of Operations

(Unaudited -- In thousands, except per share amounts)

	Three Months Ended				Nine Months Ended				
	September 30,					30,			
		2018		2017		2018		2017	
Net sales	\$	1,150,405	\$	1,128,775	\$	3,510,778	\$	3,440,150	
Operating costs and expenses:									
Cost of sales		726,531		700,170		2,204,194		2,085,973	
Selling, general and administrative		173,990		184,947		544,318		604,408	
Research and development		44,807		44,599		142,436		140,569	
Amortization of purchased intangible assets		65,782		68,271		199,453		202,890	
Restructuring costs, net		7,070		5,360		19,738		24,521	
Total operating costs and expenses		1,018,180		1,003,347		3,110,139		3,058,361	
Operating income		132,225		125,428		400,639		381,789	
Other income (expense), net		(2,379)		3,209		(4,490)		(9,248)	
Interest expense		(66,122)		(61,798)		(186,655)		(192,769)	
Interest income		1,882		1,180		5,373		3,784	
Income before income taxes		65,606		68,019		214,867		183,556	
Income tax expense		(1,763)		(16,862)		(51,367)		(43,373)	
Net income	\$	63,843	\$	51,157	\$	163,500	\$	140,183	
Earnings per share:									
Basic	\$	0.33	\$	0.27	\$	0.85	\$	0.73	
Diluted (a)	\$	0.33	\$	0.26	\$	0.84	\$	0.71	
Weighted average shares outstanding:									
Basic		192,219		191,824		191,920		192,973	
Diluted (a)		195,359		195,815		195,370		197,387	
(a) Calculation of diluted earnings per share:									
Net income (basic and diluted)	\$	63,843	\$	51,157	\$	163,500	\$	140,183	
Weighted average shares (basic)		192,219		191,824		191,920		192,973	
Dilutive effect of equity-based awards		3,140		3,991		3,450		4,414	
Denominator (diluted)		195,359		195,815		195,370		197,387	

See notes to unaudited condensed consolidated financial statements included in our Form 10-Q.

#### **Balance Sheets**

(Unaudited -- In thousands, except per share amounts)

Assets	Septe	mber 30, 2018	Dece	mber 31, 2017
Cash and cash equivalents	\$	352,397	\$	453,977
Accounts receivable, less allowance for doubtful accounts of	Ψ	332,391	Ψ	455,911
\$18,141 and \$13,976, respectively		901,096		898,829
Inventories, net		490,767		444,941
Prepaid expenses and other current assets		123,277		146,112
Total current assets	·	1,867,537		1,943,859
Property, plant and equipment, net of accumulated depreciation		, ,		, ,
of \$425,577 and \$390,389, respectively		445,746		467,289
Goodwill		2,858,640		2,886,630
Other intangible assets, net		1,420,677		1,636,084
Other noncurrent assets		125,696		107,804
Total assets	\$	6,718,296	\$	7,041,666
Liabilities and Stockholders' Equity		5,715,236		7,011,000
Accounts payable	\$	441,409	\$	436,737
Other accrued liabilities	Ψ	323,211	Ψ	286,980
Total current liabilities		764,620		723,717
Long-term debt		3,983,790		4,369,401
Deferred income taxes		97,849		134,241
Pension and other postretirement benefit liabilities		20,315		25,140
Other noncurrent liabilities		96,652		141,341
Total liabilities		4,963,226		5,393,840
Commitments and contingencies				
Stockholders' equity:				
Preferred stock, \$.01 par value: Authorized shares: 200,000,000;				
Issued and outstanding shares: None		_		_
Common stock, \$0.01 par value: Authorized shares: 1,300,000,000;				
Issued and outstanding shares: 192,222,782 and 190,906,110,				
respectively		1,990		1,972
Additional paid-in capital		2,372,764		2,334,071
Retained earnings (accumulated deficit)		(226,494)		(395,998)
Accumulated other comprehensive loss		(171,982)		(86,603)
Treasury stock, at cost: 6,738,136 shares and 6,336,144 shares,				
respectively		(221,208)		(205,616)
Total stockholders' equity		1,755,070		1,647,826
Total liabilities and stockholders' equity	\$	6,718,296	\$	7,041,666

See notes to unaudited condensed consolidated financial statements included in our Form 10-Q.

## Statements of Cash Flows

(Unaudited -- In thousands)

		nths Ended nber 30,	Nine Mont Septeml	
	2018	2017	2018	2017
Operating Activities:				
Net income	\$ 63,843	\$ 51,157	\$ 163,500	\$ 140,183
Adjustments to reconcile net income to net cash generated				
by operating activities:				
Depreciation and amortization	94,280	92,090	272,629	282,543
Equity-based compensation	11,327	10,974	33,723	31,572
Deferred income taxes	(8,006)	(5,903)	(32,616)	(19,976)
Changes in assets and liabilities:				
Accounts receivable	113,486	15,079	(23,537)	59,054
Inventories	(17,805)	54,033	(65,798)	11,790
Prepaid expenses and other assets	(3,241)	(20,909)	(3,849)	(22,682)
Accounts payable and other liabilities	(28,604)	(57,728)	12,277	(178,505)
Other	1,541	6,579	5,555	31,426
Net cash generated by operating activities	226,821	145,372	361,884	335,405
Investing Activities:				
Additions to property, plant and equipment	(24,604)	(20,575)	(55,448)	(51,152)
Proceeds from sale of property, plant and equipment	6,490	38	12,715	5,016
Proceeds upon settlement of net investment hedge	_	_	1,331	_
Cash paid for acquisitions, including purchase price				
adjustments, net of cash acquired	_	(105,249)	_	(105,249)
Other	_	3,120	_	9,898
Net cash used in investing activities	(18,114)	(122,666)	(41,402)	(141,487)
Financing Activities:				
Long-term debt repaid	(550,000)	(25,000)	(550,000)	(805,379)
Long-term debt proceeds	150,000	_	150,000	780,379
Debt issuance and modification costs	_	_	_	(8,363)
Debt extinguishment costs	_	_	_	(14,800)
Cash paid for repurchase of common stock	_	(75,000)	_	(175,000)
Proceeds from the issuance of common shares under				
equity-based compensation plans	73	297	4,988	8,803
Tax withholding payments for vested equity-based				
compensation awards	(92)	(98)	(15,592)	(14,956)
Net cash used in financing activities	(400,019)	(99,801)	(410,604)	(229,316)
Effect of exchange rate changes on cash and cash equivalents	(1,992)	, , ,	(11,458)	18,412
Change in cash and cash equivalents	(193,304)		(101,580)	(16,986)
Cash and cash equivalents at beginning of period	545,701	484,491	453,977	428,228
Cash and cash equivalents at end of period	\$ 352,397	\$ 411,242	\$ 352,397	\$ 411,242
	·			

### Sales by Region

(Unaudited -- In millions)

					% Change
	Q3 2018 Q3 2017			YOY	
United States	\$	653.0	\$	595.3	9.7 %
Europe, Middle East and Africa		235.6		231.0	2.0
Asia Pacific		179.3		218.6	(18.0)
Caribbean and Latin America		59.4		62.2	(4.5)
Canada		23.1		21.7	6.5
Total Net Sales	\$	1,150.4	\$	1,128.8	1.9 %

COMMSCOPE°

#### CommScope Segment Information

(Unaudited -- In millions)



#### CommScope Holding Company, Inc. Reconciliation of GAAP to Non-GAAP Adjusted Operating Income by Segment (Unaudited -- In millions)

#### Third Quarter 2018 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Connectivity Solutions			obility lutions	Total
Operating income, as reported	\$	94.9	\$	37.3	\$ 132.2
Amortization of purchased intangible assets		44.4		21.4	65.8
Restructuring costs, net		(0.4)		7.5	7.1
Equity-based compensation		6.9		4.4	11.3
Integration and transaction costs		1.7		1.0	2.6
Non-GAAP adjusted operating income	\$	147.4	\$	71.6	\$ 219.0
Non-GAAP adjusted operating margin %		20.1%		17.1%	19.0%

#### Second Quarter 2018 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Connectivity		Mobility		
	Sol	Solutions Solutions		lutions	 <b>Fotal</b>
Operating income, as reported	\$	85.4	\$	79.3	\$ 164.7
Amortization of purchased intangible assets		45.0		21.4	66.4
Restructuring costs, net		4.7		2.5	7.2
Equity-based compensation		7.2		4.6	11.8
Integration and transaction costs		0.7		0.3	1.0
Non-GAAP adjusted operating income	\$	142.9	\$	108.2	\$ 251.1
Non-GAAP adjusted operating margin %		19.3%		21.7%	20.3%

#### First Quarter 2018 Non-GAAP Adjusted Operating Income Reconciliation by Segment

Connectivity Solutions		Mobility Solutions		,	Fotal
\$	53.2	\$	50.5	\$	103.7
	45.5		21.8		67.2
	2.4		3.1		5.5
	6.4		4.1		10.5
	1.2		0.4		1.7
\$	108.7	\$	79.9	\$	188.6
	16.1%		17.9%		16.8%
	<u>Sol</u> \$	\$ 53.2 45.5 2.4 6.4 1.2 \$ 108.7	Solutions   Sol   \$   \$   \$   \$   \$   \$   \$   \$   \$	Solutions         Solutions           \$ 53.2         \$ 50.5           45.5         21.8           2.4         3.1           6.4         4.1           1.2         0.4           \$ 108.7         \$ 79.9	Solutions         Solutions         7           \$ 53.2         \$ 50.5         \$           45.5         21.8           2.4         3.1           6.4         4.1           1.2         0.4           \$ 108.7         \$ 79.9

#### Fourth Quarter 2017 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Connectivity Solutions			,	Total
Operating income, as reported	\$ 47.5	\$	42.8	\$	90.3
Amortization of purchased intangible assets	44.8		23.3		68.1
Restructuring costs, net	16.6		2.6		19.3
Equity-based compensation	6.0		4.3		10.3
Integration and transaction costs	9.8		_		9.8
Non-GAAP adjusted operating income	\$ 124.7	\$	73.0	\$	197.7
Non-GAAP adjusted operating margin %	18.0%		17.1%		17.6%

#### ARRIS Segment Information

(Unaudited -- In millions)



#### Reconciliation of GAAP Operating Income (Loss) to Non-GAAP Adjusted Direct Contribution (Unaudited -- In millions)

Third Quarter 2018 Non-GAAP Adjusted Direct Contribution Reconciliation by Segment

		Corporate &											
	CPE		CPE		CPE		N&C	Ent	erprise	Un	allocated	1	Fotal
Operating income (loss), as reported	\$	12.2	\$ 173.6	\$	0.1	\$	(132.9)	\$	53.0				
Amortization of intangible assets		47.1	24.7		15.7		0.8		88.3				
Integration, acquisition, restructuring and other costs		2.8	0.8		0.6		0.8		5.0				
Direct contribution	\$	62.2	\$ 199.1	\$	16.4	\$	(131.3)	\$	146.4				
Allocated costs (1)		(19.3)	(28.7)		(5.5)		53.5		_				
Stock-based compensation expense		5.3	7.9		3.3		3.8		20.3				
Depreciation expense		7.1	7.0		3.1		4.2		21.4				
Non-GAAP adjusted direct contribution	\$	55.2	\$ 185.4	\$	17.4	\$	(69.8)	\$	188.1				



							Cor	porate &	
_	C	PE	1	N&C	Ent	erprise	Una	allocated	 <b>Fotal</b>
Operating income (loss), as reported	\$	20.5	\$	170.1	\$	1.8	\$	(147.6)	\$ 44.9
Amortization of intangible assets		50.6		24.7		14.3		0.8	90.5
Integration, acquisition, restructuring and other costs		14.6		6.4		1.7		0.2	22.8
Direct contribution	\$	85.7	\$	201.3	\$	17.8	\$	(146.6)	\$ 158.2
Allocated costs (1)		(19.9)		(29.0)		(5.6)		54.5	_
Stock-based compensation expense		5.9		8.6		4.5		4.4	23.5
Depreciation expense		7.0		6.6		3.2		4.5	21.2
Non-GAAP adjusted direct contribution	\$	78.7	\$	187.5	\$	19.9	\$	(83.1)	\$ 202.9

#### First Quarter 2018 Non-GAAP Adjusted Direct Contribution Reconciliation by Segment

						Cor	porate &		
	(	CPE	N&C	Ent	erprise	Una	allocated	1	Total
Operating income (loss), as reported	\$	(20.8)	\$ 197.5	\$	(3.1)	\$	(160.8)	\$	12.9
Amortization of intangible assets		63.2	25.1		25.5		0.8		114.7
Impairment of goodwill and intangible assets		_	3.4		_		_		3.4
Integration, acquisition, restructuring and other costs		7.3	2.5		3.1		0.8		13.7
Direct contribution	\$	49.8	\$ 228.5	\$	25.5	\$	(159.1)	\$	144.7
Allocated costs (1)		(19.6)	(28.5)		(5.6)		53.7		_
Stock-based compensation expense		5.3	7.8		2.4		3.8		19.3
Depreciation expense		7.7	6.9		3.6		4.7		22.9
Non-GAAP adjusted direct contribution	\$	43.2	\$ 214.7	\$	25.9	\$	(97.0)	\$	186.8

#### Fourth Quarter 2017 Non-GAAP Adjusted Direct Contribution Reconciliation by Segment

					Cor	porate &	
	CPE	N&C	En	terprise	Una	allocated	 <b>Fotal</b>
Operating income (loss), as reported	\$ 52.5	\$ 158.8	\$	(78.1)	\$	(145.9)	\$ (12.7)
Amortization of intangible assets	63.3	26.1		10.4		0.8	100.6
Impairment of goodwill and intangible assets	_	55.0		_		_	55.0
Integration, acquisition, restructuring and other costs	(3.9)	1.0		69.0		1.6	67.7
Direct contribution	\$ 111.8	\$ 240.9	\$	1.4	\$	(143.5)	\$ 210.6
Allocated costs (1)	(19.7)	(28.8)		(1.5)		50.0	_
Stock-based compensation expense	5.6	8.3		0.7		4.1	18.7
Depreciation expense	9.6	7.2		1.3		4.9	22.9
Non-GAAP adjusted direct contribution	\$ 107.4	\$ 227.5	\$	1.9	\$	(84.6)	\$ 252.3

Components may not sum to total due to rounding

(1) Allocated costs include facility costs, service provider sales and marketing costs and other costs.



## CommScope and ARRIS:

# Adjusted Operating Income and Adjusted EBITDA Reconciliation by Quarter

(Unaudited -- In millions)



Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017
\$ 132.2	\$ 164.7	\$ 103.7	\$ 90.3	\$ 125.4
65.8	66.4	67.2	68.1	68.3
7.1	7.2	5.5	19.3	5.4
11.3	11.8	10.5	10.3	11.0
2.6	1.0	1.7	9.8	12.0
\$ 219.0	\$ 251.1	\$ 188.6	\$ 197.7	\$ 222.1
19.0%	20.3%	16.8%	17.6%	19.7%
18.7	19.9	19.6	20.8	20.6
\$ 237.8	\$ 271.1	\$ 208.1	\$ 218.5	\$ 242.7
	\$ 132.2 65.8 7.1 11.3 2.6 \$ 219.0 19.0%	\$ 132.2       \$ 164.7         65.8       66.4         7.1       7.2         11.3       11.8         2.6       1.0         \$ 219.0       \$ 251.1         19.0%       20.3%         18.7       19.9	\$ 132.2       \$ 164.7       \$ 103.7         65.8       66.4       67.2         7.1       7.2       5.5         11.3       11.8       10.5         2.6       1.0       1.7         \$ 219.0       \$ 251.1       \$ 188.6         19.0%       20.3%       16.8%         18.7       19.9       19.6	\$ 132.2       \$ 164.7       \$ 103.7       \$ 90.3         65.8       66.4       67.2       68.1         7.1       7.2       5.5       19.3         11.3       11.8       10.5       10.3         2.6       1.0       1.7       9.8         \$ 219.0       \$ 251.1       \$ 188.6       \$ 197.7         19.0%       20.3%       16.8%       17.6%         18.7       19.9       19.6       20.8

ARRIS International plc Quarterly Adjusted EBITDA (Unaudited -- In millions)

#### GAAP to Non-GAAP Adjusted EBITDA Reconciliation



	Q	3 2018	Q2 2018		Q1 2018		Q	4 2017
Net income (loss), as reported	\$	45.8	\$	34.8	\$	(17.0)	\$	(8.1)
Income tax expense (benefit)		(15.7)		(9.9)		3.5		(32.3)
Interest income		(1.8)		(1.8)		(1.5)		(2.0)
Interest expense		24.0		23.6		22.5		23.8
Depreciation expense		21.6		21.2		22.9		22.9
Amortization of intangible assets		88.3		90.5		114.7		100.6
EBITDA	\$	162.2	\$	158.4	\$	145.0	\$	104.9
Stock-based compensation expense		20.3		23.5		19.3		18.7
Integration, acquisition, restructuring and other costs		5.0		22.8		13.7		67.7
Impairment of goodwill and intangible assets		_		_		3.4		55.0
Acquisition accounting impacts of deferred revenue		2.4		3.3		5.7		(7.0)
Acquisition accounting impacts of fair valuing inventor	y	_		_		17.0		7.6
Remeasurement of deferred taxes		0.5		(3.7)		3.7		0.9
Non-GAAP adjusted EBITDA	\$	190.5	\$	204.4	\$	207.7	\$	247.7

Components may not sum to total due to rounding

# Quarterly Adjusted Operating Income Reconciliation by Segment

(Unaudited -- In millions)

#### Third Quarter 2018 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	•			obility lutions	Total
Operating income, as reported	\$	94.9	\$	37.3	\$ 132.2
Amortization of purchased intangible assets		44.4		21.4	65.8
Restructuring costs, net		(0.4)		7.5	7.1
Equity-based compensation		6.9		4.4	11.3
Integration and transaction costs		1.7		1.0	2.6
Non-GAAP adjusted operating income	\$	147.4	\$	71.6	\$ 219.0
Non-GAAP adjusted operating margin %		20.1%		17.1%	19.0%

#### Second Quarter 2018 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Connectivity Mobility Solutions Solutions				Total
Operating income, as reported	\$ 85.4	\$	79.3	\$	164.7
Amortization of purchased intangible assets	45.0		21.4		66.4
Restructuring costs, net	4.7		2.5		7.2
Equity-based compensation	7.2		4.6		11.8
Integration and transaction costs	 0.7		0.3		1.0
Non-GAAP adjusted operating income	\$ 142.9	\$	108.2	\$	251.1
Non-GAAP adjusted operating margin %	19.3%	2	1.7%		20.3%

#### Third Quarter 2017 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Connectivity Mobility Solutions Solutions		Total		
Operating income, as reported	\$	70.4	\$	55.0	\$ 125.4
Amortization of purchased intangible assets		44.2		24.1	68.3
Restructuring costs, net		5.6		(0.2)	5.4
Equity-based compensation		6.4		4.6	11.0
Integration and transaction costs		11.9		0.2	12.0
Non-GAAP adjusted operating income	\$	138.5	\$	83.6	\$ 222.1
Non-GAAP adjusted operating margin %		19.5%	1	19.9%	19.7%

Components may not sum to total due to rounding See Description of Non-GAAP Financial Measures

## Adjusted Net Income Reconciliation

(Unaudited – In millions)

	Three Months Ended September 30,					Nine Months Ende September 30,			
		2018		2017		2018		2017	
Operating income, as reported	\$	132.2	\$	125.4	\$ 400.6		\$	381.8	
Adjustments:									
Amortization of purchased intangible assets		65.8		68.3		199.5		202.9	
Restructuring costs, net		7.1		5.4		19.7		24.5	
Equity-based compensation		11.3		11.0		33.7		31.6	
Integration and transaction costs		2.6		12.0		5.3		38.2	
Total adjustments to operating income		86.8		96.7		258.2		297.2	
Non-GAAP adjusted operating income	\$	219.0	\$	222.1	\$	658.8	\$	679.0	
Income before income taxes, as reported	\$	65.6	\$	68.0	\$	214.9	\$	183.6	
Income tax expense, as reported		(1.8)		(16.9)		(51.4)		(43.4)	
Net income, as reported	\$	63.8	\$	51.2	\$	163.5	\$	140.2	
Adjustments:									
Total pretax adjustments to operating income		86.8		96.7		258.2		297.2	
Pretax amortization of deferred financing costs & OID (1)		9.8		3.2		15.0		18.8	
Pretax loss on debt transactions (2)				_		_		16.0	
Pretax net investment gains (2)				(2.4)		_		(9.0)	
Tax effects of adjustments and other tax items (3)		(45.9)		(41.2)		(93.9)		(133.9)	
Non-GAAP adjusted net income	\$	114.5	\$	107.5	\$	342.7	\$	329.3	
Diluted EPS, as reported	\$	0.33	\$	0.26	\$	0.84	\$	0.71	
Non-GAAP adjusted diluted EPS	\$	0.59	\$	0.55	\$	1.75	\$	1.67	

<sup>(1)</sup> Included in interest expense.

Note: Components may not sum to total due to rounding See Description of Non-GAAP Financial Measures

<sup>(2)</sup> Included in other income (expense), net.

<sup>(3)</sup> The tax rates applied to adjustments reflect the tax expense or benefit based on the tax jurisdiction of the entity generating the adjustment. There are certain items for which we expect little or no tax effect.

#### Outlook GAAP to Non-GAAP Reconciliation

(Unaudited -- In millions)

	Outlook							
		ee Months Ended December 31, 2018	Full Year 2018					
Operating income	\$	60 - \$83	\$	461 - \$484				
Adjustments:				_				
Amortization of purchased intangible assets	\$	66	\$	265				
Equity-based compensation	\$	12	\$	46				
Restructuring costs, integration and transaction costs								
and other (1)	\$	7 - \$9	\$	32 - \$34				
Total adjustments to operating income	\$	85 - \$87	\$	343 - \$345				
Non-GAAP adjusted operating income	\$	145 - \$170	\$	804 - \$829				
Diluted earnings per share (basic loss per share)	\$	(0.12) - \$(0.14)	\$	0.70 - \$0.72				
Adjustments (2):								
Total adjustments to operating income	\$	0.32 - \$0.36	\$	1.32 - \$1.34				
Debt-related costs and other special items (3)	\$	0.14 - \$0.17	\$	0.07 - \$0.08				
Non-GAAP adjusted diluted earnings per share	\$	0.34 - \$0.39	\$	2.09 - \$2.14				

<sup>(1)</sup> Reflects projections for restructuring costs, integration and transaction costs and other special items. Actual adjustments may vary from projections.

Our actual results may be impacted by additional events for which information is not currently available, such as additional restructuring activities, asset impairments, debt extinguishments, additional transaction and integration costs, foreign exchange rate fluctuations and other gains or losses related to events that are not currently known or measurable.

See Caution Regarding Forward-Looking Statements and Description of Non-GAAP Financial Measures.

<sup>(2)</sup> The tax rates applied to projected adjustments reflect the tax expense or benefit based on the expected tax jurisdiction of the entity generating the projected adjustments. There are certain items for which we expect little or no tax effect.

<sup>(3)</sup> Reflects projections for amortization of debt issuance costs, loss on debt extinguishment, net losses on defined benefit plan terminations, foreign exchange losses triggered by the liquidation of subsidiaries and tax items. Actual adjustments may vary from projections.

## Adjusted Operating Income Reconciliation

(Unaudited -- In millions)

	Q3 2018	Full Year	Full Year Full Year		Full Year	Full Year	Full Year
	TTM	2017	2016	2015	2014	2013	2012
Operating income, as reported	\$ 490.8	\$ 472.0	\$ 567.6	\$ 169.6	\$ 566.4	\$ 318.9	\$ 234.5
Amortization of purchased intangible assets	267.6	271.0	297.2	220.6	178.3	174.9	175.7
Restructuring costs, net	39.0	43.8	42.9	29.5	19.3	22.1	23.0
Equity-based compensation	44.1	41.9	35.0	28.7	21.1	16.1	7.5
Asset impairments	_	<del></del>	38.6	90.8	12.1	45.5	40.9
Integration and transaction costs	15.0	48.0	62.3	96.9	12.0	27.2	6.3
Purchase accounting adjustments	_	_	0.6	81.7	(11.9)	2.5	
Other						2.1	9.4
Non-GAAP adjusted operating income	\$ 856.5	\$ 876.7	\$1,044.2	\$ 717.8	\$ 797.4	\$ 609.3	\$ 497.3
Non-GAAP adjusted operating margin $\%$	18.5%	19.2%	21.2%	18.9%	20.8%	17.5%	15.0%

Components may not sum to total due to rounding See Description of Non-GAAP Financial Measures

## Free Cash Flow Reconciliation

(Unaudited -- In millions)

	Q3 2018 TTM	Full Year 2017	Full Year 2016	Full Year 2015	Full Year 2014	Full Year 2013	Full Year 2012
Cash flow from operations	\$ 612.8	\$ 586.3	\$ 640.2	\$ 327.1	\$ 394.7	\$ 270.9	\$ 286.9
Capital expenditures	(73.0)	(68.7)	(68.3)	(56.5)	(36.9)	(36.8)	(28.0)
Free Cash Flow	\$ 539.8	\$ 517.6	\$ 571.9	\$ 270.6	\$ 357.8	\$ 234.1	\$ 258.9

See Description of Non-GAAP Financial Measures