

YOUR NETWORK

RUNS ON COMMScope™

First Quarter 2015 Results

April 30, 2015

Eddie Edwards

President and
Chief Executive Officer

Mark Olson

Executive Vice President and
Chief Financial Officer

Caution Regarding Forward Looking Statements

During this presentation or any other oral or written statements made by us or on our behalf may include forward-looking statements which reflect our current views with respect to future events and financial performance. These forward-looking statements are identified by their use of such terms and phrases as “intend,” “goal,” “estimate,” “expect,” “project,” “projections,” “plans,” “anticipate,” “should,” “could,” “designed to,” “foreseeable future,” “believe,” “think,” “scheduled,” “outlook,” “guidance” and similar expressions. This list of indicative terms and phrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, our dependence on customers' capital spending on communication systems; concentration of sales among a limited number of customers or distributors; changes in technology; our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; industry competition and the ability to retain customers through product innovation, introduction and marketing; risks associated with our sales through channel partners; possible production disruptions due to supplier or contract manufacturer bankruptcy, reorganization or restructuring; the risk our global manufacturing operations suffer production or shipping delays causing difficulty in meeting customer demands; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; our ability to maintain effective information management systems and to successfully implement major systems initiatives; cyber-security incidents, including data security breaches or computer viruses; product performance issues and associated warranty claims; significant international operations and the impact of variability in foreign exchange rates; our ability to comply with governmental anti-corruption laws and regulations and export and import controls worldwide; our ability to compete in international markets due to export and import controls to which we may be subject; potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect our ability to meet customer demands for products; possible future restructuring actions; possible future impairment charges for fixed or intangible assets, including goodwill; increased obligations under employee benefit plans; cost of protecting or defending intellectual property; changes in laws or regulations affecting us or the industries we serve; costs and challenges of compliance with domestic and foreign environmental laws and the effects of climate change; 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; our ability to attract and retain qualified key employees; allegations of health risks from wireless equipment; availability and adequacy of insurance; natural or man-made disasters or other disruptions; income tax rate variability and ability to recover amounts recorded as value-added tax receivables; labor unrest; risks of not realizing benefits from research and development projects; substantial indebtedness and maintaining compliance with debt covenants; our ability to incur additional indebtedness; ability of our lenders to fund borrowings under their credit commitments; changes in capital availability or costs, such as changes in interest rates, security ratings and market perceptions of the businesses in which we operate, or the ability to obtain capital on commercially reasonable terms or at all; our ability to generate cash to service our indebtedness; our ability to consummate the proposed acquisition (the Acquisition) of TE Connectivity's Telecom, Wireless and Enterprise businesses (the BNS business) on a timely basis or at all; risks associated with antitrust approval of the Acquisition; our ability to integrate the BNS business on a timely and cost effective manner; our reliance on TE Connectivity for transition services for some period of time after closing of the Acquisition; our ability to realize expected growth opportunities and cost savings from the Acquisition; and other factors beyond our control. These and other factors are discussed in greater detail in our 2014 Annual Report on Form 10-K. Although the information contained in this presentation represents our best judgment as of the date of this presentation 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. However, we are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this presentation.

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. GAAP to non-GAAP reconciliations are included in this presentation.

- First quarter 2015 results
- Segment review
- Balance sheet, cash flow and capital structure
- Second quarter and calendar year 2015 outlook
- Progress on acquisition of TE Connectivity's Telecom, Enterprise & Wireless Businesses

YOUR NETWORK
RUNS ON COMMSCOPE™



Q1 2015 Results

Sales & Orders:

- Q1 Sales down 12% YOY to \$825m, consistent with guidance
 - Broadband and Enterprise growth more than offset by lower Wireless sales
 - Foreign exchange negatively impacted sales by 3%
- Orders of \$814m
 - Book-to-bill ratio of 0.99

Operating Results:

- GAAP Operating Income down 36% YOY to \$93m
- Adjusted Operating Income¹ of \$156m, down 18% YOY
 - Adjusted Operating Margin down slightly to 19.0%

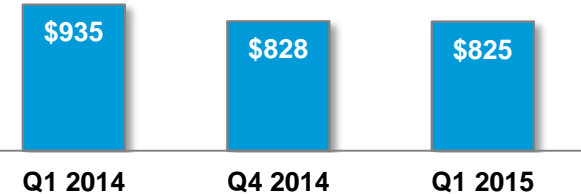
Net Income & EPS:

- GAAP Net Income of \$39m, or \$0.20 per diluted share
- Adjusted Net Income¹ of \$81m
- Adjusted EPS¹ declined 16% YOY to \$0.42 per diluted share, which exceeded guidance

1. See appendix for reconciliation

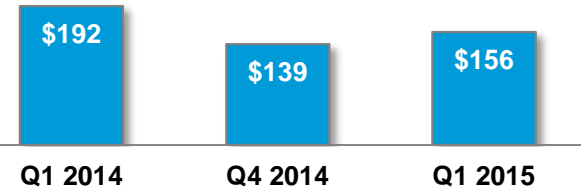
Consolidated Sales

(in millions)



Consolidated Adjusted Operating Income

(in millions)



Adjusted Diluted Earnings per Share



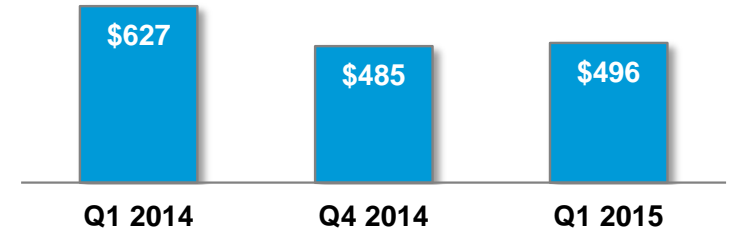
- First quarter 2015 results
- Segment review
- Balance sheet, cash flow and capital structure
- Second quarter and calendar year 2015 outlook
- Progress on acquisition of TE Connectivity's Telecom, Enterprise & Wireless Businesses

YOUR NETWORK
RUNS ON COMMSCOPE™

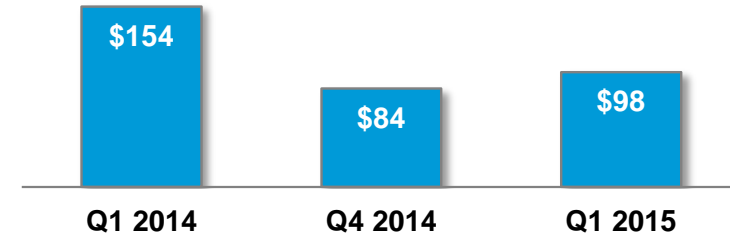
Global Leader in Wireless RF Infrastructure Solutions



Wireless Sales¹ (in millions)



Adjusted Operating Income² (in millions)



1. Sales exclude inter-segment eliminations
2. See appendix for reconciliation of Adjusted Operating Income

Structured Cabling Connectivity Solutions

Data Center Solutions

(including Redwood Systems & iTRACS)

Data Center on Demand

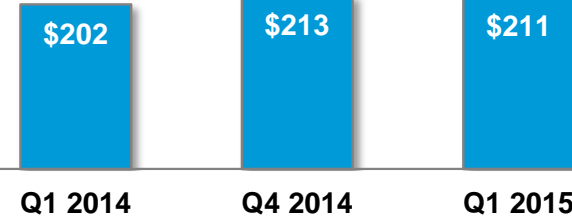
In-Building Cellular

Intelligent & Commercial Building Solutions



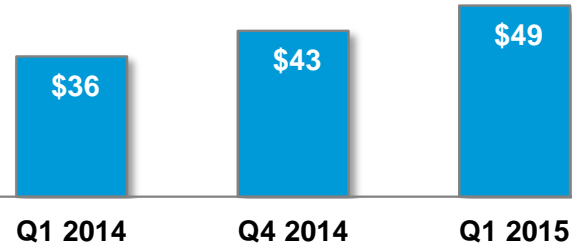
Enterprise Sales¹

(in millions)



Adjusted Operating Income²

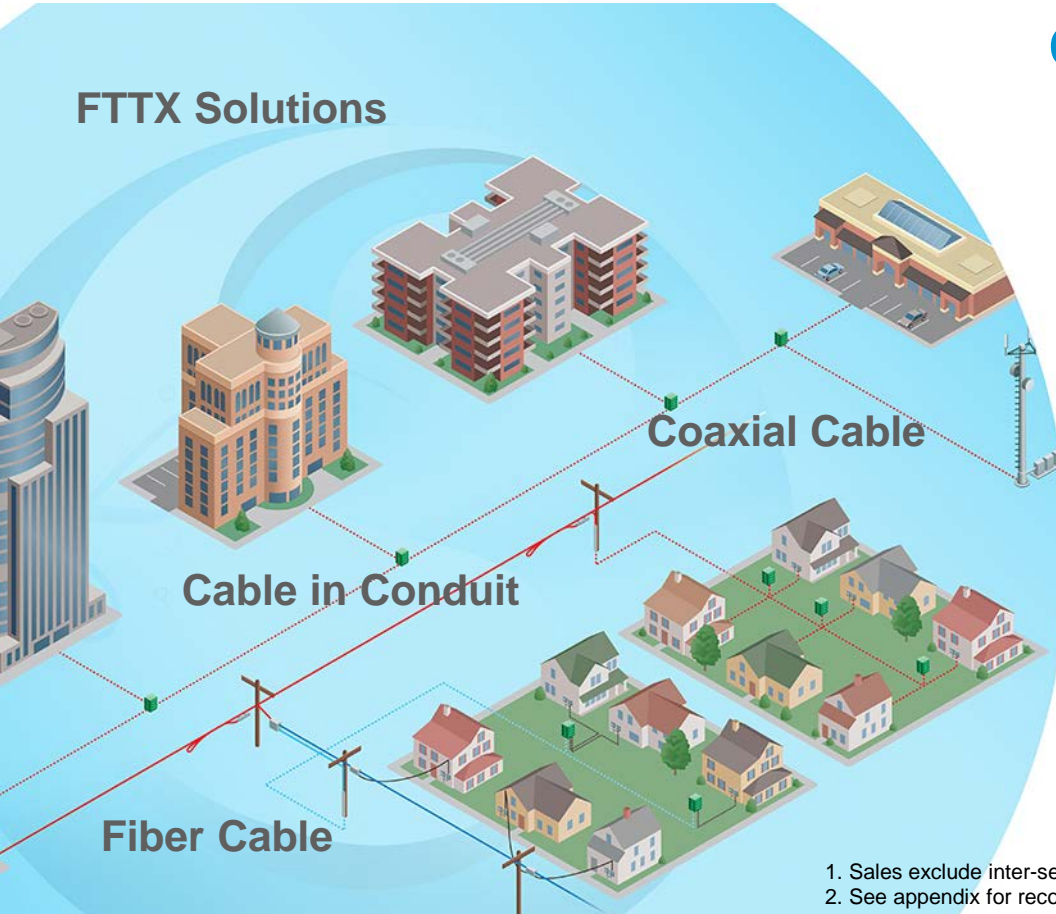
(in millions)



1. Sales exclude inter-segment eliminations

2. See appendix for reconciliation of Adjusted Operating Income

FTTX Solutions

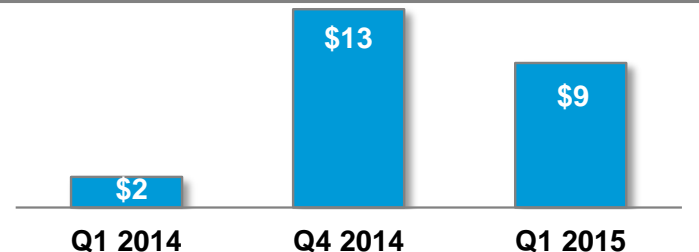


Coaxial and Fiber Optic Solutions for Cable Television Operators

Broadband Sales¹ (in millions)



Adjusted Operating Income² (in millions)



1. Sales exclude inter-segment eliminations.

2. See appendix for reconciliation of Adjusted Operating Income

- First quarter 2015 results
- Segment review
- Balance sheet, cash flow and capital structure
- Second quarter and calendar year 2015 outlook
- Progress on acquisition of TE Connectivity's Telecom, Enterprise & Wireless Businesses

YOUR NETWORK
RUNS ON COMMSCOPE™



Cash Flow Highlights

(in millions)	Q1 2014	Q1 2015	LTM Q1 2014	LTM Q1 2015
Cash Flow from Operations	\$ (35)	\$ 1	\$ 255	\$ 326
Capital Expenditures	(7)	(8)	(37)	(38)
Cash Paid for Transaction & Integration Costs	*	7	*	7
Debt Redemption Premium	--	--	33	94
Fee Paid to Terminate Management Agreement	--	--	20	--
Adjusted Free Cash Flow	\$ (42)	\$ 0	\$ 271	\$ 388
Cash Taxes Paid	\$ 16	\$ 34	\$ 80	\$ 117
Cash Interest Paid	52	7	175	140

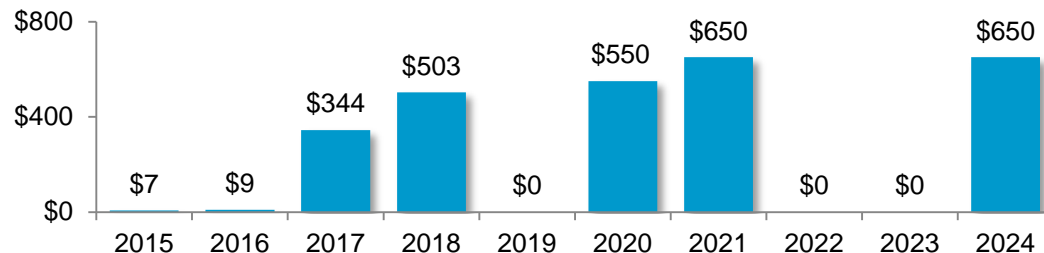
* Not significant

Liquidity of \$1,019m at March 31, 2015

Cash and Cash Equivalents: \$735m

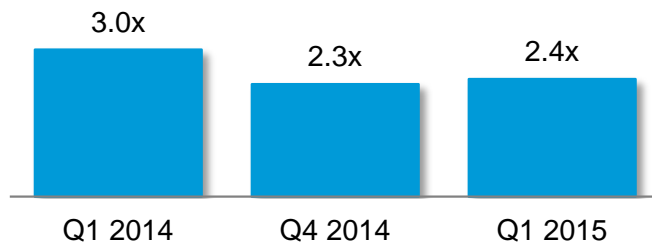
Availability Under Revolver : \$284m

Debt Maturities as of March 31, 2015



2015 – 2016 repayments include only mandatory repayments of our term loans

Net Leverage Ratio



	December 2014	March 2015
Cash & Cash Equivalents	\$ 729	\$ 735
Debt		
Term Loan	\$ 864	\$ 862
2021 Notes	650	650
2024 Notes	650	650
2020 PIK Notes	550	550
Revolver	-	-
Other Debt	-	-
OID	(7)	(6)
Total Debt	\$ 2,708	\$ 2,706
Stockholders' Equity	\$ 1,308	\$ 1,339
Total Capitalization	\$ 4,015	\$ 4,045
Net Debt	\$ 1,978	\$ 1,971
LTM Adjusted EBITDA	\$ 857	\$ 822
Net Leverage Ratio	2.3x	2.4x

- First quarter 2015 results
- Segment review
- Balance sheet, cash flow and capital structure
- Second quarter and calendar year 2015 outlook
- Progress on acquisition of TE Connectivity's Telecom, Enterprise & Wireless Businesses

YOUR NETWORK
RUNS ON COMMScope™

Q2 2015 Guidance⁽¹⁾

- Sales of \$850 million - \$900 million
- Adjusted operating income of \$160 million - \$180 million
- Adjusted earnings per diluted share of \$0.45 – \$0.50, based on a share count of 194 million weighted average diluted shares

FY 2015 Guidance⁽¹⁾

- Reaffirm full year 2015 earnings guidance of \$1.95 - \$2.05 per diluted share
- Previously announced 2015 earnings guidance remains achievable, assuming a near-term return to normal spending patterns by North American wireless carriers

(1) Excludes impact of planned acquisition, amortization of purchased intangibles, restructuring costs, transaction and transition costs and other special items.

- First quarter 2015 results
- Segment review
- Balance sheet, cash flow and capital structure
- Second quarter and calendar year 2015 outlook
- Progress on acquisition of TE Connectivity's Telecom, Enterprise & Wireless Businesses

YOUR NETWORK
RUNS ON COMMSCOPE™

- Integration update
 - Randy Crenshaw, EVP and COO, leading integration team
- Regulatory update
 - Filing in numerous jurisdictions
 - U.S. early termination of HSR waiting period granted
- Timing of close
 - By the end of 2015

YOUR NETWORK
RUNS ON COMMScope™

Appendix

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.

Income Statements

(Unaudited -- In thousands)

	Three Months Ended	
	March 31,	
	2015	2014
Net sales	\$ 825,400	\$ 935,036
Operating costs and expenses:		
Cost of sales	532,196	597,325
Selling, general and administrative	125,671	113,028
Research and development	27,736	31,870
Amortization of purchased intangible assets	44,786	44,298
Restructuring costs, net	1,871	1,980
Total operating costs and expenses	<u>732,260</u>	<u>788,501</u>
Operating income	93,140	146,535
Other income (expense), net	2,627	(3,195)
Interest expense	(36,329)	(42,280)
Interest income	1,029	1,104
Income before income taxes	60,467	102,164
Income tax expense	<u>(20,991)</u>	<u>(37,677)</u>
Net income	<u>\$ 39,476</u>	<u>\$ 64,487</u>
Earnings per share:		
Basic	\$ 0.21	\$ 0.35
Diluted (a)	\$ 0.20	\$ 0.34
Weighted average shares outstanding:		
Basic	188,480	185,942
Diluted (a)	193,137	190,922
(a) Calculation of diluted earnings per share:		
Net income (basic)	\$ 39,476	\$ 64,487
Weighted average shares (basic)	188,480	185,942
Dilutive effect of stock options	<u>4,657</u>	<u>4,980</u>
Denominator (diluted)	<u>193,137</u>	<u>190,922</u>

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

(Unaudited -- In thousands)

Assets	March 31, 2015	December 31, 2014
Cash and cash equivalents	\$ 735,142	\$ 729,321
Accounts receivable, less allowance for doubtful accounts of \$8,410 and \$8,797, respectively	689,574	612,007
Inventories, net	353,060	367,185
Prepaid expenses and other current assets	65,152	67,875
Deferred income taxes	45,017	51,230
Total current assets	<u>1,887,945</u>	<u>1,827,618</u>
Property, plant and equipment, net of accumulated depreciation of \$213,355 and \$207,342, respectively	282,244	289,371
Goodwill	1,449,822	1,451,887
Other intangible assets, net	1,214,832	1,260,927
Other noncurrent assets	<u>123,597</u>	<u>126,082</u>
Total assets	<u>\$ 4,958,440</u>	<u>\$ 4,955,885</u>
Liabilities and Stockholders' Equity		
Accounts payable	\$ 234,032	\$ 177,806
Other accrued liabilities	236,385	289,006
Current portion of long-term debt	<u>8,972</u>	<u>9,001</u>
Total current liabilities	479,389	475,813
Long-term debt	2,697,173	2,698,724
Deferred income taxes	318,214	339,945
Pension and other postretirement benefit liabilities	23,211	29,478
Other noncurrent liabilities	<u>101,099</u>	<u>104,306</u>
Total liabilities	3,619,086	3,648,266
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value: Authorized shares: 200,000,000; Issued and outstanding shares: None at March 31, 2015 or December 31, 2014	—	—
Common stock, \$0.01 par value: Authorized shares: 1,300,000,000; Issued and outstanding shares: 189,409,474 and 187,831,389 at March 31, 2015 and December 31, 2014, respectively	1,904	1,888
Additional paid-in capital	2,167,740	2,141,433
Retained earnings (accumulated deficit)	(702,043)	(741,519)
Accumulated other comprehensive loss	(117,612)	(83,548)
Treasury stock, at cost: 961,566 shares at March 31, 2015 and December 31, 2014	<u>(10,635)</u>	<u>(10,635)</u>
Total stockholders' equity	<u>1,339,354</u>	<u>1,307,619</u>
Total liabilities and stockholders' equity	<u>\$ 4,958,440</u>	<u>\$ 4,955,885</u>

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

Statements of Cash Flows

(Unaudited -- In thousands)

	Three Months Ended	
	March 31,	
	2015	2014
Operating Activities:		
Net income	\$ 39,476	\$ 64,487
Adjustments to reconcile net income to net cash generated by (used in) operating activities:		
Depreciation and amortization	59,454	59,461
Equity-based compensation	5,253	3,676
Deferred income taxes	(13,623)	7,343
Excess tax benefits from equity-based compensation	(10,414)	(1,542)
Changes in assets and liabilities:		
Accounts receivable	(95,317)	(101,793)
Inventories	5,792	(38,636)
Prepaid expenses and other assets	(1,134)	4,341
Accounts payable and other liabilities	12,682	(31,063)
Other	(929)	(1,763)
Net cash generated by (used in) operating activities	<u>1,240</u>	<u>(35,489)</u>
Investing Activities:		
Additions to property, plant and equipment	(8,213)	(6,675)
Proceeds from sale of property, plant and equipment	125	1,183
Other	2,633	46
Net cash used in investing activities	<u>(5,455)</u>	<u>(5,446)</u>
Financing Activities:		
Long-term debt repaid	(2,199)	(17,558)
Long-term debt proceeds	—	15,000
Proceeds from the issuance of common shares under equity-based compensation plans	11,999	1,957
Excess tax benefits from equity-based compensation	10,414	1,542
Net cash generated by financing activities	<u>20,214</u>	<u>941</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(10,178)</u>	<u>(1,138)</u>
Change in cash and cash equivalents	5,821	(41,132)
Cash and cash equivalents, beginning of period	729,321	346,320
Cash and cash equivalents, end of period	<u>\$ 735,142</u>	<u>\$ 305,188</u>

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

(Unaudited -- In millions)

Sales by Segment

	Q1 2015	Q4 2014	Q1 2014	% Change	
				Sequential	YOY
Wireless	\$ 496.3	\$ 484.8	\$ 627.2	2.4 %	(20.9) %
Enterprise	211.3	212.5	201.5	(0.6) %	4.9 %
Broadband	118.0	130.6	107.5	(9.6) %	9.8 %
Inter-segment eliminations	(0.2)	(0.1)	(1.2)	N/A	N/A
Total Net Sales	\$ 825.4	\$ 827.9	\$ 935.0	(0.3) %	(11.7) %

Non-GAAP Adjusted Operating Income by Segment

	Q1 2015	Q4 2014	Q1 2014	% Change	
				Sequential	YOY
Wireless	\$ 98.1	\$ 84.0	\$ 153.9	16.8 %	(36.3) %
Enterprise	49.0	42.5	36.1	15.3 %	35.7 %
Broadband	9.4	12.9	1.9	(27.1) %	394.7 %
Total Non-GAAP Adjusted Operating Income	\$ 156.5	\$ 139.4	\$ 192.0	12.3 %	(18.5) %

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Adjusted Net Income Reconciliation

(Unaudited -- In thousands)

	Three Months Ended	
	March 31,	
	2015	2014
Operating income, as reported	\$ 93.1	\$ 146.5
Adjustments:		
Amortization of purchased intangible assets	44.8	44.3
Restructuring costs, net	1.9	2.0
Equity-based compensation	5.3	3.7
Transaction and integration costs	11.4	0.9
Purchase accounting adjustments	-	(5.4)
Total adjustments to operating income	63.4	45.5
Non-GAAP adjusted operating income	\$ 156.5	\$ 192.0
Income before income taxes, as reported	\$ 60.5	\$ 102.2
Income tax expense, as reported	(21.0)	(37.7)
Net income, as reported	\$ 39.5	\$ 64.5
Adjustments:		
Total pretax adjustments to operating income	63.4	45.5
Pretax amortization of deferred financing costs & OID ⁽¹⁾	3.1	3.4
Pretax gain on sale of equity investment ⁽²⁾	(2.4)	-
Tax effects of adjustments and other tax items ⁽³⁾	(22.2)	(18.1)
Non-GAAP adjusted net income	\$ 81.4	\$ 95.3
Diluted EPS, as reported	\$ 0.20	\$ 0.34
Non-GAAP adjusted diluted EPS	\$ 0.42	\$ 0.50

(1) Included in interest expense.

(2) Included in other income (expense), net.

(3) 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.

Note: Components may not sum to total due to rounding.

See Description of Non-GAAP Financial Measures

Adjusted Operating Income Reconciliation by Quarter



(Unaudited -- In millions)

	<u>Q1 2015</u>	<u>Q4 2014</u>	<u>Q3 2014</u>	<u>Q2 2014</u>	<u>Q1 2014</u>
Operating income, as reported	\$ 93.1	\$ 76.2	\$ 151.0	\$ 203.7	\$ 146.5
Amortization of purchased intangible assets	44.8	44.8	44.8	44.3	44.3
Restructuring costs, net	1.9	7.6	7.4	2.3	2.0
Equity-based compensation	5.3	5.4	5.6	6.5	3.7
Asset impairments	-	(2.1)	7.0	7.2	-
Transaction and integration costs	11.4	7.5	2.7	1.0	0.9
Purchase accounting adjustments	-	-	-	(6.4)	(5.4)
Non-GAAP adjusted operating income	\$ 156.5	\$ 139.4	\$ 218.5	\$ 258.5	\$ 192.0
Non-GAAP adjusted operating margin %	19.0%	16.8%	21.8%	24.2%	20.5%
Depreciation	11.6	12.7	12.4	12.1	11.7
Non-GAAP adjusted EBITDA	\$ 168.1	\$ 152.0	\$ 230.9	\$ 270.6	\$ 203.7

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Quarterly Adjusted Operating Income Reconciliation by Segment

(Unaudited -- In millions)

First Quarter 2015 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	Total
Operating income, as reported	\$ 64.4	\$ 26.9	\$ 1.8	\$ 93.1
Amortization of purchased intangible assets	23.1	17.4	4.3	44.8
Restructuring costs, net	1.8	-	0.1	1.9
Equity-based compensation	2.9	1.7	0.6	5.3
Transaction and integration costs	6.0	3.0	2.4	11.4
Non-GAAP adjusted operating income	\$ 98.1	\$ 49.0	\$ 9.4	\$ 156.5
Non-GAAP adjusted operating margin %	19.8%	23.2%	8.0%	19.0%

Fourth Quarter 2014 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	Total
Operating income, as reported	\$ 47.8	\$ 21.5	\$ 6.9	\$ 76.2
Amortization of purchased intangible assets	23.1	17.4	4.4	44.8
Restructuring costs, net	7.5	-	0.1	7.6
Equity-based compensation	3.0	1.7	0.7	5.4
Asset impairments	(2.1)	-	-	(2.1)
Transaction and integration costs	4.7	1.9	0.9	7.5
Non-GAAP adjusted operating income	\$ 84.0	\$ 42.5	\$ 12.9	\$ 139.4
Non-GAAP adjusted operating margin %	17.3%	20.0%	9.9%	16.8%

First Quarter 2014 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	Total
Operating income (loss), as reported	\$ 127.6	\$ 22.6	\$ (3.7)	\$ 146.5
Amortization of purchased intangible assets	22.5	17.4	4.4	44.3
Restructuring costs, net	1.2	0.2	0.5	2.0
Equity-based compensation	2.0	1.2	0.5	3.7
Transaction and integration costs	0.6	0.2	0.1	0.9
Purchase accounting adjustments	-	(5.4)	-	(5.4)
Non-GAAP adjusted operating income	\$ 153.9	\$ 36.1	\$ 1.9	\$ 192.0
Non-GAAP adjusted operating margin %	24.5%	17.9%	1.8%	20.5%

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures