

2019 Deutsche Bank Leveraged Finance Conference

Scottsdale, AZ

September 25, 2019

Morgan Kurk

EVP & Chief Technology Officer

Russell Johnson

VP & Treasurer

Important information

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 our current views with respect to future events and financial performance. 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 management, 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," "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 phrases is not intended to be all-inclusive.

These forward-looking statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, risks related to the ARRIS acquisition, 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, and marketing; risks associated with our sales through channel partners; changes to the regulatory environment in which our customers operate; product quality or performance issues and associated warranty claims; our ability to maintain effective management information technology systems and to successfully implement major systems initiatives; 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 components; the risk that contract manufacturers we rely on encounter production, quality, financial or other difficulties; our ability to integrate and fully realize anticipated benefits from prior or future divestitures, acquisitions or equity investments; potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities or those of our contract manufacturers that may affect our ability to meet customer demands for products; possible future restructuring actions; substantial indebtedness; possible future impairment charges for fixed or intangible assets, including goodwill

Such forward-looking statements are also subject to additional risks and uncertainties related to the recently acquired ARRIS business, many of which are outside of our control, including, without limitation: 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 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; and other factors beyond our control.

Although the information contained in this presentation represents our best judgment as of the date of this release based on information currently available and reasonable assumptions, we can give no 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. We are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this presentation, except as otherwise may be required by law.

Use of Non-GAAP Financial Measures

CommScope management believes that presenting certain non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors' ability to analyze financial and business trends. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP measures may not be comparable to other similarly titled measures of other companies. In addition, CommScope management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period.



CommScope is a global network connectivity leader

COMMSCOPE®

We shape the networks of the future.

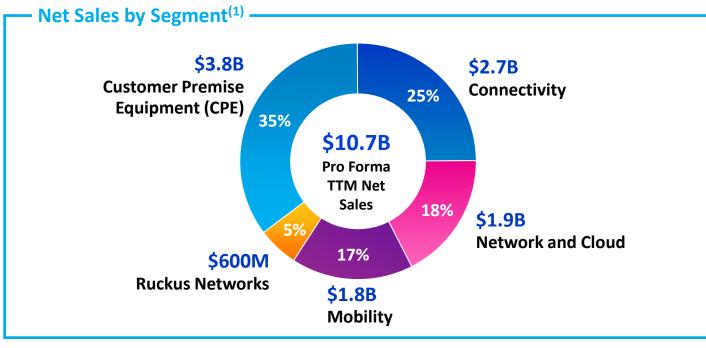
Acquisition of ARRIS on April 4, 2019 enables us to solve some of the most challenging communication problems in the world to create a better-connected tomorrow.

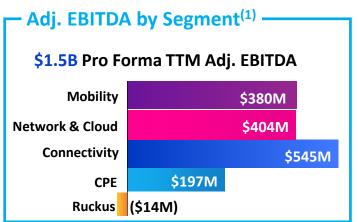
A deep and proven commitment to innovation and technology leadership.

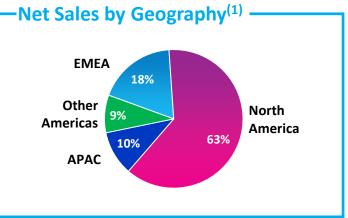
Headquarters outside of Charlotte, NC.

KEY HIGHLIGHTS (1)

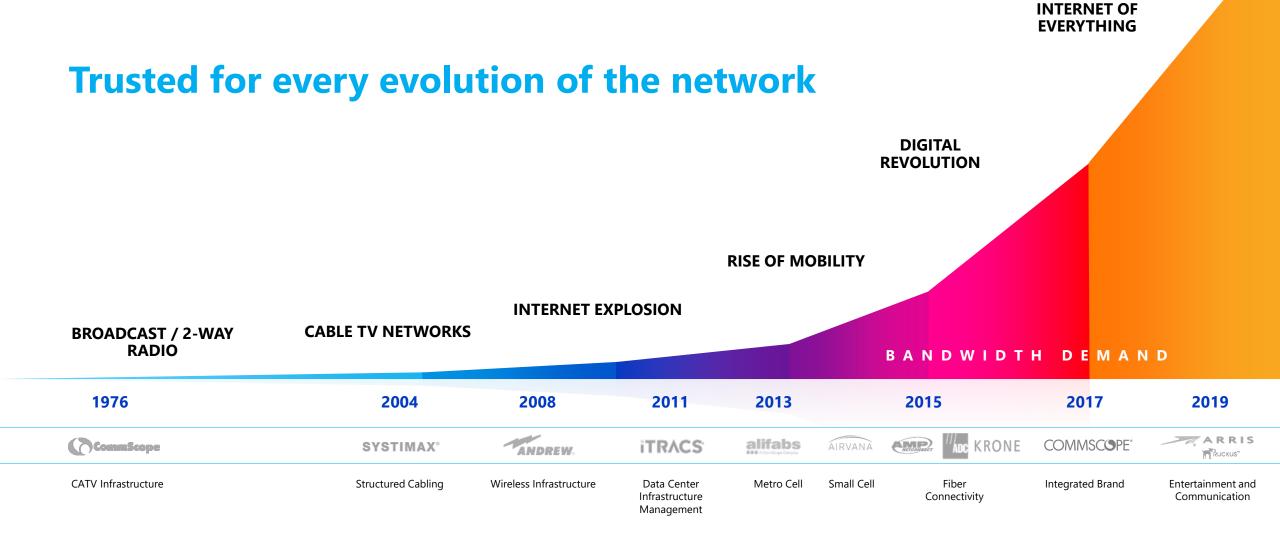
150+ countries with direct and indirect presence	~30,000 Employees	~10,000 Enterprise Channel Partners	~\$800M investment in R&D each year
\$10.7B TTM Net Sales	\$1.5B TTM Adj. EBITDA	>15,000 patents approved or pending	\$60B addressable market size with ARRIS acquisition







History of strategic acquisitions ahead of major network change



CommScope solves network problems...everywhere







Network & Cloud



Customer Premise Equipment



Ruckus Networks



In-Home Connectivity

In-home equipment to connect endusers and devices to cable TV, OTT signals, and the Internet



Video Systems & Security

Equipment to process, projects, and package video content for delivery over the network



Macro Cell

Cell tower antennas, cabling, & equipment



Access Networks

Cabling, connectivity, closures, cabinets and active equipment for TV, Internet, and cellular backhaul networks, and equipment at the head-end to control network operations



Metro Cell Complete portfolio for additional outdoor cellular coverage



Building and Campus

Equipment (Wi-Fi, DAS, small cells, and unlicensed indoor coverage and IP



switching, and cabling) for licensed networks in enterprise buildings and campuses



Data Centers

Cabling, connectors, and equipment for data centers



Global Services & Assurance

Services focused on service experience, networks, and software engineering



Venue

Equipment (Wi-Fi, DAS, small cells, switching, coverage and IP networks in public access



and cabling) for licensed and unlicensed indoor venues

Well-positioned to capitalize on industry trends



Rise of integrated offerings

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



Changing network architectures

- Rapid advancements in wired (DOCSIS 3.1, hyperscale, fiber deep), and wireless (max downstream capacity is increased from 1.2 Gbit/s to 10 Gbit/s)
- Emergence of new use cases (edge compute, OTT) and capabilities (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 bundling wireless services and mobile + home broadband services
- New players entering markets



Roll out of 5G and FWA

- 5G driving network densification among MNOs and MSOs
- Delivering on the promise of 5G, and the connected home, driving a more robust & more secure network
- 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**

ARRIS acquisition enables additional opportunities to drive long-term growth

We remain excited about the **growth opportunities ahead**, as together we have a more compelling and diversified global portfolio for both Service Providers and Enterprises



Create an end-to-end solution for rapidly growing small cell **solutions** that combines our Metrocell, DAS, small cell & cabling, with the Ruckus wireless LAN and switching technology, that will provide a greater coverage and capacity capability than ever before.



Ability to get in at the beginning of the Private **Networks transformation** that combines small cell, BBU, cabling, SAS, with CBRS technology, which are critical capabilities for the industrial private network and core to 5G.



Ability to play in the growing connected home segment with a combination of current & future solutions that can create a leading home managed mesh network and experience.



Positioned to create integrated broadband access solution & services that leads the transformation of core networks as they evolve from centralized solutions to a distributed access architectures combining our OSP cabling & connectors with CCAP platform, headend optics, nodes, TAPS and Global services with our unmatched installed base of optical nodes.



Unique position to provide a holistic OEM agnostic view of 5G that solves real world network rollout problems of site acquisition, power and backhaul.

COMMSCOPE®

Margin expansion opportunity through operational excellence and delivering cost synergies

Operational Excellence

Design for operational agility

Modular outside plant product redesign

Connector excellence

• Capability enhancement & technology innovation

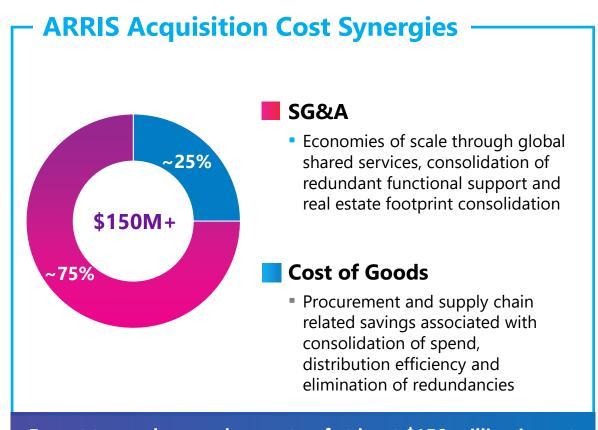
Back office efficiency

• Shared services / outsourcing acceleration

Manufacturing production optimization

Expand robotic process automation

Cost programs to improve the foundation of the company and to better position to capitalize on future growth



Expect to reach annual run-rate of at least \$150 million in cost synergies in the third year following transaction close



Capital structure update – June 30, 2019

Net Leverage

- 6/30/19 CommScope net leverage: 6.0x(1)
- Long-term target: 2.0x-3.0x

Covenant "Lite" Debt Facilities

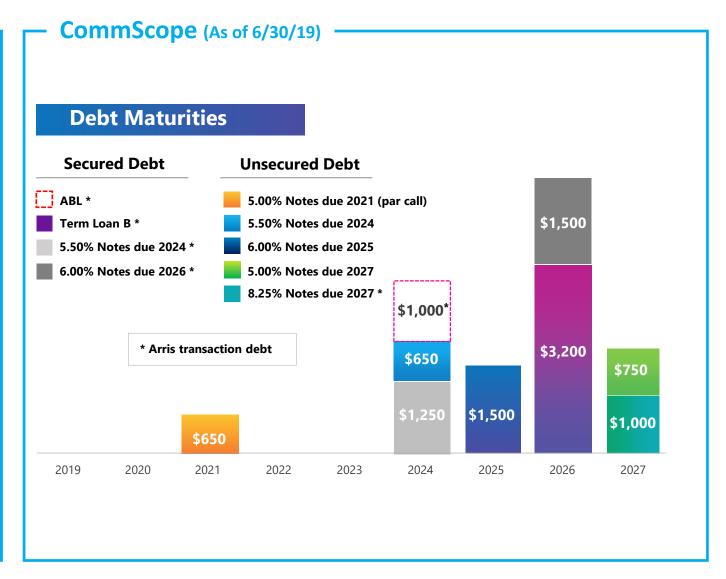
- No maintenance covenants
- Incurrence covenants only

Liquidity of \$1.3 billion

- Cash of \$348 million as of June 30, 2019
- Undrawn ABL capacity of \$972 million

Debt Paydown Update

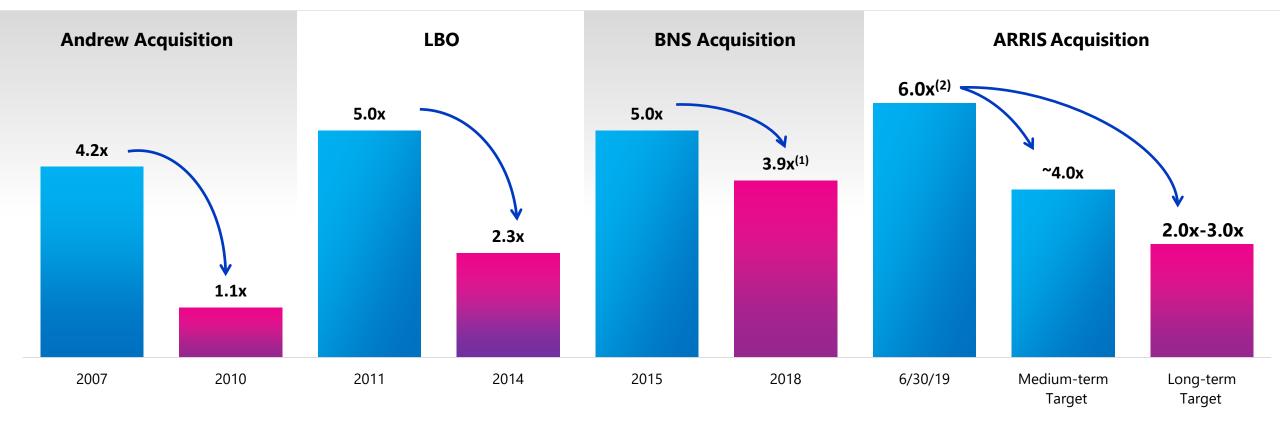
• \$200 million of 5% notes due 2021 redeemed at par in August 2019



⁽¹⁾ Closing leverage based on pro forma Adj. EBITDA of approximately \$1.7B (including full \$135M run-rate synergies and \$31m of other cost savings initiatives). The Carlyle investment is characterized as equity. The ratio of net debt plus preferred equity to pro forma Adj. EBITDA is ~6.6x.

Proven track record of successfully de-levering in previous transactions

Net Leverage



The number one priority for free cash flow is to reduce debt to achieve medium and long-term leverage targets

⁽¹⁾ Net leverage ratio as of December 31, 2018.

⁽²⁾ Closing leverage based on pro forma Adj. EBITDA of approximately \$1.7B (including full \$135M run-rate synergies and \$31m of other cost savings initiatives). The Carlyle investment is characterized as equity. The ratio of net debt plus preferred equity to pro forma Adj. EBITDA is ~6.6x.



2019 Deutsche Bank Leveraged Finance Conference

Scottsdale, AZ

September 25, 2019

Morgan Kurk

EVP & Chief Technology Officer

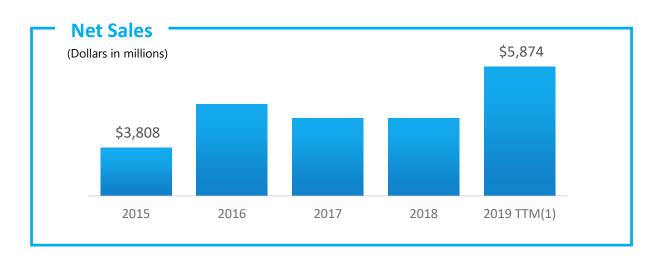
Russell Johnson

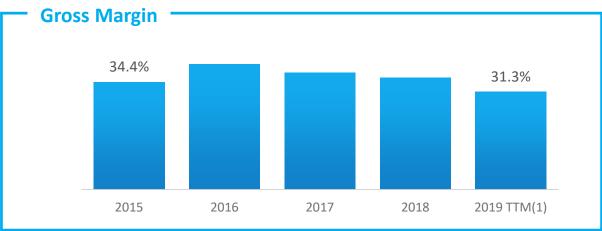
VP & Treasurer

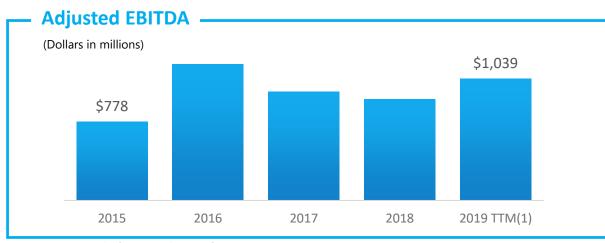


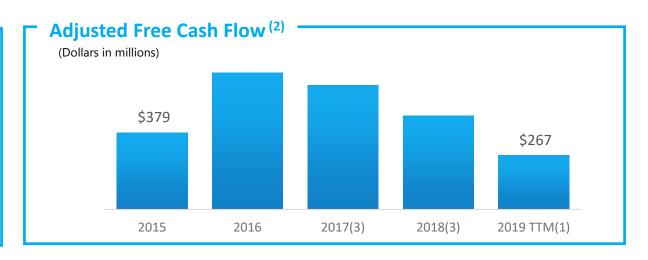


CommScope five-year financial history









Note: See appendix for reconciliation of non-GAAP measures

- (1) 2019 TTM includes ARRIS results from the date of acquisition, April 4, 2019, through June 30, 2019.
- (2) Adjusted free cash flow is defined as cash flow from operations less capital expenditures, and excludes cash paid for transaction and integration costs, restructuring costs, and other special items.
- (3) FCF in Q4'17 benefited from \$60M of customer payments that were not due until 2018.



Non-GAAP Adjusted EBITDA Reconciliation

Adjusted Free Cash Flow Reconciliation

CommScope Holding Company, Inc. Adjusted EBITDA (Unaudited -- In millions)

GAAP to Non-GAAP Adjusted EBITDA Reconciliation

	Q2 2019 TTM ⁽¹⁾	Full Year 2018	Full Year 2017	Full Year 2016	Full Year 2015	Full Year 2014	Full Year 2013	Full Year 2012
Operating income, as reported	\$ 63.1	\$ 450.0	\$ 472.0	\$ 567.6	\$ 169.6	\$ 566.4	\$ 318.9	\$ 234.5
Amortization of purchased intangible assets	354.4	264.6	271.0	297.2	220.6	178.3	174.9	175.7
Restructuring costs, net	90.1	44.0	43.8	42.9	29.5	19.3	22.1	23.0
Equity-based compensation	53.2	44.9	41.9	35.0	28.7	21.1	16.1	7.5
Asset impairments	15.0	15.0	_	38.6	90.8	12.1	45.5	40.9
Integration and transaction costs	204.7	19.5	48.0	62.3	96.9	12.0	27.2	6.3
Purchase accounting adjustments	164.1	_	_	0.6	81.7	(11.9)	2.5	_
Other							2.1	9.4
Non-GAAP adjusted operating income	\$ 944.5	\$ 838.0	\$ 876.7	\$ 1,044.2	\$ 717.8	\$ 797.4	\$ 609.3	\$ 497.3
Non-GAAP adjusted operating margin %	16.1%	18.3%	19.2%	21.2%	18.9%	20.8%	17.5%	15.0%
Depreciation	93.9	75.6	81.7	80.5	60.6	48.8	55.2	69.5
Non-GAAP adjusted EBITDA	\$ 1,038.5	\$ 913.6	\$ 958.4	\$ 1,124.6	\$ 778.4	\$ 846.2	\$ 664.5	\$ 566.8
Non-GAAP adjusted EBITDA margin %	17.7%	20.0%	21.0%	22.8%	20.4%	22.1%	19.1%	17.1%

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

 $(1) \ Includes \ the \ results \ of \ ARRIS \ since \ the \ acquisition \ date, \ April \ 4, \ 2019.$

CommScope Holding Company, Inc. Adjusted Free Cash Flow (Unaudited -- In millions)

	2012	2013	2014	2015	2016	2017	2018	TTM Q2 2019
Cash flow from operations	\$ 286.9	\$ 270.9	\$ 394.7	\$ 327.1	\$ 640.2	\$ 586.3	\$ 494.1	\$ 97.4
Capital expenditures	(28.0)	(36.8)	(36.9)	(56.5)	(68.3)	(68.7)	(82.3)	(99.5)
Free cash flow	258.9	234.1	357.8	270.6	571.9	517.6	411.8	(2.1)
Transaction and integration costs	6.3	27.2	12.1	96.1	64.8	50.7	8.3	201.7
Restructuring costs	23.5	31.4	24.4	11.8	37.3	44.1	42.1	66.9
Adjusted free cash flow	\$ 288.7	\$ 292.7	\$ 394.3	\$ 378.5	\$ 674.0	\$ 612.4	\$ 462.2	\$ 266.5



Non-GAAP Pro Forma Adjusted EBITDA Reconciliation

CommScope Holding Company, Inc. Segment Information (Unaudited -- In millions)

Sales by Segment

	Pro rma (1) 23 2018	Pro orma (1) Q4 2018	Pro orma (1) Q1 2019	As eported Q2 2019	Deferred Revenue Adj (2)		Adjusted Q2 2019	(3) Apr 1 - Apr 3		` '		Pro ma (1) (4) M Q2 2019
Connectivity	\$ 731.7	\$ 666.9	\$ 646.1	\$ 670.9	\$		\$ 670.9	\$		\$ 670.9	\$	2,715.6
Mobility	418.7	390.8	453.4	529.4		_	529.4		_	529.4		1,792.3
CPE	941.5	1,099.0	824.2	889.0		0.7	889.7		23.4	913.1		3,777.8
N&C	532.0	536.8	440.2	330.6		13.3	343.9		3.8	347.7		1,856.7
Ruckus	177.8	151.3	116.9	146.8		4.3	151.1		1.4	152.5		598.5
Total net sales	\$ 2,801.7	\$ 2,844.8	\$ 2,480.8	\$ 2,566.7	\$	18.3	\$ 2,585.0	\$	28.6	\$ 2,613.6	\$	10,740.9

Non-GAAP Adjusted EBITDA by Segment

	Pro forma (1) Q3 2018		Pro forma (1) Q4 2018		Pro forma (1) Q1 2019		As reported Q2 2019		(3) Apr 1 - Apr 3			Pro rma (5) 2 2019		Pro na (1) (5) 1 Q2 2019
Connectivity	\$	160.7	\$	134.7	\$	107.7	\$	142.2	\$	_	\$	142.2	\$	545.3
Mobility		77.0		61.9		100.7		140.4		_		140.4		380.0
CPE		38.6		61.9		35.8		62.1		(1.8)		60.3		196.6
N&C		137.9		152.0		79.0		45.0	(10.0)			35.0		403.9
Ruckus		13.3		(0.6)		(29.0)	5.9		(3.3)			2.6		(13.7)
Total non-GAAP														
adjusted EBITDA (2)	\$	427.5	\$	409.9	\$	294.2	\$ 395.6		\$ (15.1)		\$	380.5	\$	1,512.1

- (1) Periods prior to the acquisition date, April 4, 2019, are presented pro forma to include previously reported CommScope results plus previously disclosed historical results of the ARRIS segments.
- (2) Represents acquisition accounting adjustments related to deferred revenue.
- (3) Represents ARRIS segments' results excluded from Q2 2019 as reported for the three days April 1 April 3, 2019, prior to the acquisition date, April 4, 2019.
- (4) Presented pro forma to include as reported Q2 2019 results plus the impact of acquisition accounting adjustments related to deferred revenue and the results of the ARRIS segments for April 1 April 3, 2019.
- (5) Presented pro forma to include as reported Q2 2019 results plus the results of the ARRIS segments for April 1 April 3, 2019.

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



Operating Segment Non-GAAP Adjusted **EBITDA Reconciliation**

CommScope Holding Company, Inc.

Reconciliation of GAAP to Non-GAAP Adjusted EBITDA by Segment (Unaudited -- In millions)

Second Quarter 2019 Non-GAAP Adjusted EBITDA Reconciliation by Segment

	Con	Connectivity		obility	CPE		N&C		Ruckus		Total
Operating income (loss), as reported	\$	60.5	\$	98.5	\$	(25.0)	\$	(229.6)	\$	(113.6)	\$ (209.2)
Amortization of purchased intangible assets		40.3		17.7		33.7		57.2		15.2	164.1
Restructuring costs, net		3.3		2.6		15.1		21.5		3.9	46.4
Equity-based compensation		6.4		4.4		3.6		6.7		2.0	23.1
Transaction and integration costs		19.2		11.6		1.2		99.9		35.1	167.0
Purchase accounting adjustments		_		_		24.0		80.0		60.1	164.1
Depreciation		12.5		5.7		9.5		9.2		3.2	 40.1
Non-GAAP adjusted EBITDA	\$	142.2	\$	140.4	\$	62.1	\$	45.0	\$	5.9	\$ 395.6

First Quarter 2019 Non-GAAP Adjusted EBITDA Reconciliation by Segment

											Pro	torma (1)
	Connectivity		Mobility		CPE		N&C		Ruckus			Total
Operating income (loss), as reported	\$	29.9	\$	60.7	\$	(23.8)	\$	32.4	\$	(54.5)	\$	44.8
Amortization of purchased intangible assets		41.0		18.3		43.7		22.7		15.6		141.3
Restructuring costs, net		7.4		5.1		0.5		0.1		(0.1)		12.9
Equity-based compensation		4.5		3.1		6.1		10.8		3.8		28.3
Transaction and integration costs		12.7		8.0		2.3		4.7		1.1		28.7
Purchase accounting adjustments		_		_		_		_		1.5		1.5
Depreciation		12.2		5.5		7.0		8.4		3.8		36.8
Non-GAAP adjusted EBITDA	\$	107.7	\$	100.7	\$	35.8	\$	79.0	\$	(29.0)	\$	294.2

Fourth Quarter 2018 Non-GAAP Adjusted EBITDA Reconciliation by Segment

											Pro	forma (1)
	Con	nectivity	Mobility		CPE		N&C		Ruckus			Total
Operating income (loss), as reported	\$	38.5	\$	10.9	\$	(1.5)	\$	97.6	\$	(28.6)	\$	116.9
Amortization of purchased intangible assets		43.7		21.4		47.7		24.7		17.7		155.2
Restructuring costs, net		17.6		6.7		0.6		4.0		0.3		29.2
Equity-based compensation		6.8		4.4		6.1		11.7		4.4		33.4
Asset impairments		7.5		7.5		_		_		_		15.0
Transaction and integration costs		8.7		5.6		1.5		4.9		2.3		23.0
Purchase accounting adjustments		_		_		_		_		1.7		1.7
Depreciation		11.9		5.5		7.5		9.1		1.6		35.6
Non-GAAP adjusted EBITDA	\$	134.7	\$	61.9	\$	61.9	\$	152.0	\$	(0.6)	\$	409.9

Third Quarter 2018 Non-GAAP Adjusted EBITDA Reconciliation by Segment

											Pro	forma (1)
	Con	Connectivity		Mobility		CPE	N&C		Ruckus			Total
Operating income (loss), as reported	\$	94.9	\$	37.3	\$	(26.3)	\$	91.3	\$	(12.7)	\$	184.5
Amortization of purchased intangible assets		44.4		21.4		47.9		24.7		15.7		154.1
Restructuring costs, net		(0.4)		7.5		3.0		1.4		(0.1)		11.4
Equity-based compensation		6.9		4.4		6.1		10.6		3.6		31.6
Transaction and integration costs		1.7		1.0		_		_		0.7		3.4
Purchase accounting adjustments		_		_		_		_		2.4		2.4
Depreciation		13.3		5.4		7.9		9.9		3.7		40.2
Non-GAAP adjusted EBITDA	\$	160.7	\$	77.0	\$	38.6	\$	137.9	\$	13.3	\$	427.5

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

(1) Periods prior to the acquisition date, April 4, 2019, are presented pro forma to include previously reported CommScope results plus previously disclosed historical results of the ARRIS segments.