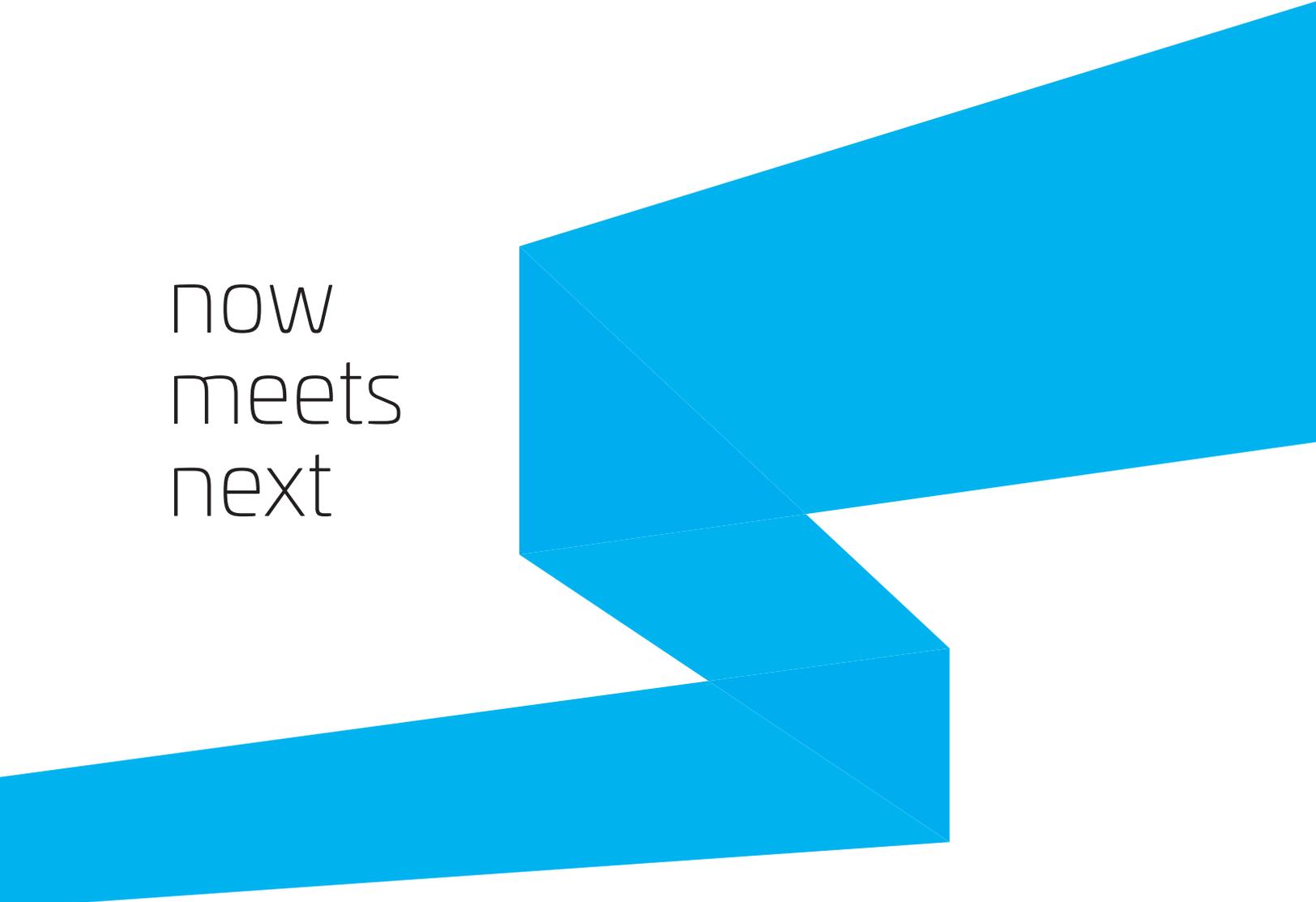


COMMSCOPE®

2022 Proxy Statement

now
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COMMSCOPE®

March 22, 2022

Dear CommScope Stockholders,

For CommScope – and many others – 2021 was a year of adapting to a world continuously impacted by the COVID-19 pandemic. While supply chain challenges, related component shortages and increased commodity and freight costs are not completely behind us, **one theme has and will remain universal: connectivity has never been more essential.**

CommScope is well positioned to benefit from the technological changes that are transforming the way people connect and communicate. We invested nearly \$700 million in R&D in 2021 and we have registered more than 16,000 patents and patent applications globally, giving us a distinct technological edge with the world's most advanced wired and wireless networks.

This year we have made significant progress in transforming our business through our comprehensive CommScope NEXT plan, which targets:

- A significant increase in run rate Adjusted EBITDA by the end of 2023;
- Rigorous execution of projects tied to unique initiatives across six workstreams;
- Continuously innovating new projects and initiatives to our current project pipeline;
- Transitioning to a Portfolio-based General Management model to drive ownership and accountability; and
- Investing in talent development to drive productivity and career progression.

Through CommScope NEXT, we'll have the operational efficiencies and robust financial profile to fuel the growth we see ahead. And to incentivize delivery of our plan, we provided a special, one-time performance stock unit award aligned with our 3-year Core Adjusted EBITDA goals to certain of our key employees.

As a recognized sustainability leader, creating value for our employees and stakeholders is core to who we are. CommScope will always prioritize good governance, sustainable growth and ethical environmental stewardship to ensure our long-term success.

We have the right foundation in place to build a stronger organization for our employees, customers, and partners and to unlock greater value for stockholders. On behalf of the entire Board, I thank you for your investment in our company. We ask for your voting support on the items contained in this proxy.

Sincerely,



Charles L. Treadway

President and Chief Executive Officer

COMMSCOPE®

COMMSCOPE HOLDING COMPANY, INC.

1100 CommScope Place, SE
Hickory, North Carolina 28602

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS

This proxy statement and accompanying proxy (Proxy Statement) are being furnished to the stockholders of CommScope Holding Company, Inc., a Delaware corporation (Company or CommScope), in connection with the solicitation of proxies by the Board of Directors of the Company (Board or Board of Directors) for use at the Annual Meeting of Stockholders, and at any adjournment or postponement thereof (Annual Meeting), for the purposes set forth in this Notice of 2022 Annual Meeting of Stockholders.

Time and Date: 1:00 p.m., Eastern Time, on Friday, May 6, 2022.

Access to the Virtual Meeting: The meeting will be hosted at <https://web.lumiagm.com/285972254>. The meeting will begin promptly at 1:00 p.m., Eastern Time, and online access will open 15 minutes prior to allow time to log-in. The log-in password is: commscope2022. You will also need your voter control number, which, if you are a stockholder of record, you can find on your original proxy card or Notice of Internet Availability of Proxy Materials.

If you hold your shares in "street name" through an intermediary, such as a bank or broker, you must register in advance in order to ask questions or vote your shares at the Annual Meeting. In order to register, you must first obtain proof of your proxy power (legal proxy) reflecting the number of shares of CommScope Holding Company, Inc. common stock you held as of the record date, along with your name and email address. You then must submit a request for registration to American Stock Transfer & Trust Company, LLC (AST): (1) by email to proxy@astfinancial.com; (2) by facsimile to 718-765-8730 or (3) by mail to American Stock Transfer & Trust Company, LLC, Attn: Proxy Tabulation Department, 6201 15th Avenue, Brooklyn, NY 11219. Requests for registration must be labeled as "Legal Proxy," must include your legal proxy, and be received by AST no later than 5:00 p.m., Eastern Time, on May 2, 2022. You will receive a confirmation email from AST of your registration, which will include your voter control number.

Who Can Vote: Only holders of our common stock, par value \$0.01 per share (common stock), and shares of Series A Convertible Preferred Stock, liquidation preference \$1,000 per share (Series A Convertible Preferred Stock) at the close of business on March 8, 2022 will be entitled to receive notice of, and to vote at, the Annual Meeting.

Proxy Voting: Your Vote is Important. Please vote your shares at your earliest convenience. This will ensure the presence of a quorum at the meeting. Promptly voting your shares via the Internet, by telephone, or, if you request printed copies of the proxy materials by mail, by signing, dating and returning the enclosed proxy card or voting instruction form will save the expenses and extra work of solicitation. If you request printed copies of the proxy materials by mail and you wish to vote by mail, we have enclosed an envelope, postage prepaid if mailed in the United States. Submitting your proxy now will not prevent you from voting your shares at the meeting, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted by delivering to the Company a subsequently executed proxy or a written notice of revocation or by voting at the Annual Meeting by following the instructions above under "Access to the Virtual Meeting."

Items of Business:

The holders of shares of Series A Convertible Preferred Stock will be asked:

- To elect two directors designated by The Carlyle Group (Carlyle) for terms ending at the 2023 Annual Meeting of Stockholders or until his or her successor is elected and qualified to serve.

The holders of shares of common stock and shares of Series A Convertible Preferred Stock, voting together as a single class, will be asked:

- To elect seven directors to the Board of Directors of CommScope;
- To approve, on a non-binding advisory basis, the compensation of our named executive officers (NEOs), as described in this Proxy Statement;
- To approve additional shares under our 2019 Long Term Incentive Plan;
- To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022; and
- To transact any other business that may properly come before the Annual Meeting.

Proxy Statement and Annual Report: A Notice of Internet Availability of Proxy Materials (Notice) or this Proxy Statement are first being mailed on or about March 23, 2022. Our 2021 Annual Report to Stockholders accompanies but is not part of these proxy materials.

BY ORDER OF THE BOARD OF DIRECTORS,
Sincerely,



Justin C. Choi
Secretary
March 22, 2022

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PROXY SUMMARY

We provide the below highlights of certain information in this Proxy Statement. As it is only a summary, please refer to the complete Proxy Statement and CommScope 2021 Annual Report before you vote.

The Annual Meeting

Date and Time: Friday, May 6, 2022
1:00 p.m., Eastern Time

Virtual Meeting Site: <https://web.lumiagm.com/285972254>

Log-In Password: commscope2022

Record Date: March 8, 2022

Attendance Information for Stockholders of Record: If you were a holder of record of common stock of CommScope at the close of business on the Record Date (i.e., your shares are held in your own name in the records of CommScope's transfer agent, American Stock Transfer & Trust Company, LLC (AST)), you can attend the meeting by visiting the Virtual Meeting Site and entering the Log-In Password provided above and the 11-digit control number previously provided to you in your proxy materials. If you are a stockholder of record and you have misplaced your 11-digit control number, please call AST at (800) 937-5449 or (718) 921-8124.

Attendance Information for "Beneficial" and "Street Name" Holders: If you were a beneficial owner of common stock of CommScope at the close of business on the Record Date (i.e., you hold your shares in "street name" through an intermediary, such as a bank, broker or other nominee), you must register in advance in order to ask questions or vote your shares at the meeting. To register, please obtain a legal proxy from the bank, broker or other nominee that is the record holder of your shares and then submit the legal proxy, along with your name and email address, to AST to receive an 11-digit control number that may be used to access the Virtual Meeting Site provided above. Any control number that was previously provided with your proxy materials (likely a 16-digit number) will **not** provide access to the Virtual Meeting Site. Requests for registration and submission of legal proxies should be labeled as "Legal Proxy" and must be received by AST no later than 5:00 p.m., Eastern Time, on May 2, 2022. All such requests should be submitted (1) by email to proxy@astfinancial.com, (2) by facsimile to (718) 765-8730 or (3) by mail to American Stock Transfer & Trust Company, LLC, Attn: Proxy Tabulation Department, 6201 15th Avenue, Brooklyn, NY 11219. Once you have obtained your 11-digit control number from AST, please follow the steps set forth above for stockholders of record to attend the meeting.

Proposals Up for Vote

The following proposals will be voted on at the Annual Meeting of Stockholders.

	Board's Recommendation	Page Reference (for more detail)
Item 1. To elect two directors designated by Carlyle for terms ending at the 2023 Annual Meeting of Stockholders or until his or her successor is elected and qualified to serve	✓ FOR each nominee	19
Item 2. To elect seven directors to the Board of Directors of CommScope for a term ending at the 2023 Annual Meeting of Stockholders or until his or her successor is elected and qualified to serve	✓ FOR each nominee	19
Item 3. To approve, on a non-binding advisory basis, the compensation of our NEOs, as described in this Proxy Statement	✓ FOR	46
Item 4. To approve additional shares under our 2019 Long Term Incentive Plan	✓ FOR	77
Item 5. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022	✓ FOR	86

How to Cast Your Vote

Your vote is important! Please cast your vote and play a part in the future of CommScope.

Stockholders of record, who hold shares registered in their names, can vote by:



Internet at
www.voteproxy.com



calling **1-800-PROXIES**
toll-free from the
United States or Canada



mail
return the signed
proxy card

The deadline for voting online or by telephone is 11:59 p.m., Eastern Time, on May 5, 2022. If you vote by mail, your proxy card must be received before the Annual Meeting.

Beneficial owners, who own shares through a bank, brokerage firm or other financial institution, can vote by returning the voting instruction form or by following the instructions for voting via telephone or the Internet provided by their bank, broker or other organization. If you own shares in different accounts or in more than one name, you may receive different voting instructions for each type of ownership. Please vote all your shares.

If you are a **stockholder of record** or a beneficial owner who has a **legal proxy** to vote the shares and has **registered in advance with AST and received a control number to attend the virtual Annual Meeting**, you may choose to vote at the virtual Annual Meeting. **Even if you plan to attend our virtual Annual Meeting, please cast your vote as soon as possible.**

See the “Questions and Answers About the Annual Meeting and Voting” section for more details.

Board Nominees (page 19)

We are in the process of transitioning from a classified Board of Directors to a declassified Board of Directors with the annual election of all directors. CommScope’s Board of Directors currently has twelve members, two of whom are designees of Carlyle under the terms of the Investment Agreement with Carlyle dated November 8, 2018 (Investment Agreement) and serve a one-year term. In addition, seven other directors are standing for re-election at the Annual Meeting, each for a one-year term. Beginning with the 2023 Annual Meeting, all directors will stand for re-election for one-year terms. The following table provides summary information about each director including the nominees standing for re-election to the Board of Directors.

	Age	Tenure	Independent	Committees			Other Public Company Boards
				Audit	Compensation	Nominating and Corporate Governance	
Carlyle Nominees							
Mindy Mackenzie	51	2022	✓				0
Patrick R. McCarter	47	2020	✓		✓	✓	1
Nominees							
Mary S. Chan	59	2020	✓		C		2
Stephen C. Gray	63	2011	✓		✓		0
L. William Krause	79	2011	✓		✓	✓	0
Derrick A. Roman	58	2021	✓	✓			1
Charles L. Treadway	56	2020					0
Claudius E. Watts IV, Chairman	60	2011					0
Timothy T. Yates	74	2013	L	C			0
Continuing							
Frank M. Drendel	77	2011					0
Joanne M. Maguire	68	2016	✓			C	2
Thomas J. Manning	66	2014	✓	✓			2

L Lead Independent Director

C Chair

Stockholder Outreach Highlights (page 49)

The CommScope management team regularly meets with investors to discuss a variety of business, industry and competitive dynamics. During the course of these discussions, the Company gathers feedback on its executive compensation programs to ensure that interests are aligned with stockholders. In 2021, the Company conducted stockholder outreach that included members from various parts of the organization, including Investor Relations, the General Counsel’s office, Human Resources, and Sustainability. Our outreach in 2021 included our top 16 stockholders, representing over 68% of our outstanding common stock, and we had discussions with stockholders that collectively own approximately 52% of our outstanding common stock.

Our Response to COVID-19

From the onset of the COVID-19 pandemic in 2020, our Board and management team have maintained regular communications and our management team has communicated regularly with all employees to ensure both the Company and our employees navigated the pandemic successfully.

- **Protecting and Caring for our Employees is a Top Priority:** CommScope was deemed an essential business in our employment jurisdictions around the world due to the importance of the critical infrastructure solutions we design and deliver. We're grateful to our employees for their dedication and resilience during this challenging period. We have rigorous health and safety protocols at all of our facilities worldwide. The Company has provided an abundance of tools, resources and benefits to our employees to help them successfully navigate the pandemic ranging from a COVID-19 paid leave offering, robust wellness resources and flexible work approaches to regular communications from leaders and team members to ensure support is always available.
- **Supporting our Communities is part of our Mission:** We recognized the importance of providing a variety of resources and approaches to support the many community needs resulting from the pandemic. From providing resources for pop-up Wi-Fi centers for emergency health care delivery and equipping school buses with outdoor Wi-Fi access points for distance learning, to donating wireless systems and face shields to hospitals around the globe, CommScope proudly lived its values.
- **Helping our Customers and Partners is Why We're Here:** Throughout the COVID-19 pandemic, the strength and reliability of networks has been paramount. CommScope was built for times like these, always pushing the boundaries of technology to create the world's most advanced networks. And never have those networks been so tested -- and so critical to global connectivity. We're proud to have provided communications equipment and skills to support critical industries, offering our customers free training on network infrastructure, and extending contracts to ensure our customers had the support they needed during the pandemic, to name a few. We have many valued partners that we're closely connected with to help support everyone's success during this unprecedented time.

Financial Performance Highlights (page 48)

In the first quarter of 2021, we announced a transformation initiative referred to as CommScope NEXT designed to drive stockholder value through three pillars: profitable growth, operational efficiency and portfolio optimization. We believe these efforts are critical to making us more competitive and allowing us to invest in growth and maximize stockholder and stakeholder value.

As a step in the CommScope NEXT transformation plan, in April 2021, we announced a plan to spin-off the Home Networks business in 2022. After thorough consideration of the current supply chain environment and its impact on the Home Networks business, we have decided to delay the execution of the spin-off. We remain committed to the spin-off of the Home Networks business from CommScope, but we currently do not have a firm timeline for restarting the plan. Accordingly, management now analyzes the financial results of our "Core" business separately from Home Networks. These supplementary Core financial measures reflect the results of our Broadband Networks, Outdoor Wireless Networks and Venue and Campus Networks segments, in the aggregate. Our Core financial measures exclude the results and performance of our Home

Networks segment. These metrics represent the business segments as we have reported them. However, the ultimate definition of the Home Networks business that we expect to spin-off may vary, and future results may differ materially.

2021 - Selected Financial Performance Highlights						
	Net Sales	Core Net Sales ⁽¹⁾	Net Loss	Non-GAAP Adjusted EBITDA ⁽²⁾	Core Adjusted EBITDA ⁽¹⁾	Avg Stock Price
2021	\$ 8,586.7	\$ 6,737.4	\$ (462.6)	\$ 1,117.0	\$ 1,091.5	\$ 15.43
	\$ 150.8 ↑	\$ 709.0 ↑	\$ 110.8 ↓	\$ (98.2) ↓	\$ 7.6 ↑	47.4% ↑
2020	\$ 8,435.9	\$ 6,028.4	\$ (573.4)	\$ 1,215.2	\$ 1,083.9	\$ 10.47

(1) See aggregation of Core net sales and Core Adjusted EBITDA included in Appendix A hereto.

(2) See reconciliation of Non-GAAP financial measures included in Appendix A hereto.

In the first quarter of 2022, we announced a new segment structure that is effective for the reporting of 2022 results. The Home Networks segment was unaffected by the new segment structure and we continue to report Core metrics that exclude Home Networks segment results.

Executive Compensation Program Highlights [\(page 49\)](#)

Our executive compensation approach is straightforward and supports our pay-for-performance philosophy:

- Significant portion of executive pay is at risk
- Equity awards with multi-year vesting, allocated between performance and time-based awards
- Regular stockholder engagement in connection with the annual say-on-pay vote
- A compensation approach that does not create incentives for excessive risk taking
- Policy prohibiting hedging and pledging of Company shares
- “Clawback” policy to recover cash and equity award payments from executives in the event of a restatement of our financial statements

The principal objectives of our NEO pay include:

- Competitive pay – allows us to attract top talent and to retain those employees by providing substantial pay for performance opportunity
- Pay for performance – by rewarding outstanding results that will enhance near-term performance and drive long-term sustainable returns
- Alignment with stockholders – through performance goals and by setting meaningful equity ownership guidelines

Elements of our Executive Compensation Program (page 50)

The following table summarizes the primary elements of our executive compensation program for 2021. Please see our Compensation Discussion and Analysis beginning on page 47.

Compensation Element	Purpose	2021 Pay Outcome
Base Salary	Recognize performance of job responsibilities as well as attract and retain individuals with superior talent.	Mr. Treadway's base salary remained unchanged in 2021. Salary increases for other NEOs were less than 5% with the exception of Mr. Lorentzen's, which was increased due to his promotion to Chief Financial Officer.
Annual Incentive Plan (AIP) Bonus Awards	Provide short-term incentives linked directly to achievement of financial objectives. Our NEOs' 2021 AIP was based 100% on Core Adjusted EBITDA, which is the aggregate of our Broadband Networks, Outdoor Wireless Networks and Venue and Campus Networks segments' Adjusted EBITDA. It excludes our Home Networks segment's Adjusted EBITDA.	We achieved above target performance for our Core Adjusted EBITDA metric, resulting in a 105.9% payout.
Equity Incentive Awards	<p>Directly link senior management's and stockholders' interests by tying long-term incentive to stock price appreciation.</p> <p>As approved by stockholders at our 2021 Annual Meeting, all outstanding performance-based options granted pursuant to the Company's Executive Performance Option Program (EPOP) were terminated in 2021. The EPOP options were granted to our senior leadership team following our acquisition of ARRIS International plc (ARRIS) in 2019.</p> <p>Messrs. Lorentzen and Choi and Ms. Mingle received Executive Performance Retention Grant (EPRG) performance share units (PSUs) that may be earned upon the achievement of certain hurdles relating to our stock price (ranging from a low of \$15 for Mr. Lorentzen and \$17.50 for all other NEOs and a high of \$40) and their continued service over a four-year period.</p>	<p>As of December 31, 2021, each of the \$15, \$17.50 and \$20 average stock price hurdles for the NEOs' EPRG PSUs have been met.</p> <ul style="list-style-type: none"> • 10% of Mr. Treadway's EPRG PSUs vested when meeting his one-year service requirement on October 1, 2021, and 20% more will vest in April 2022 with his continued service. • 10% of Mr. Lorentzen's EPRG PSUs vested in January 2022 when meeting his one-year service requirement, and 20% more will vest in July 2022 with his continued service. • 30% of Mr. Choi's and Ms. Mingle's EPRG PSUs will vest in May 2022 with their continued service. • The remaining EPRG PSUs remain eligible to be earned

Compensation Element	Purpose	2021 Pay Outcome
	<p>Ms. Clark received a special award of restricted stock units (RSUs) that vests over two years, and an additional award of RSUs that vests over three years, all conditioned on continued service, and also received PSUs with performance conditions based on cumulative Core Adjusted EBITDA for 2021-2023.</p> <p>Messrs. Lorentzen and Choi also received RSUs that vest over three years, conditioned on continued service, in connection with their joining the Company. Mr. Lorentzen received an additional RSU award in connection with his appointment as Chief Financial Officer.</p> <p>Mr. Treadway received EPRG PSUs and RSUs in 2020 and was not granted equity incentive awards in 2021.</p>	<p>in future years subject to achievement of the higher stock price hurdles and continued service over the four-year period.</p> <p>As of December 31, 2021, 100% of outstanding time-based EPOP stock options issued to executives were out of the money based on the \$11.04 closing price of our stock and the \$18.60 exercise price for the options.</p> <p>Ms. Clark’s PSUs include performance conditions based on cumulative Core Adjusted EBITDA for 2021-2023.</p>

Corporate Governance Highlights (page 19)

We are committed to strong corporate governance, which we believe is important to the success of our business. Our corporate governance practices are described in greater detail in the “*Corporate Governance Matters and Committees of the Board of Directors*” section. Highlights include:

- Strong, independent Board with a Lead Independent Director
- Risk oversight provided by both the appropriate committees and the full Board
- Regular Board and committee self-evaluations
- Majority voting in uncontested director elections
- Transitioning to a declassified Board

Corporate Responsibility and Sustainability Highlights

At CommScope, we believe that corporate responsibility and sustainability means making decisions that have a positive long-term impact on our people, planet, and bottom line. Our company-wide sustainability mission is to enable faster, smarter, and more sustainable solutions while demonstrating the utmost respect for our human and natural resources. We are accomplishing this mission by utilizing innovative technology, intelligent engineering, and energy efficient design to build sustainable networks that make our customers more agile, while at the same time preserving the natural ecosystems in which we operate and from which we source our raw materials.

We believe that acting with integrity includes creating a culture that values the unique perspectives and contributions of all employees. Diversity, equity and inclusion have become essential and mainstream parts of CommScope’s business model and success. Through programs like our Diversity & Inclusion Business Network (DIBN) we seek to embrace and leverage our diverse employee base to create a more engaged workforce and ultimately deliver business success.

We are proud of CommScope’s significant standing in one of the world’s most vital and dynamic industries. We push ourselves and our thinking for the purpose of creating a better and sustainable tomorrow. For the sake of our current and future generations, we will continue to grow as a sustainable, environmentally conscious business that benefits the whole planet.

Corporate Responsibility and Sustainability Management and Oversight Structure

As a global company, CommScope is exposed to risks at many levels. CommScope’s Board of Directors has ultimate responsibility for Environmental, Social, and Governance (ESG) policies and practices but has delegated specific oversight of these risk areas to various Board committees. For example, the Audit Committee has oversight of our ethics and compliance program, and the Nominating and Governance Committee has responsibility for our environmental, sustainability and social responsibility program. In addition, management-led teams create, direct and implement our sustainability strategy and maintain a thorough system of checks and balances designed to minimize social, environmental, physical and ethical risks. CommScope employees play a key role in the sustainability program by implementing our sustainability actions and initiatives.

As part of our ongoing business transformation activities, we are in the process of refining the CR&S Governance and Oversight process to reflect our focus on efficiency improvements – any changes will be communicated in future proxy statements.

For additional information, which is not incorporated by reference into this proxy statement, see our Corporate Responsibility & Sustainability pages on the CommScope website:
<https://www.commscope.com/About-Us/Corporate-Responsibility-and-Sustainability/>.



Corporate Responsibility and Sustainability Key Achievements



ENVIRONMENT

Priorities

- Reduce the environmental impact of our operations and facilities.
- Develop solutions that meet our customers current and future sustainability requirements.

Achievements

- **Achieved 7.98% reduction in Greenhouse Gas (GHG) emissions** compared to 2019 baseline.
- **Achieved 9.1% reduction in water withdrawal** compared to 2019 baseline.
- **Diverted 87.8% of non-hazardous waste from landfill.**
- **More than 97.8% of applicable Home Networks business unit product shipments complied with the relevant US and Canadian Set-top boxes (STB) or Small Network Equipment (SNE) energy efficiency voluntary agreement—**exceeding the 90% target.
- **Continued to support the Society of Cable Telecommunication Engineers (SCTE) Energy goals** in order to help our Access Network and Edge Facility products achieve greater energy reductions.
- **Conducted Life-Cycle Assessments (LCAs) and Developed Environmental Product Declarations (EPDs)** for our ISPC products.
- **Continued to ensure our products meet global regulations** including RoHS, WEEE and REACH regulations.
- **Continued focus on eliminating single-use plastics (SUP)** in our Home Networks and Venue and Campus Networks businesses.

Recognition

- Achieved a **Gold level Corporate Social Responsibility (CSR) rating from EcoVadis**, a global leader in monitoring, benchmarking and enabling sustainability in global supply chains.



SOCIAL

Priorities

- Leverage a collaborative, diverse, enabled and agile workforce to deliver business innovation.
- Provide a safe work culture and environment for all employees.

Achievements

- **Achieved a global injury rate of 0.42, 47.5% below the United States Occupational Safety & Health Administration (OSHA) industry rate of 0.8.**
- **Continued our Diversity & Inclusion Business Network.** The Network now includes more than 1,800 employees worldwide.
- **Conducted the Global Employee Pulse Survey**, to better understand how employees feel about the Company, their work, and our progress.
- **Continued to offer uLEAD**, a self-led leadership development program available through the THRIVE@Commscope platform.
- **Continued our well-being program with Guidance Resources**, the Company's global wellness resource program available to all employees and their families worldwide.
- **Continued the Frank M. Drendel Community Service Excellence Awards** to recognize and support the most significant community service efforts made by our employees.
- **Partnered with United Way** to support local charitable causes using an employer match program in the United States **and supported charitable organizations worldwide.**

Recognition

- Awarded **first place at Diversity and Inclusion Summit and Awards in India.**
- Received **recognition award for efforts in administering COVID-19 vaccinations** in Juarez, Mexico.



ETHICS & GOVERNANCE

Priorities

- Improve our ESG transparency and reporting.
- Strengthen our ethics & compliance program.
- Source responsibly and minimize supply chain risks.

Achievements

- **Reported climate-related risks and opportunities using the CDP platform** which is committed to aligning with the Task Force on Climate-Related Disclosures (TCFD) recommendations.
- **100% of non-production employees completed the annual Ethics and Compliance training.**
- **Achieved zero “major nonconformances”** in third-party certification audits.
- **100% of in-scope manufacturing facilities achieved certification to the ISO14001:2015** (environmental management system) and **ISO45001:2018** (health and safety management system) standards.
- **Continued to ensure** our operations and supply chain align with global modern slavery and human rights standards.
- **Completed 19 CSR assessments** in our manufacturing facilities, utilizing the Responsible Business Association tool (RBA ONLINE).
- **Conducted 268 sustainability assessments and audits in our supply chain.** These include review of compliance and evaluation of established labor, ethics, environmental, health and safety practices and business continuity.

Recognition

- Recognized in Newsweek's 2021 list of **America's most Responsible Companies.**
- Achieved a “Low Risk” rating in Yahoo Finance's sustainability scorecard.



PROXY STATEMENT

Annual Meeting of Stockholders

May 6, 2022

This Proxy Statement is being furnished to the stockholders of the Company in connection with the solicitation of proxies by the Board of Directors for use at the Annual Meeting, and at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of 2022 Annual Meeting of Stockholders. The Annual Meeting will be held on May 6, 2022 at 1:00 p.m., Eastern Time. To provide expanded access to our Annual Meeting to stockholders who would not otherwise be able to attend, the 2022 Annual Meeting will be held solely on the Internet by virtual means. Information regarding how to access and vote at or participate in the virtual Annual Meeting is provided herein and in the accompanying Notice of 2022 Annual Meeting of Stockholders.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Why did I receive a Notice of Internet Availability of Proxy Materials?

You are receiving this Proxy Statement because you owned shares of CommScope common stock or Series A Convertible Preferred Stock at the close of business on March 8, 2022 (Record Date), and that entitles you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting.

We are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about March 23, 2022, we mailed a Notice to our stockholders. The Notice contains instructions about how to access our proxy materials and vote via the Internet or telephone. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via e-mail unless you elect otherwise.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock and/or our Series A Convertible Preferred Stock outstanding at the close of business on the Record Date are entitled to vote their shares at the Annual Meeting. As of the Record Date, 206,813,857 shares of our common stock were issued and outstanding. Each share of our common stock is entitled to one vote on each matter properly brought before the Annual Meeting and on which holders of common stock are entitled to vote.

Each record holder of Series A Convertible Preferred Stock will have a number of votes equal to the largest number of whole shares of common stock into which such shares are convertible on the

Record Date on each matter that is properly brought before the Annual Meeting and on which holders of Series A Convertible Preferred Stock are entitled to vote together with common stock as a single class. In addition, each holder of record of Series A Convertible Preferred Stock will have one vote for each share of Series A Convertible Preferred Stock on each matter that is properly brought before the Annual Meeting and on which holders of Series A Convertible Preferred Stock are entitled to vote separately, as a class. As of the Record Date, there were 1,056,144 shares of Series A Convertible Preferred Stock outstanding, which were convertible into 38,405,236 shares of common stock.

The presence at the Annual Meeting in person or by proxy of the holders of record of a majority in voting power of the shares entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business at the Annual Meeting.

What will I be voting on at the Annual Meeting and how does the Board recommend that I vote?

The holders of shares of Series A Convertible Preferred Stock are being asked to vote, separately as a class, on:

- Proposal No. 1—Election of two directors designated by Carlyle to serve until the 2023 Annual Meeting of Stockholders or until his or her successor is elected and qualified to serve;

The holders of shares of common stock and shares of Series A Convertible Preferred Stock, voting together as a single class, are being asked to consider and vote on the following items:

- Proposal No. 2—Election of seven directors to serve on the Company's Board of Directors until the 2023 Annual Meeting of Stockholders or until his or her successor is elected and qualified to serve;
- Proposal No. 3—Advisory vote to approve the compensation of our NEOs as set forth in this Proxy Statement;
- Proposal No. 4—Approval of additional shares under our 2019 Long Term Incentive Plan; and
- Proposal No. 5—Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022.

The Board recommends that you vote:

- Proposal No. 1—**FOR** the election of each of the two nominees designated by Carlyle to the Board;
- Proposal No. 2—**FOR** the election of each of the seven director nominees to the Board;
- Proposal No. 3—**FOR** the advisory vote to approve the compensation of our NEOs as set forth in this Proxy Statement;
- Proposal No. 4—**FOR** the approval of additional shares under our 2019 Long Term Incentive Plan; and
- Proposal No. 5—**FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022.

Each of Kyle D. Lorentzen and Justin C. Choi has been selected by our Board to serve as a proxy holder for the Annual Meeting. All shares of our common stock and Series A Convertible Preferred Stock represented by properly delivered proxies received in time for the Annual Meeting will be voted at the Annual Meeting by the proxy holders in the manner specified in the proxy by the stockholder. If you sign and return a proxy card without indicating how you want your shares to be voted, the persons named as proxies will vote your shares in accordance with the recommendations of the Board.

Why are the common stockholders being asked to vote on the election of only seven Directors?

We are in the process of transitioning from a classified Board of Directors to a declassified Board with all directors being elected annually. In the past, under our classified Board structure, only one-third of our Board (excluding those directors designated by Carlyle pursuant to the Investment Agreement) was elected each year to serve for a three-year term. Because of our phased in approach to declassification, the holders of shares of common stock and shares of Series A Convertible Preferred Stock, voting together as a single class, are being asked to vote for the seven director nominees, whose terms expire at the Annual Meeting. Starting with the 2023 Annual Meeting, the Board will be fully declassified and all directors will be elected annually.

Are there any requirements on how the holders of the Series A Convertible Preferred Stock must vote?

Under the Investment Agreement, at the Annual meeting, Carlyle is required to vote its shares of Series A Convertible Preferred Stock in favor of each of the director nominees who are also being voted on by holders of common stock, in favor of the Say-On-Pay proposal, and for ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022, as described in these proxy materials. Carlyle is entitled to vote at its discretion on the other proposals described in this Proxy Statement.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, AST, you are considered, with respect to those shares, the "stockholder of record." The Proxy Statement has been or will be sent directly to you. If you are a "stockholder of record," you can find your voter control number on your original proxy card or Notice of Internet Availability of Proxy Materials. This voter control number will allow you to access, participate in, and vote at our virtual Annual Meeting.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of those shares held in street name. The Proxy Statement has been or will be sent to you by your broker, bank or other holder of record who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote the shares in your account. If you are a "beneficial owner" and you wish to participate in or vote at our virtual Annual Meeting, you will need to obtain a legal proxy from your broker, bank or other holder of record and register for the virtual Annual Meeting in advance with AST. For more information about the registration process, see "How do I vote?" below.

How do I vote?

Stockholder of Record. If you are a stockholder of record, you may vote by using any of the following methods:

- *Through the Internet.* You may vote by proxy through the Internet by following the instructions in this Proxy Statement or the instructions on the proxy card.
- *By Telephone.* You may vote by proxy by calling the toll-free telephone number shown on the proxy card and following the recorded instructions.
- *By Mail.* You may vote by proxy by completing, signing and dating the proxy card and sending it back to the Company in the envelope provided.
- *Virtually at the Annual Meeting.* The meeting will be hosted virtually at <https://web.lumiagm.com/285972254>. The meeting will begin promptly at 1:00 p.m., Eastern Time, and online access will open 15 minutes prior to allow time to log-in. The log-in password is: `commscope2022`. You will also need your voter control number, which, if you are a stockholder of record, you can find on your original proxy card or Notice of Internet Availability of Proxy Materials. If you attend the virtual Annual Meeting, you may vote your shares virtually on the virtual meeting platform. However, we encourage you to vote in advance through the Internet, by telephone or by mailing us your proxy card even if you plan to attend the virtual Annual Meeting so that your shares will be voted in the event you later decide not to attend. You will not be able to attend or vote your shares at the Annual Meeting in person.

Beneficial Owners. If you are a beneficial owner of shares, you may vote by using any of the following methods:

- *Through the Internet.* You may vote by proxy through the Internet by following the instructions provided in this Proxy Statement and the voting instruction form provided by your broker, bank or other holder of record.
- *By Telephone.* You may vote by proxy by calling the toll-free number found on the voting instruction form and following the recorded instructions.
- *By Mail.* You may vote by proxy by completing, signing and dating the voting instruction form and sending it back to the record holder in the envelope provided.
- *Virtually at the Annual Meeting.* If you are a beneficial owner of shares held in street name and you wish to vote at the virtual Annual Meeting, you must (i) obtain a legal proxy from your broker, bank or other holder of record and (ii) register in advance with AST and receive an 11-digit control number. Please contact your broker, bank or other holder of record for instructions regarding obtaining a legal proxy. Once obtained, you must submit your legal proxy, along with your name and e-mail address to AST and request registration. Requests for registration and submission of legal proxies should be labeled as "Legal Proxy" and must be received by AST no later than 5 p.m., Eastern Time, on May 2, 2022. All such requests should be submitted (1) by email to proxy@astfinancial.com, (2) by facsimile to (718) 765-8730 or (3) by mail to American Stock Transfer & Trust Company, LLC, Attn: Proxy Tabulation Department, 6201 15th Avenue, Brooklyn, NY 11219. Once you have obtained your 11-digit control number from AST, please follow the steps set forth above for stockholders of record to vote virtually at the Annual Meeting. You will not be able to attend or vote your shares at the Annual Meeting in person.

If you hold both common stock and Series A Convertible Preferred Stock, you will need to vote, or authorize a proxy to vote, each class of stock separately. Please be sure to vote or authorize a proxy to vote for each class of stock separately so that all your votes can be counted. For more information, see “What if I hold both common stock and Series A Convertible Preferred Stock” below.

What if I hold both common stock and Series A Convertible Preferred Stock?

Some of our stockholders may hold both common stock and Series A Convertible Preferred Stock. If you are a holder of both common stock and Series A Convertible Preferred Stock, you can expect to receive separate sets of printed proxy materials.

You will need to vote, or authorize a proxy to vote, each class of stock separately in accordance with the instructions set forth herein and on the applicable proxy cards or voting instruction forms. Voting, or authorizing a proxy to vote, only your common stock will not also cause your shares of Series A Convertible Preferred Stock to be voted, and vice versa.

If you hold both common stock and Series A Convertible Preferred Stock, please be sure to vote or authorize a proxy to vote for each class of stock separately so that all your votes can be counted.

What does it mean if I receive more than one Notice, proxy card or voting instruction form?

If you received more than one Notice, proxy card or voting instruction form, your shares are registered in more than one name or are registered in different accounts. Please follow the voting instructions included in each Notice, proxy card and voting instruction form to ensure that all your shares are voted.

May I change my vote after I have submitted a proxy?

If you are a stockholder of record, you have the power to revoke your proxy at any time by:

- delivering to our Corporate Secretary written revocation of your proxy;
- delivering a new proxy, through the Internet, by telephone or by mail, dated after the date of the proxy being revoked; or
- attending the Annual Meeting and voting virtually at the Annual Meeting using the virtual meeting platform (attendance without casting a ballot will not, by itself, constitute revocation of a proxy).

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other holder of record.

Who will serve as the proxy tabulator and inspector of election?

A representative from AST, will serve as the independent inspector of election and will tabulate votes cast by proxy or in person at the Annual Meeting. We will report the results in a Form 8-K filed with the Securities and Exchange Commission (Commission) within four business days of the Annual Meeting.

How will abstentions and “broker non-votes” be counted?

The shares of a stockholder whose ballot on any or all proposals is marked as “abstain” will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present, but they will not be considered votes cast on any proposal. The director nominees will be elected if they receive the majority of the votes cast, so abstentions will have no effect on the outcome of Proposals No. 1 and No. 2. However, since these shares are considered present and entitled to vote, abstentions will have the same effect as a vote against Proposals No. 3 and No. 4. If you are a beneficial owner of shares and do not provide the record holder of your shares with specific voting instructions, your record holder may vote your shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2022 (Proposal No. 5). However, your record holder cannot vote your shares without specific instructions on the election of directors (Proposals No. 1 and No. 2), the advisory vote on the compensation of our NEOs (Proposal No. 3), or the vote to approve additional shares under our 2019 Long Term Incentive Plan (Proposal No. 4). If your record holder does not receive instructions from you on how to vote your shares on Proposals 1, 2, 3 or 4, your record holder will inform the inspector of election that it does not have the authority to vote on that proposal with respect to your shares. This is generally referred to as a “broker non-vote.” Broker non-votes will be counted as present for purposes of determining whether a quorum is present, but they will not be counted in determining the outcome of the vote on Proposals 1, 2, 3 or 4.

What vote is required to approve each proposal?

The following table summarizes the votes required for passage of each proposal and the effect of abstentions and broker non-votes.

Proposal	Vote Required	Impact of Abstentions and Broker Non-votes, if any
No. 1—Election of the directors designated by Carlyle	Each director designated by Carlyle will be elected by a majority of the votes cast by holders of our Series A Convertible Preferred Stock voting with respect to that director, meaning the number of votes cast “for” a director must exceed the number of votes cast “against” that director.	Abstentions and broker non-votes will not affect the outcome of the vote.
No. 2—Election of directors nominated by the Board	Each director will be elected by a majority of the votes cast by holders of our common stock and Series A Convertible Preferred Stock voting together as a single class with respect to that director, meaning the number of votes cast “for” a director must exceed the number of votes cast “against” that director.	Abstentions and broker non-votes will not affect the outcome of the vote.

Proposal	Vote Required	Impact of Abstentions and Broker Non-votes, if any
No. 3—Advisory vote to approve compensation of our NEOs, as described in this Proxy Statement	Approval by a majority of the voting power of the shares entitled to vote and represented in person or by proxy.	Abstentions will count as votes against the proposal; broker non-votes will not affect the outcome of the vote.
No. 4—Vote to approve additional shares under our 2019 Long Term Incentive Plan	Approval by a majority of the voting power of the shares entitled to vote and represented in person or by proxy.	Abstentions will have the same effect as votes against the proposal; broker non-votes will not affect the outcome of the vote.
No. 5—Ratification of appointment of independent registered public accounting firm	Approval by a majority of the voting power of the shares entitled to vote and represented in person or by proxy.	Abstentions will have the same effect as votes against the proposal.

Who is paying for the cost of this proxy solicitation?

Our Board is soliciting the proxy accompanying this Proxy Statement. We will pay all proxy solicitation costs. Proxies may be solicited by our officers, directors and employees, none of whom will receive any additional compensation for their services. These solicitations may be made personally or by mail, facsimile, telephone, messenger, email or the Internet. We will pay brokers, banks and certain other holders of record holding shares of common stock in their names or in the names of nominees, but not owning such shares beneficially, for the expense of forwarding solicitation materials to the beneficial owners. The Company has retained Morrow Sodali LLC, 470 West Avenue, Stamford, Connecticut 06902, to assist in the solicitation of proxies from stockholders. Morrow Sodali LLC will receive a solicitation fee of approximately \$10,000, plus reimbursement of certain out-of-pocket expenses.

What do I need to do to attend the meeting?

To provide expanded access to the Annual Meeting for stockholders who would not otherwise be able to attend, the Annual Meeting will be held solely on the internet by virtual means. Stockholders will not be able to attend the Annual Meeting in person.

In order to participate in and vote at the virtual Annual Meeting, stockholders of record as of the Record Date can visit the Virtual Meeting Site (<https://web.lumiagm.com/285972254>) and enter the Log-In Password (commscope2022) and the 11-digit control number previously provided to stockholders of record on the original proxy card or Notice of Internet Availability of Proxy Materials. Stockholders of record that have misplaced their 11-digit control number should call AST at (800) 937-5449 or (718) 921-8124 in advance on the Annual Meeting to obtain their control number.

Beneficial owners, who own shares beneficially through a broker, bank or other nominee, must provide a legal proxy from such broker, bank or other nominee during registration and will be assigned a control number in order to vote their shares virtually and ask questions at the Annual Meeting. Beneficial owners who are unable to obtain a legal proxy to vote their shares will still be able to attend and listen to the virtual Annual Meeting live via the Virtual Meeting Site (<https://web.lumiagm.com/285972254>) as a guest

but will not be able to vote their shares or ask any questions. Instructions on how to connect and attend as a guest, as well as how to demonstrate proof of share ownership and participate live via the Internet, may be requested by e-mailing proxy@astfinancial.com.

Will I be able to ask questions at the Annual Meeting?

Yes. We expect that our directors and executive officers, as well as representatives of our independent registered public accounting firm, will attend the virtual Annual Meeting and be available to answer questions. We will provide our stockholders who register in advance in accordance with the instructions provided herein (see *"What do I need to do to attend the meeting?"* above) the opportunity to ask questions and make statements about a proposal during the formal business of the meeting. Questions and comments of a general nature will be held until after the conclusion of the formal business of the Annual Meeting. Instructions for submitting questions and making statements will be posted on the virtual meeting website. This question and answer session will be conducted in accordance with certain Rules of Conduct. These Rules of Conduct will be posted on the virtual meeting website, and may include certain procedural requirements, such as limiting repetitive or follow-up questions, so that more stockholders will have an opportunity to ask questions.

Is there a list of stockholders entitled to vote at the Annual Meeting?

A list of stockholders entitled to vote at the Annual Meeting will be available to any stockholder attending the meeting and for ten days prior to the meeting, between the hours of 8:00 a.m. and 4:00 p.m. Eastern Time, at our offices at 1100 CommScope Place, SE, Hickory, North Carolina 28602. If you would like to view the stockholder list, please contact our Corporate Secretary to schedule an appointment.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

To reduce costs and reduce the environmental impact of our Annual Meeting, we have adopted a procedure approved by the Commission called "householding." Under this procedure, stockholders of record who have the same address and last name will receive only a single copy of our Proxy Statement and 2021 Annual Report, unless we have received contrary instructions from such stockholder. Stockholders who participate in householding will continue to receive separate proxy cards and Notices.

We will promptly deliver, upon written or oral request, individual copies of the proxy materials to any stockholder that received a household mailing. If you are a stockholder of record and would like an additional copy of the Proxy Statement or 2021 Annual Report, please contact our Corporate Secretary by mail at 1100 CommScope Place, SE, Hickory, North Carolina 28602 or by phone at (828) 324-2200. If you are a beneficial owner, you may contact the broker or bank where you hold the account.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our Proxy Statement and Annual Report, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our Corporate Secretary by mail at 1100 CommScope Place, SE, Hickory, North Carolina 28602 or by phone at (828) 324-2200.

Could other matters be decided at the Annual Meeting?

As of the date of this Proxy Statement, our Board is not aware of any matters, other than those described in this Proxy Statement, which are to be voted on at the Annual Meeting. If any other matters are properly raised at the Annual Meeting, however, the persons named as proxy holders intend to vote the shares represented by your proxy in accordance with their judgment on such matters.

CORPORATE GOVERNANCE MATTERS

PROPOSALS No. 1 & No. 2:

ELECTION OF DIRECTORS

Our Company is governed by a Board of Directors. Pursuant to our certificate of incorporation, the precise number of directors shall be fixed and may be altered from time to time, exclusively by a Board resolution adopted by the affirmative vote of a majority of the total number of directors then in office. The number of directors constituting our whole Board is currently fixed at twelve. Carlyle has the right to designate two directors pursuant to the Investment Agreement. Prior to 2021, our directors were divided into three classes with staggered three-year terms so that the term of one class expired at each annual meeting of stockholders. In 2021, our stockholders approved amendments to our Certificate of Incorporation to declassify our Board with a phased in approach so that at the 2021 Annual Meeting, our Class II directors were elected to one-year terms. At our upcoming 2022 Annual Meeting nine of our twelve directors are standing for re-election for one-year terms. The three remaining directors will serve until the 2023 Annual Meeting when all director nominees will be elected for a term of one year. The director nominees designated by Carlyle will be proposed for election by the holders of Series A Convertible Preferred Stock, voting as a separate class, and the seven director nominees with terms ending at the Annual Meeting will be proposed for election by the holders of common stock and Series A Convertible Preferred Stock, voting together as a single class, at the Annual Meeting on May 6, 2022.

It is intended that the persons named in the accompanying proxy will vote to elect the nominees listed below unless otherwise instructed. All directors elected will serve until the next annual meeting of stockholders in 2023 and until their successors are elected and qualified to serve or until an earlier death, resignation or retirement.

All of the nominees are presently serving as directors of the Company. The nominees have agreed to be named in this Proxy Statement, stand for re-election and serve if elected. If for any reason any nominee designated by Carlyle shall not be available for election as a director at the Annual Meeting, it is intended that shares represented by the accompanying proxy will be voted for the election of a substitute nominee designated by Carlyle. If for any reason any other nominee shall not be available for election as a director at the Annual Meeting, it is intended that shares represented by the accompanying proxy will be voted for the election of a substitute nominee designated by our Board, or the Board may determine to leave the vacancy temporarily unfilled or may, by resolution, reduce the size of the Board.

The professional experience and skills and qualifications highlighted in the nominee and continuing directors' biographies and skills and qualifications matrix below summarize the experience, qualifications, areas of expertise or skills that the Board of Directors used to determine that the person should serve as a director.

PROPOSAL No. 1: Two Nominees for Election as Directors to Be Elected by Holders of Series A Convertible Preferred Stock



Mindy Mackenzie

Age: 51

Director Since: 2022

Committees:
- None

Professional Experience

- Managing Director & Chief Performance Officer, The Carlyle Group LP (2017-present)
- Founder & Principal, MM Enterprises (2014-present)
- Senior Advisor, McKinsey & Company (2015-2017)
- Senior Vice President, Chief Performance Officer, Beam, Inc. (2013-2014)
- Senior Vice President, Chief Human Resources & Communications Officer, Beam, Inc. (2010-2013)

Other Current Public Company Directorships

- None

Other Directorships

- Beautycounter (2022-present)
- Fifth Third Bank, Chicago Affiliate (2013-2019)



Patrick R. McCarter

Age: 47

Director Since: 2020

Committees:
- Compensation
- Nominating and Corporate Governance

Professional Experience

- Partner and Head of Global Technology, Media and Telecommunications Sector at The Carlyle Group LP (2017-present)
- Various other positions, including Partner, Managing Director, Principal and VP, at The Carlyle Group LP (2001-2016)
- Member of Northwestern's McCormick School of Engineering Advisory Council (2018-present)
- Investment Banking Analyst in the Financial Institutions group of Morgan Stanley (1998-2001)
- Past director for OpenLink, Open Solutions, CPU Technology, HireVue, Inc. and Dealogic

Other Current Public Company Directorships

- ZoomInfo Technologies Inc. (NASDAQ: ZI) (2018-present)

Other Directorships

- Jagex Limited (2022-present)
- Hexaware Technologies (2021-present)
- Yipitdata (2021-present)
- Ampere Computing LLC (2017-present)
- Veritas Technologies LLC (2016-present)

The Board of Directors of the Company recommends that holders of Series A Convertible Preferred Stock vote "FOR" each of the foregoing nominees for election as directors. Proxies will be voted "FOR" each nominee, unless otherwise specified in the proxy.

PROPOSAL No. 2: Seven Nominees for Election as Directors, Each to Be Elected by Holders of Common Stock and Series A Convertible Preferred Stock, Voting Together as a Single Class



Mary S. Chan

Age: 59

Director Since: 2020

Committees:

- Compensation (Chair)

Professional Experience

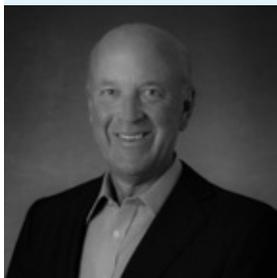
- Managing Partner at VectoIQ, LLC (2016-present)
- President and COO at VectoIQ Acquisition Corp. II (2020-present)
- President of Global Connected Consumer & OnStar Service at General Motors (2012-2015)

Other Current Public Company Directorships

- Magna International Inc. (NYSE: MGA) (2017-present)
- SBA Communications (NASDAQ: SBAC) (2015-present) (Compensation Committee)

Other Directorships

- Service King (2017-present)
- Dialog Semiconductor Plc (OTCMKTS: DLGNF) (2016-2021) (Chair of Compensation Committee)
- Microelectronics Technologies, Inc. (TPE: 2314) (2012-2020)
- WiTricity (2016-2020)



Stephen (Steve) C. Gray

Age: 63

Director Since: 2011

Committees:

- Compensation

Professional Experience

- Founder and Chair of Gray Venture Partners, LLC, a private investment Company (2009-present)
- Senior Advisor to The Carlyle Group LP (2018-present) and (2007-2015)
- President and CEO of Syniverse Holdings, Inc. (2014-2018)
- President of McLeodUSA Incorporated (1992-2004)
- VP of Business Services at MCI Inc. (1990-1992)
- SVP of National Accounts and Carrier Services for TelecomUSA (1988-1990)
- Various sales management positions with WiTel Network Services and the Clayton W. Williams Companies, including ClayDesta Communications Inc. (1986-1988)

Other Current Public Company Directorships

- None

Other Directorships

- Wyverd Group, LLC (2021-present) (Chair)
- INAP Holdings, LLC (2020-present) (Chair – Compensation Committee)
- ImOn Communications, LLC (Vice-Chair) (2007-present)
- Involta, (2010-present)
- HH Ventures, LLC (d/b/a ReadyMobile LLC) (Chair) (2009-2020)
- SecurityCoverage, Inc. (Chair) (2005-2019)
- Syniverse Holdings, Inc. (2011-2019)
- Insight Communications, Inc. (2005-2012)



L. William (Bill) Krause

Age: 79

Director Since: 2011

Committees:

- Compensation
- Nominating and Corporate Governance

Professional Experience

- President of LWK Ventures, a private advisory and investment firm (1991-present)
- Senior Advisor to The Carlyle Group LP (2010-present)
- Board Partner at Andreesen Horowitz (2014-present)
- CEO (1981-1990) and Chair (1987-1993) of 3Com Corporation, a global data networking Company

Other Current Public Company Directorships

- None

Other Directorships

- Veritas Holding, Ltd (2016-present)
- Coherent, Inc., (NASDAQ: COHR) (2009-2019)
- Brocade Communication Systems, Inc. (NASDAQ: BRCD) (now Broadcom Inc.) (2004-2017)
- Core-Mark Holding Company, Inc. (NASDAQ: CORE) (2005-2014)
- 3Com Corporation (1981-1993) (Chair)



Derrick A. Roman

Age: 58

Director Since: 2021

Committees:

- Audit

Professional Experience

- Audit, consulting and senior client relationship partner at PricewaterhouseCoopers LLP (1997-2020)
- Diversity and inclusion and corporate responsibility leader at PricewaterhouseCoopers LLP
- Certified Public Accountant
- Named one of *Savoy Magazine's* "2021 Most Influential Black Corporate Directors"

Other Current Public Company Directorships

- WEX, Inc. (NYSE: WEX) (Audit and Finance Committees) (2021-Present)

Other Directorships

- National Constitution Center Board of Trustees (2000-Present)



Charles L. Treadway

Age: 56

Director Since: 2020

Committees:
- None

Professional Experience

- President and CEO of CommScope (2020-present)
- Operating Executive with The Carlyle Group LP (July 2020-September 2020)
- CEO of Accudyne Industries (2016-2020)
- CEO of Thomas & Betts Corporation, a global business unit of ABB Group (2012-2016)
- President and COO, Thomas & Betts Corporation (2011-2012)
- President of Electrical Division, Thomas & Betts Corporation (2009-2011)

Other Current Public Company Directorships

- None

Other Directorships

- None



Claudius (Bud) E. Watts IV

Age: 60

Director Since: 2011

Chairman of the Board Since: 2020

Committees:
- None

Professional Experience

- Private investor and Founding Partner of Meeting Street Capital, LLC (2018-present)
- Senior Advisor to The Carlyle Group LP (2018-present)
- Partner with The Carlyle Group LP (2000-2017)
- Founded and led The Carlyle Group LP's Technology Buyout business (2004-2014)
- Managing Director in the M&A group of First Union Securities, Inc. (1998-2000)
- Principal at Bowles Hollowell Conner & Co. (1994-1998)
- Fighter Pilot, United States Air Force (1984-1992)

Other Current Public Company Directorships

- None

Other Directorships

- Carolina Financial Corporation – Chair (NASDAQ: CARO) (2015-2020)
- Former director on boards of numerous other public and private companies, including service as Chair and Lead Independent Director



Timothy T. Yates

Age: 74

Director Since: 2013

Lead Independent Director Since: 2020

Committees:
- Audit (Chair)

Professional Experience

- Various senior leadership roles including EVP, CFO and CEO at Monster Worldwide, Inc. (2007–2016)
- Led integration of Symbol into Motorola, Inc.’s Enterprise Mobility business (2007)
- Various positions including independent consultant and SVP, CFO at Symbol Technologies, Inc. (2005–2007)
- Partner and CFO of Saguenay Capital, a boutique investment firm (2002–2005)
- Co-Founder and Partner at Cove Harbor Partners, a private investment and consulting firm, which he founded (1996–2002)
- Various senior leadership roles at Bankers Trust New York Corporation, including serving as Chief Financial and Administrative Officer (1971–1995)

Other Current Public Company Directorships

- None

Other Directorships

- Monster Worldwide, Inc. (NASDAQ: MWW) (2007-2016)
- Symbol Technologies, Inc. (2006-2007)

The Board of Directors of the Company recommends a vote “FOR” each of the foregoing nominees for election as directors. Proxies will be voted “FOR” each nominee, unless otherwise specified in the proxy.

Directors Continuing in Office

Continuing Directors with Terms Expiring at the 2023 Annual Meeting of Stockholders



Frank M. Drendel

Age: 77

Director Since: 2011

Chairman Emeritus:
2020

Committees:
- None

Professional Experience

- Chairman of the Board of CommScope (2011–2020)
- Founder, CEO and Chairman of the Board of CommScope (1976–2011)
- Cable Television Hall of Fame Inductee (2002)

Other Current Public Company Directorships

- None

Other Directorships

- National Cable & Telecommunications Association (1982-present)
- Tyco International, Ltd. (NYSE: TYC) (acquired by Johnson Controls International) (2012-2016)
- Sprint Nextel Corporation (2005-2008)
- Nextel Communications (1997-2005)
- General Instrument Corporation (1987-2000)



Joanne M. Maguire

Age: 68

Director Since: 2016

Committees:
- Nominating and
Corporate
Governance (Chair)

Professional Experience

- EVP of Lockheed Martin Corporation, a provider of advanced-technology systems for national security, civil and commercial customers (2006-2013)
- Various leadership positions at Lockheed Martin (2003-2006)
- Progressively responsible positions at TRW's Space & Electronics sector (now part of Northrop Grumman) from engineering analyst to VP and Deputy to the sector's CEO, serving in leadership roles over programs as well as engineering, advanced technology, manufacturing and business development

Other Current Public Company Directorships

- Visteon Corporation (NASDAQ: VC) (2015-present)
- Tetra Tech, Inc. (NASDAQ: TTEK) (2016-present)

Other Directorships

- Charles Stark Draper Laboratory (2013-present)
- Freescale Semiconductor, Ltd. (2013-2015)



Thomas J. Manning

Age: 66

Director Since: 2014

Committees:

- Audit

Professional Experience

- Executive Chair of Cresco Labs, Inc. (2020-present)
- Chair of Cresco Labs, Inc. (2016-2020)
- Executive-in-Residence at the Booth School of Business (2018-present)
- Senior Fellow in the Advanced Leadership Initiative at Harvard University (2019-2021)
- Lecturer in Law at the University of Chicago Law School teaching courses on corporate governance, private equity and United States-China relations, and innovative solutions (2012-2018)
- CEO of Dun & Bradstreet (Aug 2018-Feb 2019)
- Chair & Interim CEO of Dun & Bradstreet (Feb 2018-Aug 2018)
- CEO of Cerberus Asia Operations & Advisory Limited, a subsidiary of Cerberus Capital Management, a global private equity firm (2010-2012)
- CEO of Indachin Limited, an incubator which developed early-stage information-based companies in China and India (2005-2009)
- Senior partner with Bain & Company and head of Bain's information technology strategy practice in the Silicon Valley and Asia (2003-2005)
- Global Managing Director of the Strategy & Technology Business of Capgemini and CEO of Capgemini Asia Pacific and CEO of Ernst & Young Consulting Asia Pacific, led the development of consulting and IT service and outsourcing businesses across Asia (1996-2003)
- Various positions in McKinsey & Company, Buddy Systems, Inc., a telemedicine company he founded, and CSC Index in early career

Other Current Public Company Directorships

- Chindata Group Holdings Limited (NASDAQ: CD) (2020-present) (Chair of the Audit Committee)
- Cresco Labs, Inc. (Chair – 2016-2020, Executive Chair of the Board – 2020-present)

Other Directorships

- Clear Media Limited (Chair of the Remuneration Committee) (2016-2020)
- Dun & Bradstreet (NYSE: DNB) (2013-2019) (Lead Director and Chair of the Nominating and Corporate Governance Committee)
- iSoftStone Holdings Limited (2010-2014)
- AsialInfo-Linkage, Inc. (2006-2014)
- GOME Electrical Appliances Company (2007-2012)
- Bank of Communications Co., Ltd. (2004-2010)
- China Board of Directors Ltd. (2005-2009) (Chair)
- Bain & Company's China Board (2003-2005)

Director Skills and Qualifications

	Chan	Drendel	Gray	Krause	Mackenzie	Maguire	Manning	McCarter	Roman	Treadway	Watts	Yates
Directorship	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓
Finance / Accounting			✓				✓	✓	✓		✓	✓
Governance			✓	✓	✓	✓	✓	✓	✓		✓	✓
Industry Experience	✓	✓	✓	✓		✓		✓	✓	✓	✓	
Leadership / Management	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mergers & Acquisitions / Integration Experience		✓	✓	✓	✓			✓		✓	✓	
Information Technology	✓		✓	✓			✓	✓	✓	✓		✓
Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓
Audit Committee Financial Expert			✓				✓		✓		✓	✓
Risk Management / Internal Controls			✓			✓			✓			✓
Extensive Experience with Our Business		✓	✓									
Regulatory Matters			✓				✓					✓

POLICIES ON CORPORATE GOVERNANCE

Our Board believes that good corporate governance is important to ensure our business is managed for the long-term benefit of our stockholders. We have adopted a Code of Conduct that applies to all our directors, executive officers and senior financial and accounting officers, as well as a Code of Ethics and Business Conduct that applies to all of our employees. We have also adopted Corporate Governance Guidelines. Current versions of the Code of Conduct, the Code of Ethics and Business Conduct and the Corporate Governance Guidelines are available on our website at www.commscope.com and will also be provided upon request to any person without charge. Requests should be made in writing to our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, or by phone at (828) 324-2200. In the event of any amendment or waiver of our Code of Conduct or Code of Ethics and Business Conduct applicable to our directors or executive officers, such amendment or waiver will be posted on our website.

BOARD LEADERSHIP STRUCTURE

The Company currently has separate individuals serving in the positions of Chairman of the Board and Chief Executive Officer. The Board of Directors does not have a set policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer, as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board. The Board regularly evaluates whether the roles of Chairman of the Board and Chief Executive Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee of the Company. The Board believes these issues should be considered as part of the Board's broader oversight and succession planning process. The Board believes that Mr. Watts is appropriate to serve as employee Chairman as he has a long history of service to the Company, most recently as the Board's Independent Lead Director.

Mr. Yates was appointed as Lead Independent Director in 2020 upon Mr. Watts' appointment as Chairman of the Board. Among other things, our Lead Independent Director presides at all meetings of

the independent directors and any Board meeting when the Chairman is not present, advises the Chairman as to the Board's agenda and information to be provided to the Board, and serves as the principal liaison and facilitator between the independent directors and the Chairman and Chief Executive Officer. In addition, our Lead Independent Director has the authority to convene special meetings of the independent directors, responds to stockholder questions directed to the independent directors and is available to major stockholders for consultation and direct communication.

THE BOARD'S ROLE IN MANAGEMENT'S SUCCESSION PLANNING

As reflected in our Corporate Governance Guidelines, the Board's primary responsibilities include planning for Chief Executive Officer succession and monitoring and advising on management's succession planning for other executive officers. The Board's goal is to have a long-term and continuing program for effective senior leadership development and succession. The Board is actively engaged in these endeavors and has a contingency plan in place for emergencies such as the departure, death or disability of the Chief Executive Officer or other executive officers.

The Chief Executive Officer and Chief Human Resources Officer report to the Board at least twice a year on succession planning and management development.

THE BOARD'S ROLE IN RISK OVERSIGHT

While risk management is primarily the responsibility of our management, the Board provides overall risk oversight focusing on the most significant risks facing the Company. The Board oversees the risk management processes that have been designed and are implemented by our executives to determine whether those processes are functioning as intended and are consistent with our business and strategy. The Board executes its oversight responsibility for risk management directly and through its committees. The Board's role in risk oversight has not affected its leadership structure.

The Audit Committee is specifically tasked with reviewing with management, the independent auditors and our legal counsel, as appropriate, our compliance with legal and regulatory requirements and any related compliance policies and programs. The Audit Committee is also tasked with reviewing our financial and risk management policies and oversight of our enterprise risk management program, which is our comprehensive assessment of key risks related to finance, operations and management information systems, including those related to cybersecurity. Members of our management who have responsibility for designing and implementing our risk management processes regularly meet with the Audit Committee. Additionally, the Nominating and Corporate Governance Committee is tasked with overseeing our environmental and corporate responsibility efforts and any related risks. The Board's other committees oversee risks associated with their respective areas of responsibility.

The full Board considers specific risk topics, including risk-related issues pertaining to laws and regulations enforced by the United States and foreign government regulators and risks associated with our business plan and capital structure. In addition, the Board receives reports from members of our management that include discussions of the risks and exposures involved with their respective areas of responsibility, and the Board is routinely informed of developments that could affect our risk profile or other aspects of our business.

DIRECTOR INDEPENDENCE

Nasdaq listing standards and our Corporate Governance Guidelines, which are available on our website as described above, require that the Board be comprised of a majority of directors who qualify as independent directors under applicable Nasdaq rules. The Board has determined that each of our

non-employee directors, Mary S. Chan, Stephen C. Gray, L. William Krause, Mindy Mackenzie, Joanne M. Maguire, Thomas J. Manning, Patrick R. McCarter, Derrick A. Roman, and Timothy T. Yates, is independent under applicable Nasdaq rules. The Board has determined that Charles L. Treadway, Claudius E. Watts IV and Frank M. Drendel are not independent.

NOMINATIONS FOR DIRECTORS

The Nominating and Corporate Governance Committee will consider director nominees recommended by stockholders. A stockholder who wishes to recommend a director candidate for consideration by the Nominating and Corporate Governance Committee should send such recommendation to our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, who will then forward it to the committee. Any such recommendation should include a description of the candidate's qualifications for board service, the candidate's written consent to be considered for nomination and to serve if nominated and elected, and addresses and telephone numbers for contacting the stockholder and the candidate for more information. A stockholder who wishes to nominate an individual as a candidate for election, rather than recommend the individual to the Nominating and Corporate Governance Committee as a nominee, must comply with the advance notice requirements set forth in our Bylaws. See "Stockholder Proposals for the Company's 2023 Annual Meeting" in this Proxy Statement for more information on these procedures.

The Nominating and Corporate Governance Committee will consider and evaluate persons recommended by stockholders in the same manner as it considers and evaluates other potential directors. With respect to the directors to be elected by the holders of shares of Series A Convertible Preferred Stock, such nominees are required to have been designated by Carlyle pursuant to the Investment Agreement.

DIRECTOR QUALIFICATIONS

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board of Directors those candidates to be nominated for election. In reviewing such candidates, our Corporate Governance Guidelines, which are available on our website as described above, set forth criteria that the Nominating and Corporate Governance Committee must consider when evaluating a director candidate for membership on the Board of Directors. These criteria are as follows:

- **Integrity:** reputation for integrity, honesty and adherence to high ethical standards;
- **Sound business judgment:** demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to our current and long-term objectives and a willingness to contribute positively to the decision-making process;
- **Ability and willingness to commit sufficient time to the Board:** commitment to understand us and our industry and to regularly attend and participate in meetings of the Board of Directors and its committees; and
- **Ethics and independence:** ability to understand the sometimes-conflicting interests of our various constituencies, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the overall best interests of all stakeholders.

The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee.

Our Corporate Governance Guidelines also require the Nominating and Corporate Governance Committee to consider the mix of backgrounds and qualifications of the directors in order to assure that the Board of Directors has the necessary experience, knowledge and abilities to perform its responsibilities effectively and to consider the value of diversity on the Board of Directors, including diversity of experience, thoughts, gender, race, ethnicity, age and background. While diversity and variety of experiences and viewpoints represented on the Board should always be considered, a director nominee should not be chosen or excluded solely or largely because of race, religion, national origin, gender, sexual orientation or disability.

Board Diversity Matrix (As of March 8, 2022)				
Total Number of Directors	12			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	3	9	—	—
Part II: Demographic Background				
African American or Black	—	1	—	—
Alaskan Native or Native American	—	—	—	—
Asian	1	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	2	8	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+			1	
Did Not Disclose Demographic Background			—	

BOARD COMPOSITION

Our Board of Directors currently consists of twelve members. Claudius E. Watts IV was appointed Chairman of the Board of Directors in October 2020 and Timothy T. Yates has served as the Lead Independent Director since 2020.

As of April 4, 2019, per the Investment Agreement between Carlyle and CommScope, Carlyle has the right to designate two directors to our Board to serve a one-year term. Ms. Mackenzie and Mr. McCarter are nominees designated by Carlyle and recommended by the Board for election in 2022 with terms expiring at the 2023 Annual Meeting. The directors designated by Carlyle will be voted on by the holders of Series A Convertible Preferred Stock as a single class at each annual meeting until certain beneficial ownership conditions are no longer met as detailed in the Investment Agreement.

Prior to 2021, the remainder of our Board was divided into three classes with staggered three-year terms so that the term of one class expired at each annual meeting of stockholders. In 2021, our stockholders approved amendments to our Certificate of Incorporation to declassify our Board with a phased in approach so that at the 2021 Annual Meeting, our Class II directors were elected to one-year terms. At our 2022 Annual Meeting both our Class II and Class III director nominees are standing for election for one-year terms. Our Class I directors will serve until the 2023 Annual Meeting when the Board will no longer be divided into classes and all director nominees will be elected for one-year terms.

The number of members on our Board of Directors may be modified from time to time exclusively by resolution of our Board of Directors. The Company's Corporate Governance Guidelines provide that any director that is appointed to fill a vacancy on the Board between annual meetings stand for election at the next succeeding annual meeting of stockholders, regardless of class into which such director was appointed.

When considering whether directors and nominees have the experience, qualifications, attributes or skills, taken as a whole, to enable the Board of Directors to satisfy their oversight responsibilities effectively in light of our business and structure, the Board of Directors focused primarily on each person's background and experience as reflected in the information discussed in each of the director's individual biographies set forth above. See Proposals No. 1 and No. 2: Election of Directors. We believe that our directors provide an appropriate diversity of experience and skills relevant to the size and nature of our business.

BOARD AND COMMITTEE EVALUATIONS

Each year, our Board and committees conduct self-evaluations to assess the qualifications, attributes, skills and experience represented on the Board; to assess their effectiveness and adherence to our Corporate Governance Guidelines and committee charters; and to identify opportunities to improve Board and committee performance.

STOCKHOLDER COMMUNICATIONS WITH BOARD OF DIRECTORS

Stockholders may send written communications to the Board of Directors, or any of the individual directors, c/o our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602. All communications will be compiled by the Corporate Secretary of the Company and submitted to the Board of Directors or the individual directors, as applicable, on a periodic basis.

BOARD MEETINGS, ATTENDANCE AND EXECUTIVE SESSIONS

The Board meets on a regularly scheduled basis during the year to review significant developments affecting us and to act on matters requiring Board approval. It also holds special meetings when an important matter requires Board action between scheduled meetings. Members of senior management regularly attend meetings of the Board and its committees to report on and discuss their areas of responsibility. Directors are expected to attend Board meetings and meetings of committees on which they serve. In addition, all directors are invited, but not required, to attend our annual stockholder meeting. In 2021, all the directors attended our virtual annual stockholder meeting. Directors are expected to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. In 2021, the Board held eleven meetings and committees of the Board held a total of fourteen meetings. All directors attended 90% or more of the meetings of the Board and committees on which they served.

In general, the Board reserves time following each regularly scheduled meeting to allow the independent directors to meet in executive session.

BOARD COMMITTEES

Our Board of Directors oversees the management of our business and affairs as provided by Delaware law and conducts its business through meetings of the Board of Directors and three standing committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. In addition, from time to time, other committees may be established under the direction of the Board of Directors when necessary or advisable to address specific issues.

Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates under a charter that was approved by our Board of Directors. Each of these charters is available on our investor relations website at <http://ir.commscope.com>.

Committee	Primary Responsibilities
<p>Audit⁽¹⁾</p> <p>Members: Messrs. Yates (Chair), Manning and Roman</p> <p>Number of Meetings in 2021: 6</p>	<ul style="list-style-type: none"> Assists the Board of Directors in its oversight of (i) our accounting and financial reporting processes and other internal control processes, (ii) the audits and integrity of our financial statements, and (iii) our compliance with legal and regulatory requirements. Approves the independent registered public accounting firm's appointment, compensation and retention and provides oversight of their work as well as annually assesses their qualifications and independence. Considers and reviews the adequacy and effectiveness of our internal controls over financial reporting and any related significant findings of our independent auditor and internal audit. Reviews our Code of Ethics and recommends changes as well as reviews and assesses any violations. Reviews and approves any proposed related person transactions. Reviews our financial and risk management policies, including approval of decisions to enter swaps or other derivatives. Reviews our enterprise risk management program which is a comprehensive assessment of key risks including those related to cybersecurity.
<p>Compensation⁽²⁾</p> <p>Members: Ms. Chan (Chair), Messrs. Gray, Krause and McCarter</p> <p>Number of Meetings in 2021: 6</p>	<ul style="list-style-type: none"> Reviews and approves the compensation philosophy for our Chief Executive Officer. Reviews and approves all forms of compensation and benefits provided to our other executive officers. Reviews and oversees the administration of our equity incentive plans. May engage independent compensation advisors to provide advice regarding our executive compensation program and director compensation. Reviews and approves management development and succession plans for the Chief Executive Officer.
<p>Nominating and Corporate Governance⁽³⁾</p> <p>Members: Ms. Maguire (Chair) and Messrs. Krause and McCarter</p> <p>Number of Meetings in 2021: 2</p>	<ul style="list-style-type: none"> Identifies, screens and recommends candidates to the Board of Directors for election to our Board of Directors. Reviews the composition of the Board of Directors and its committees. Reviews and determines appropriate Board leadership structure. Develops and recommends appropriate Corporate Governance Guidelines. Oversees overall compliance with and execution of the Company's Corporate Governance Guidelines. Oversight of ESG policies and practices.

(1) The Board of Directors has determined that each of member of the Audit Committee is an "audit committee financial expert" as such term is defined under the applicable regulations of the Commission and has the requisite accounting or related financial management expertise and financial sophistication under the applicable rules and regulations of Nasdaq. The Board of Directors has also determined that each member of the Audit Committee is independent under Rule 10A-3 under the Exchange Act and the enhanced independence standards for audit committee members as defined in the rules of Nasdaq and the Commission. All members of the Audit Committee can read and understand fundamental financial statements, are familiar with finance and accounting practices and principles and are financially literate.

(2) The Compensation Committee's processes for fulfilling its responsibilities and duties with respect to executive compensation and the role of executive officers and management in the compensation process are each described under the heading "Determination of Compensation Awards" in this Proxy Statement. The Board of Directors has determined that each member of the Compensation Committee satisfies the enhanced independence standards for compensation committee members as defined in the rules of Nasdaq and the Commission. Ms. Chan was appointed to Chair effective October 1, 2021, replacing Mr. Gray.

(3) The Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent as defined in the Nasdaq rules.

DIRECTOR COMPENSATION

Our Compensation Committee has the primary authority to determine and approve the compensation of our non-employee directors. When considering and approving changes to the level and composition of the directors' compensation, the Compensation Committee considers input from its independent compensation consultant and market data from peer companies.

Directors who are employees of the Company or its affiliates (including Carlyle) receive no additional compensation for their service on our Board of Directors or its committees. Non-employee directors are each paid a basic cash retainer per year for service on our Board of Directors, payable quarterly, plus an additional amount for serving as a chair or member of a committee. The Lead Independent Director receives an additional cash retainer annually. We also reimburse non-employee directors for reasonable out-of-pocket expenses in the performance of their duties as directors. Non-employee directors receive equity-based awards in the form of RSUs at the time of their election to our Board of Directors. In addition, our non-employee directors receive an annual grant of RSUs on the date of the annual stockholders' meeting. The RSUs vest on the date of the next annual meeting or, if earlier, the first anniversary of the grant date. If a director joins the Board or changes roles between stockholders' meetings, the director fees and stock retainer are prorated.

In 2021, the Compensation Committee decided to maintain the non-employee director compensation program for 2021 with no changes from the compensation levels that had been approved in February 2019.

The following tables summarize our non-employee director compensation for 2021:

Annual Non-Employee Director Compensation	
Basic Cash Retainer	\$ 90,000
Supplemental Cash Retainers:	
Lead Independent Director	\$ 30,000
Audit Committee Chair ⁽¹⁾	\$ 30,000
Audit Committee Member	\$ 15,000
Compensation Committee Chair ⁽¹⁾	\$ 20,000
Compensation Committee Member	\$ 10,000
Nominating and Corporate Governance Committee Chair ⁽¹⁾	\$ 15,000
Nominating and Corporate Governance Committee Member	\$ 10,000
Annual Stock Retainer ⁽²⁾	\$180,000

(1) Amount includes both the supplemental cash retainer for serving as the committee chair and the supplemental cash retainer for serving as a member of such Committee.

(2) The number of RSUs granted as the annual stock retainer is determined based upon the closing price of our common stock on the grant date.

Employment Agreement with Mr. Watts

Mr. Watts is the Chairman of the Board and an employee of the Company and we are party to an employment agreement with him. His agreement is on a one-year term, automatically renewing for an additional one-year period each year following the initial term, unless either party gives 60 days written notice of non-renewal. Mr. Watts receives a salary equal to \$600,000 and is eligible to participate in the Company's employee benefit programs, but he will not receive annual incentive awards under the AIP.

In connection with his employment, in 2020, Mr. Watts received 100,000 RSUs that vest subject to Mr. Watts' continued service annually over three years beginning on the first anniversary of the grant date. In addition, in 2020, Mr. Watts received 220,000 PSUs that may be earned upon the achievement of certain hurdles relating to our stock price (ranging from a low of \$15 to a high of \$40) and his continued service over a four-year period. The \$15 and \$20 average stock price hurdles were met in 2021 for Mr. Watts' PSUs. Mr. Watts was not granted any stock awards in 2021.

Pursuant to Mr. Watts' employment agreement, in the event Mr. Watts' employment is terminated by the Company for any reason other than for cause or disability or by Mr. Watts for good reason, in each case regardless of whether a change in control has occurred, Mr. Watts will be entitled to receive his accrued compensation and each of the following:

- severance pay equal to twelve months' base salary, payable in equal monthly installments over twelve months, or two years' base salary if such termination occurs within twenty-four months following a change in control, payable in a lump sum; and
- a cash payment equal to the cost we would have incurred had he continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents for twelve months, payable in periodic installments in accordance with our payroll practice.

For purposes of Mr. Watts' agreement, "good reason" includes a material reduction in base salary, a change in his title or position as Chairman, any requirement to permanently relocate to the Company's headquarters, or a material breach of the agreement.

If Mr. Watts' employment is terminated by the Company for cause or disability, by reason of his death or by the executive other than for good reason, we will pay to the executive his accrued compensation.

Special Engagement for Mr. Gray

Following the announcement of our plan to spin-off the Home Networks business, the Board asked Mr. Gray to provide additional services relating to governance matters for the Home Networks business in order to prepare for its potential spin-off as a new stand-alone publicly traded company. During this special engagement, Mr. Gray received a special cash retainer of \$6,500 per month.

DIRECTOR COMPENSATION TABLE FOR 2021

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)	All Other Compensation \$(2)	Total (\$)
Claudius E. Watts IV	—	—	617,850	617,850
Mary S. Chan	100,861	179,995	—	280,856
Frank M. Drendel	90,000	179,995	—	269,995
Stephen C. Gray⁽³⁾	133,500	179,995	—	313,495
L. William Krause	110,000	179,995	—	289,995
Joanne M. Maguire	105,000	179,995	—	284,995
Thomas J. Manning	105,000	179,995	—	284,995
Patrick R. McCarter⁽⁴⁾	—	—	—	—
Derrick A. Roman	87,792	209,989	—	297,781
Timothy T. Yates	150,000	179,995	—	329,995

- (1) We granted each non-employee director 9,793 RSUs in 2021 which will vest May 7, 2022. We granted Mr. Roman 1,972 RSUs in March 2021 upon appointment to the Board. These units vested on March 1, 2022. Amounts represent the grant date fair value of these RSUs, which was computed in accordance with FASB ASC Topic 718. Mr. Watts held 66,667 RSUs and 198,000 EPRG PSUs as of December 31, 2021. No other directors held EPRG PSUs. Mr. Drendel held 169,127 vested and exercisable stock options at December 31, 2021 which were granted during his employment. No other directors held stock options.
- (2) Amounts paid in 2021 are related to Mr. Watts' 2021 employment agreement, including \$600,000 in salary, a \$17,400 company contribution to the 401(k) plan, and a \$450 life insurance premium.
- (3) Mr. Gray received an additional retainer of \$6,500 per month beginning September 2021 for his work related to the potential Home Networks spin-off.
- (4) Mr. McCarter is employed by Carlyle and did not receive director compensation from the Company.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Our Board has adopted a written statement of policy for the evaluation of and the approval, disapproval and monitoring of transactions involving us and “related persons.” For the purposes of the policy, “related persons” will include our executive officers, directors and director nominees or their immediate family members, or stockholders owning five percent or more of our outstanding common stock and their immediate family members.

The policy covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we were or are to be a participant, the amount involved exceeds \$120,000, and a related person had or will have a direct or indirect material interest. Pursuant to this policy, our management will present to our Audit Committee each proposed related person transaction, including all relevant facts and circumstances relating thereto. Our Audit Committee will then:

- review the relevant facts and circumstances of each related person transaction, including the financial terms of such transaction, the benefits to us, the availability of other sources for comparable products or services, if the transaction is on terms no less favorable to us than those that could be obtained in arm’s-length dealings with an unrelated third party or employees generally and the extent of the related person’s interest in the transaction; and
- consider the impact on the independence of any independent director and the actual or apparent conflicts of interest.

Any related person transaction may only be consummated if our Audit Committee has approved or ratified such transaction in accordance with the guidelines set forth in the policy. Certain types of transactions have been pre-approved by our Audit Committee under the policy. These pre-approved transactions include:

- certain employment and compensation arrangements;
- transactions where the related person’s interest is only as an employee (other than an executive officer), director or owner of less than ten percent (10%) of the equity in another entity;
- transactions where the related person is an executive officer of another company and the aggregate amount involved does not exceed the greater of \$200,000 or five percent (5%) of the total annual revenues of the other company;
- charitable contributions to an organization, foundation or university at which the related person’s only relationship is as an employee, trustee or director, if the contribution is made pursuant to the Company’s policies and approved by someone other than the related person;
- transactions where the interest of the related person arises solely from the ownership of a class of equity securities in our Company where all holders of such class of equity securities will receive the same benefit on a pro rata basis;
- transactions determined by competitive bids;
- certain regulated transactions involving the rendering of services at rates or charges fixed by law or governmental authority; and
- certain transactions involving banking-related services such as services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

No director may participate in the approval of a related person transaction for which he or she, or his or her immediate family members, is a related person.

INVESTMENT AGREEMENT

On April 4, 2019, the Company issued 1,000,000 shares of Series A Convertible Preferred Stock to Carlyle for an aggregate purchase price of \$1.0 billion, or \$1,000 per share, pursuant to the Investment Agreement between the Company and Carlyle, dated November 8, 2018.

The Series A Convertible Preferred Stock ranks senior to the shares of the Company's common stock, with respect to dividend rights and rights on the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company. Holders of Series A Convertible Preferred Stock are entitled to a cumulative dividend at the rate of 5.5% per annum, payable quarterly in arrears. Dividends can be paid in cash, in kind with Series A Convertible Preferred Stock or any combination of the two options at the Company's sole discretion. During 2021, we paid Carlyle cash dividends of \$43.0 million and dividends in-kind of \$14.3 million for the Series A Convertible Preferred Stock.

The Series A Convertible Preferred Stock is convertible at the option of the holders at any time into shares of CommScope common stock at a conversion rate of 36.36 shares of common stock per share of Series A Convertible Preferred Stock (equivalent to \$27.50 per common share). The conversion rate is subject to customary anti-dilution and other adjustments. At any time after the third anniversary of the issuance of the Series A Convertible Preferred Stock, if the volume weighted average price of CommScope's common stock exceeds the mandatory conversion price of \$49.50 for at least thirty trading days in any period of forty-five consecutive trading days (including the final five consecutive trading days of such forty-five day trading period), the Company has the option to convert all of the outstanding shares of Series A Convertible Preferred Stock into CommScope common stock. During the three months following the eight and one-half year anniversary of the Investment Agreement closing date and the three months following each anniversary thereafter, holders of the Series A Convertible Preferred Stock will have the right to require CommScope to redeem all or any portion of the Series A Convertible Preferred Stock at 100% liquidation preference plus all accrued and unpaid dividends. The redemption price is payable, at the Company's option, in cash or a combination of cash and common stock subject to certain restrictions. Upon the occurrence of a change of control, the Company will have the right, subject to the rights of the holders of outstanding shares of Series A Convertible Preferred Stock to convert prior to such redemption, to redeem all of the Series A Convertible Preferred Stock for the greater of (i) an amount in cash equal to the sum of the liquidation preference of the Series A Convertible Preferred Stock, all accrued but unpaid dividends and, if the applicable redemption date is prior to the fifth anniversary of the first dividend payment date, the present value, discounted at a rate of 10%, of any remaining scheduled dividends through the five year anniversary of the first dividend payment date, assuming CommScope chose to pay such dividends in cash and (ii) the consideration the holders would have received if they had converted their shares of Series A Convertible Preferred Stock into common stock immediately prior to the change of control event.

Holders of Series A Convertible Preferred Stock are entitled to vote with the holders of common stock on an as-converted basis, voting together as a single class. Holders of Series A Convertible Preferred Stock are entitled to a separate class vote with respect to amendments to the Company's organizational documents that have an adverse effect on the Series A Convertible Preferred Stock and the creation or classification of, or issuances by, the Company of securities that are senior to, or equal in priority with, the Series A Convertible Preferred Stock. So long as Carlyle or its affiliates beneficially

CERTAIN RELATIONSHIPS

own shares of Series A Convertible Preferred Stock and/or shares of common stock issued upon conversion of Series A Convertible Preferred Stock (Conversion Common Stock) that represent, in the aggregate and on an as-converted basis, at least 50% of Carlyle's initial shares of Series A Convertible Preferred Stock on an as-converted basis, Carlyle has the right to designate two directors to be nominated by the Board for election to the Board. Until Carlyle no longer has the right to designate directors for election to the Board, it and its affiliates have committed to vote all of their shares of Series A Convertible Preferred Stock and/or common stock (i) in favor of director nominees recommended by the Board, (ii) against stockholder director nominees not approved and recommended by the Board, (iii) in favor of the Company's say-on-pay proposal and other equity compensation proposals that have been approved by the compensation committee and (iv) in favor of the Company's proposal for ratification of the appointment of the Company's independent registered public accounting firm. With regard to all other matters submitted to the vote of stockholders, Carlyle and its affiliates are under no obligation to vote in the same manner as recommended by the Board or otherwise.

JPMORGAN AGREEMENTS

During part of the year in 2021, JPMorgan Chase & Co. (JPMorgan) reported beneficial ownership of more than 5.0% of our outstanding shares of common stock. JPMorgan Chase Bank, N.A., a subsidiary of JPMorgan, acted as an arranger, administrative agent, collateral agent and lender on our debt agreements for our senior secured term loan due 2026 (the 2026 Term Loan) and our senior secured asset-based revolving credit facility (the Revolving Credit Facility), each dated as of April 4, 2019, which we entered into in connection with the acquisition of ARRIS. We paid administrative and agency fees in the amount of \$2.1 million to JPMorgan Chase Bank, N.A. through November 8, 2021, at which time JPMorgan indicated that they no longer held 5.0% of our outstanding shares of common stock, related to their services under our debt agreements.

On April 4, 2019, we borrowed \$3.2 billion under the 2026 Term Loan with an interest rate of LIBOR plus 3.25%. We repaid \$24.0 million under the 2026 Term Loan and \$90.7 million in interest through November 8, 2021. We did not borrow under the Revolving Credit Facility in 2021.

All agreements were negotiated at arm's length and reviewed and ratified by the Audit Committee.

INDEMNIFICATION AGREEMENTS

We have entered into indemnification agreements with each of our directors and certain of our officers. These indemnification agreements provide the directors and officers with contractual rights to indemnification and expense advancement which are, in some cases, broader than the specific indemnification provisions under Delaware law. We believe that these indemnification agreements are, in form and substance, substantially similar to those commonly entered into by similarly situated companies. A form of indemnification agreement is filed as an exhibit to our Annual Report on Form 10-K.

EXECUTIVE OFFICERS

The following table provides information regarding our executive officers:

Name	Age	Position
Charles L. Treadway	56	President, Chief Executive Officer and Director
Kyle D. Lorentzen	56	Executive Vice President and Chief Financial Officer
Justin C. Choi	56	Senior Vice President, Chief Legal Officer and Secretary
Robyn T. Mingle	56	Senior Vice President and Chief Human Resources Officer
Brooke B. Clark	47	Senior Vice President and Chief Accounting Officer
John R. Carlson	65	Senior Vice President and Chief Commercial Officer
Gonzaga J. Chow	60	Senior Vice President & President, Home Networks
Farid Firouzbakht	58	Senior Vice President & President, Outdoor Wireless Networks
John R. Johnsen	64	Senior Vice President & President, Connectivity and Cable Solutions
Markus R. Ogurek	48	Senior Vice President & President, Networking, Intelligent Cellular and Security Solutions
Guy Sucharczuk	56	Senior Vice President & President, Access Network Solutions

Charles (Chuck) L. Treadway

Mr. Treadway was appointed as our President and Chief Executive Officer in October 2020. He also serves as a member of our Board of Directors. Mr. Treadway most recently served as Chief Executive Officer of Accudyne Industries, a global provider of precision-engineered, process-critical and technologically advanced pumps and flow control equipment, systems and high efficiency industrial compressors, from 2016 to 2020. Prior to joining Accudyne Industries, Mr. Treadway held various leadership positions at Thomas & Betts Corporation, a global leader in the design, manufacture and marketing of essential components used to manage the connection, distribution, transmission and reliability of electrical power in industrial, construction and utility applications, including President and Chief Executive Officer from 2012 to 2016, President and Chief Operating Officer from 2011 to 2012 and Group President of Electrical from 2009 to 2011. He previously served in several management and executive positions at Schneider Electric S.A., Prettl International, Inc. and Yale Security, Inc.

Kyle D. Lorentzen

Mr. Lorentzen became our Executive Vice President and Chief Financial Officer in November 2021. Prior to this role, Mr. Lorentzen served as our Senior Vice President and Chief Transformation Officer since he joined CommScope in January 2021. Before joining CommScope, he served as Chief Financial Officer of Accudyne Industries from 2017 to 2020. From 2014 to 2017, Mr. Lorentzen was Chief Financial Officer and Executive Vice President of Express Energy Service. Earlier, Mr. Lorentzen held multiples roles with Constellium, including Chief Executive Officer of Constellium Ravenswood from 2011 to 2014. Throughout his career, Mr. Lorentzen has held numerous financial and managerial roles with companies such as Noranda Aluminum, Berry Plastics/Covalence Specialty Materials, Hexion Specialty Chemical, Inc., Borden Chemical, Inc., Dow Chemical, Sanachem, Hampshire Chemical Corp. and W.R. Grace.

Justin C. Choi

Mr. Choi became our Senior Vice President, Chief Legal Officer and Secretary of CommScope in May 2021. Mr. Choi most recently served as Executive Vice President, General Counsel, Secretary and Chief Compliance Officer of Anixter International, Inc., a global distributor of communication, security,

EXECUTIVE OFFICERS

and cable products from 2012 to 2020. Prior to that, Mr. Choi served as Senior Vice President, General Counsel and Secretary of Andrew Corporation, a global leader in the wireless infrastructure industry that was acquired by CommScope in 2007.

Robyn T. Mingle

Ms. Mingle became our Senior Vice President and Chief Human Resources Officer in 2016. Prior to joining CommScope, she was the Chief Human Resource Officer at Xylem Inc. from 2011 to 2015, where she was a founding executive team member for the global water Company spin-off from ITT Corp. From 2003 to 2011, Ms. Mingle was the Senior Vice President, Human Resources at Hovnanian Enterprises, Inc., one of the nation's largest homebuilders. She spent the first 14 years of her career with The Black & Decker Corporation in various human resource roles.

Brooke B. Clark

Ms. Clark became our Senior Vice President and Chief Accounting Officer in September 2018. Ms. Clark previously served as our Vice President, Corporate Accounting from 2013 to 2018. She served in various positions within our finance organization since joining CommScope in 2004. Prior to joining CommScope, Ms. Clark was employed by Deloitte & Touche, LLP. Ms. Clark is a Certified Public Accountant in North Carolina.

John (Jack) R. Carlson

Mr. Carlson became our Senior Vice President and Chief Commercial Officer in November 2020. He previously served as the President and Chief Executive Officer of Sullair, a premier global industrial air compressor manufacturer, a Hitachi Group Company, from 2016 to 2020. Mr. Carlson also served as Chairman of the Board of the China-based IHI-Sullair joint venture during that time. From 2001 to 2016, Mr. Carlson held varying leadership positions including, President of North America at Southwire Company, a global leader in copper rod production and design/manufacturing and sales of utility, OEM and electrical wire and cable. Prior to that, Mr. Carlson served as Sector Chief Executive Officer of Yale Security Group from 1999 to 2000. From 1991 until 1998, Mr. Carlson held multiple roles with Schneider Electric including Vice President of the Motor Control Division, Vice President of the Industrial Segment and Vice President of Marketing. He began his career with Square D Company, which was acquired by Schneider Electric in 1991, in 1979 and held various roles in sales and product management until 1998.

Gonzaga (Joe) J. Chow

Mr. Chow has been our Senior Vice President & President, Home Networks, since 2019. Prior to joining CommScope, Mr. Chow served as Senior Vice President, Product and Program Management at Quantenna Communications, Inc., a designer, developer and marketer of wireless communication solutions, from 2017 to 2019.

Farid Firouzbakht

Mr. Firouzbakht has been our Senior Vice President & President, Outdoor Wireless Networks, since 2020. Mr. Firouzbakht previously served as our Senior Vice President and General Manager, RF Products from 2016 to 2020.

John (Ric) R. Johnsen

Mr. Johnsen has been our Senior Vice President & President, Connectivity and Cable Solutions, since 2021. Prior to that Mr. Johnsen was our Senior Vice President, Network Cable and Connectivity, from

2017 to 2021. Prior to joining CommScope, Mr. Johnsen served in numerous management positions, including President and CEO of Alloptic, a developer of passive optical network access equipment, and Vice President of Product Management and Engineering at OFS Brightwave, LLC, a manufacturer of optical fiber and fiber optic cable products. He also served in a number of positions at Alcatel, a global telecommunications product supplier, including Vice President for Business Development for Europe and Asia – Optical Fiber and Fiber Cable.

Markus R. Ogurek

Mr. Ogurek is our Senior Vice President & President, Networking, Intelligent Cellular and Security Solutions, since 2022. Prior to joining CommScope, Mr. Ogurek was Co-Founder and CEO of Calido, Inc., a SaaS-based product management platform, from 2021 to 2022, and Vice President of Enterprise Sales Growth for Cisco Systems from 2019 to 2021. Prior to that, Mr. Ogurek was Chief Executive Officer and Chief Revenue Officer of IOV42, a Swiss-based blockchain company, from 2018 to 2019. Mr. Ogurek spent twenty years at Hewlett Packard Enterprises in various sales, operational and chief technology roles before becoming Vice President of Global Industry Sales and Solutions.

Guy Sucharczuk

Mr. Sucharczuk is our Senior Vice President & President, Access Network Solutions, since 2022. Previously, he served as our Senior Vice President and General Manager, Access Technologies, from 2014 to 2021, which included predecessor companies ARRIS from 2016 to 2021 and Pace from 2014 to 2015. Prior to that, Mr. Sucharczuk had founded and served as President and CEO of Aurora Networks from 1999 to 2013.

BENEFICIAL OWNERSHIP OF OUR COMMON STOCK

The following tables set forth information with respect to the beneficial ownership of our common stock and Series A Convertible Preferred Stock as of March 8, 2022 by:

- each of our NEOs;
- each of our directors;
- all our directors and executive officers as a group; and
- each individual or entity known to own beneficially more than 5% of the capital stock.

We had 206,813,857 shares of common stock and 1,056,144 shares of Series A Convertible Preferred Stock outstanding as of March 8, 2022. None of the executive officers or directors named in the table below owned, beneficially or of record, any shares of the Company's Series A Convertible Preferred Stock. The amounts and percentages of shares beneficially owned are reported based on Commission regulations governing the determination of beneficial ownership of securities. Under the Commission rules, an individual or entity is deemed to be a "beneficial" owner of a security if that individual or entity has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. An individual or entity is also deemed to be a beneficial owner of any securities of which that individual or entity has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are not deemed to be outstanding for purposes of computing the ownership percentage of any other individual or entity. Under these rules, more than one individual or entity may be deemed to be a beneficial owner of securities as to which such individual or entity has no economic interest. Except as otherwise indicated in the footnotes to the table below, each of the beneficial owners listed has, to our knowledge, sole voting and investment power with respect to the shares of capital stock, and the business address of each such beneficial owner, unless otherwise noted, is c/o CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602.

Name of Beneficial Owner	Common Stock	Options to Purchase Common Stock			Total Shares of Common Stock Beneficially Owned	Percentage of Class
		(1)	RSUs (2)	PSUs (3)		
Executive Officers and Directors:						
Charles L. Treadway President, Chief Executive Officer and Director	208,672	—	—	220,000	428,672	*
Kyle D. Lorentzen Executive Vice President and Chief Financial Officer	49,344	—	—	—	49,344	*
Alexander W. Pease Former Executive Vice President and Chief Financial Officer	61,998 ⁽⁴⁾	—	—	—	61,998	*
Justin C. Choi Senior Vice President, Chief Legal Officer and Secretary	39,809	—	17,633	22,680	80,122	*
Robyn T. Mingle Senior Vice President and Chief Human Resources Officer	27,911	111,170	—	19,524	158,605	*
Brooke B. Clark Senior Vice President and Chief Accounting Officer	24,768	20,863	—	—	45,631	*
Morgan C.S. Kurk Former Executive Vice President and Chief Technology Officer	46,031	143,772	—	—	189,803	*

BENEFICIAL OWNERSHIP

Name of Beneficial Owner	Common Stock	Options to Purchase Common Stock (1)	RSUs (2)	PSUs (3)	Total Shares of Common Stock Beneficially Owned	Percentage of Class
Claudius E. Watts IV Chairman of the Board	348,963	—	—	44,000	392,963	*
Mary S. Chan Director	19,629	—	9,793	—	29,422	*
Frank M. Drendel Chairman Emeritus	2,536,815 ⁽⁵⁾	199,877	9,793	—	2,746,485	1.3%
Stephen C. Gray Director	47,118	—	9,793	—	56,911	*
L. William Krause Director	96,943	—	9,793	—	106,736	*
Mindy Mackenzie Director	—	—	—	—	—	*
Joanne M. Maguire Director	43,863	—	9,793	—	53,656	*
Thomas J. Manning Director	47,360	—	9,793	—	57,153	*
Patrick R. McCarter Director	—	—	—	—	—	*
Derick A. Roman Director	9,472	—	9,793	—	19,265	*
Timothy T. Yates Director	82,121	—	9,793	—	91,914	*
Directors and executive officers as a group (24 persons)	3,820,709	609,851	98,568	358,266	4,887,394	2.4%

* Denotes less than 1%

- (1) Includes options to purchase shares of common stock that are currently exercisable or will become exercisable within 60 days of March 8, 2022.
- (2) Includes RSUs that will vest and become exercisable within 60 days of March 8, 2022.
- (3) Includes PSUs that will vest and become exercisable within 60 days of March 8, 2022.
- (4) Includes 75 shares held in a custodial account for Mr. Pease's daughter.
- (5) Includes 85,050 shares held in three separate guarantor retained annuity trusts established by Mr. Drendel and 133,330 shares held by the trusts of the deceased spouse of Mr. Drendel.

BENEFICIAL OWNERSHIP

Name and Address of Beneficial Owner	Common Stock		Series A Convertible Preferred Stock	
	Total Number of Shares	Percentage of Class	Total Number of Shares	Percentage of Class
Large Stockholders:				
The Carlyle Group L.P. ⁽¹⁾ 1001 Pennsylvania Avenue, NW Washington, DC 20004			1,056,144	100.00%
The Vanguard Group ⁽²⁾ 100 Vanguard Blvd. Malvern, PA 19355	24,212,197	11.7%		
FPR Partners, LLC ⁽³⁾ 199 Fremont Street, Suite 2500 San Francisco, CA 94105	19,473,018	9.4%		
Wellington Management Company LLP ⁽⁴⁾ 280 Congress Street Boston, MA 02210	17,951,183	8.7%		
Blackrock, Inc. ⁽⁵⁾ 55 East 52nd Street New York, NY 10055	11,718,890	5.7%		
The Hartford Mutual Funds, Inc. ⁽⁶⁾ 690 Lee Rd. Wayne, PA 19087	10,671,678	5.2%		

- (1) According to a Schedule 13D filed jointly by Carlyle Group Management LLC, The Carlyle Group LP, Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub LLC, Carlyle Holdings I LP, TC Group, LLC, TC Group Sub LP, TC Group VII S1, LLC, TC Group VII S1, LP, and Carlyle Partners VII S1 Holdings, LP (Carlyle Partners VII) on April 11, 2019 and including dividends paid in kind. As of March 8, 2022, the shares of Series A Convertible Preferred Stock held by Carlyle Partners VII were convertible into 38,405,236 shares of common stock.
- (2) According to a Schedule 13G/A filed by The Vanguard Group on February 9, 2022, reporting beneficial ownership of our common stock as of December 31, 2021. The Vanguard Group has shared voting power with respect to 117,956 of the shares, sole dispositive power with respect to 23,915,337 of the shares, and shared dispositive power over 296,860 of the shares.
- (3) According to a Schedule 13G/A filed jointly by FPR Partners, LLC, Andrew Raab and Bob Peck on February 14, 2022, reporting beneficial ownership of our common stock as of December 31, 2021. According to the Schedule 13G/A, FPR Partners, LLC is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and, as such, may be deemed to have beneficial ownership of 19,473,018 shares of our common stock through the investment discretion it exercises over its clients' accounts. Andrew Raab and Bob Peck are the Senior Managing Members of FPR Partners, LLC. FPR Partners, LLC has the sole voting and dispositive power, and Andrew Raab and Bob Peck each have shared voting and dispositive power, over 19,473,018 shares reported on the Schedule 13G/A.
- (4) According to a Schedule 13G/A filed jointly by Wellington Management Group LLP, Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP, and Wellington Management Company LLP on February 4, 2022, reporting beneficial ownership of our common stock as of December 31, 2021. According to the Schedule 13G/A, Wellington Management Group LLP is a parent holding company or control person with shared power to vote or to direct the vote of 15,758,861 of the shares listed in the table and shared power to dispose or direct the disposition of 17,951,183 shares. The shares listed in the table are beneficially owned by the following subsidiaries of Wellington Management Group LLP: Wellington Group Holdings LLP; Wellington Investment Advisors LLP; Wellington Management Global Holdings, Ltd.; Wellington Management Company LLP; Wellington Management Canada LLC; Wellington Management Singapore Pte Ltd; Wellington Management Hong Kong Ltd; Wellington Management International Ltd; Wellington Management Japan Pte Ltd; and Wellington Management Australia Pty Ltd. Some of the securities covered by the Schedule 13G/A are owned by clients of the Wellington entities named therein, including The Hartford MidCap Fund, which has filed a separate Schedule 13G reporting its ownership. Therefore, some of the shares covered by this Schedule 13G/A may also be covered by the Schedule 13G filed by The Hartford MidCap Fund (see footnote (6) to this table).
- (5) According to a Schedule 13G filed on February 4, 2022 by BlackRock, Inc., reporting beneficial ownership of our common stock as of December 31, 2021. According to the Schedule 13G, BlackRock, Inc. is a parent holding company or control person with the sole power to vote or to direct the vote of 10,847,002 of the shares listed in the table and sole power to dispose or direct the disposition of 11,718,890 of the shares. The shares listed in the table are beneficially owned by the following subsidiaries of BlackRock, Inc.: BlackRock Life Limited; Aperio Group, LLC; BlackRock Advisors, LLC; BlackRock (Netherlands) B.V.; BlackRock Institutional Trust Company, National Association; BlackRock Asset Management Ireland Limited; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; BlackRock Investment Management (Australia) Limited; BlackRock Advisors (UK) Limited; BlackRock Fund Advisors; and BlackRock Fund Managers Ltd.
- (6) According to a Schedule 13G filed by The Hartford Mutual Funds, Inc. on behalf of Hartford Midcap Fund on February 11, 2022, reporting beneficial ownership of our common stock as of December 31, 2021. The Hartford Mutual Fund, Inc. has shared voting and dispositive power over the 10,671,678 shares reported on the Schedule 13G.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires CommScope's executive officers and directors, and persons who own more than ten percent of a registered class of CommScope's equity securities, to file initial reports of ownership on Form 3 and changes in ownership on Form 4 or Form 5 with the SEC. Such executive officers, directors and ten percent stockholders are also required by SEC rules to furnish CommScope with copies of all such forms that they file. Based solely on our review of the reports filed with the SEC and written representations that no other reports were required under Section 16(a) of the Exchange Act, we believe that all Section 16(a) filing requirements were met during fiscal 2021, with the exception of a Form 4 filed late by Mr. Watts on March 3, 2022, reporting the withholding of shares to satisfy the applicable tax obligations upon the vesting of his RSUs on May 8, 2021, due to an administrative error.

EXECUTIVE COMPENSATION

PROPOSAL No. 3:

ADVISORY VOTE ON EXECUTIVE COMPENSATION

In accordance with the requirements of Section 14A of the Exchange Act and related rules promulgated by the Commission, our stockholders have an opportunity to vote to approve, on an advisory (nonbinding) basis, the compensation of our NEOs as described in this Proxy Statement. This proposal is commonly referred to as a “Say-on-Pay” proposal. This proposal is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the philosophy, policies and practices described in this Proxy Statement. As required by these rules, the Board invites you to review carefully the Compensation Discussion and Analysis and the tabular and other disclosures on compensation under Executive Compensation and cast a vote on the Company’s executive compensation programs through the following resolution:

“Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers as discussed and disclosed in the Compensation Discussion and Analysis, the compensation tables, and any narrative executive compensation disclosure contained in this Proxy Statement.”

As discussed in the Compensation Discussion and Analysis, the Board of Directors believes that the Company’s long-term success depends in large measure on the talents of our employees. The Company’s compensation system plays a significant role in our ability to attract, retain and motivate the highest quality workforce. The Board of Directors believes that its current compensation program directly links executive compensation to performance, aligning the interests of the Company’s executive officers with those of the stockholders.

Pursuant to Section 14A of the Exchange Act, this vote is advisory and will not be binding on the Company or the Compensation Committee. While the vote does not bind the Board of Directors to any particular action, the Board of Directors values the input of the stockholders and will take into account the outcome of this vote in considering future compensation arrangements.

The Company strongly encourages all stockholders to vote on this matter. Currently, Say-on-Pay votes are held by the Company annually. The next stockholder advisory vote on Say-on-Pay is expected to occur at the 2023 Annual Meeting of stockholders.

The Board of Directors recommends a vote “FOR” Proposal No. 3, to approve an advisory (non-binding) resolution regarding the compensation of the Company’s NEOs.

EXECUTIVE COMPENSATION COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (CD&A) describes our compensation philosophy, process, plans and practices for our NEOs. Our executive compensation program is intended to incent and reward our leadership to produce financial results that our Compensation Committee believes align with the interests of our stockholders.

OUR COMPANY

CommScope is a global provider of infrastructure solutions for communication and entertainment networks. Our solutions for wired and wireless networks enable service providers including cable, telephone and digital broadcast satellite operators and media programmers to deliver media, voice, IP data services and Wi-Fi to their subscribers and allow enterprises to experience constant wireless and wired connectivity across complex and varied networking environments. Our solutions are complemented by a broad array of services including technical support, systems design and integration. We are a leader in digital video and Internet Protocol Television distribution systems, broadband access infrastructure platforms and equipment that delivers data and voice networks to homes. We are a strong part of communities from coast to coast and around the world, with over 30,000 employees spread across 44 states and 55 countries. Our global leadership position is built upon innovative technology, broad solution offerings, high-quality and cost-effective customer solutions, and global manufacturing and distribution scale.

OUR NAMED EXECUTIVE OFFICERS

Our NEOs for 2021, whose compensation is discussed in this CD&A, are as follows:

Name	Title
Charles L. Treadway	President and Chief Executive Officer (principal executive officer)
Kyle D. Lorentzen	Executive Vice President and Chief Financial Officer (principal financial officer) ⁽¹⁾
Alexander W. Pease	Former Executive Vice President and Chief Financial Officer ⁽²⁾
Justin C. Choi	Senior Vice President, Chief Legal Officer and Secretary ⁽³⁾
Robyn T. Mingle	Senior Vice President and Chief Human Resource Officer
Brooke B. Clark	Senior Vice President and Chief Accounting Officer
Morgan C.S. Kurk	Former Executive Vice President and Chief Technology Officer ⁽⁴⁾

(1) Mr. Lorentzen was appointed Executive Vice President and Chief Financial Officer effective November 1, 2021 upon the departure of Mr. Pease.

(2) Mr. Pease resigned effective November 1, 2021.

(3) Mr. Choi joined the Company as Senior Vice President, Chief Legal Officer and Secretary effective May 10, 2021.

(4) Mr. Kurk stepped down as Executive Vice President and Chief Technology Officer effective July 19, 2021. Mr. Kurk's separation was treated as a termination of employment without cause, and he was eligible for cash severance as described below.

I. EXECUTIVE SUMMARY

2021 BUSINESS RESULTS

In the first quarter of 2021, we announced a transformation initiative referred to as CommScope NEXT designed to drive stockholder value through three pillars: profitable growth, operational efficiency and portfolio optimization. We believe these efforts are critical to making us more competitive and allowing us to invest in growth and maximize stockholder and stakeholder value.

EXECUTIVE COMPENSATION

As a step in the CommScope NEXT transformation plan, in April 2021, we announced a plan to spin-off the Home Networks business in 2022. After thorough consideration of the current supply chain environment and its impact on the Home Networks business, we have decided to delay the execution of the spin-off. We remain committed to the spin-off of the Home Networks business from CommScope, but we currently do not have a firm timeline for restarting the plan. Accordingly, management now analyzes the financial results of our “Core” business separately from Home Networks. These supplementary Core financial measures reflect the results of our Broadband Networks, Outdoor Wireless Networks and Venue and Campus Networks segments, in the aggregate. Our Core financial measures exclude the results and performance of our Home Networks segment. These metrics represent the business segments as we have reported them. However, the ultimate definition of the Home Networks business that we expect to separate may vary, and future results may differ materially.

In the first quarter of 2022, we announced a new segment structure that is effective for the reporting of 2022 results. The Home Networks segment was unaffected by the new segment structure and we continue to report Core metrics that exclude Home Networks segment results.

In 2021, we exceeded our target earnings goal for our Core business. The negative impact of COVID-19 on our financial performance eased during 2021, with network strain driving increased demand for our products. We are proud of what our team accomplished in 2021 even in the face of headwinds including commodity inflation, logistics cost increases, extended lead times and component part shortages. We believe our position in the overall market is strong, and we are confident that CommScope NEXT will allow us to be more competitive and allow us to invest in growth and maximize stakeholder value.

Key Features of our 2021 Financial Performance

- Net sales increased year over year to \$8,586.7 million in 2021 compared to \$8,435.9 million in 2020 despite a decrease of \$558.2 million in our Home Networks segment.
- Core net sales⁽¹⁾ increased year over year to \$6,737.4 million in 2021 compared to \$6,028.4 million in 2020 as sales in each of our Core segments increased more than 10% year over year.
- Net loss of \$462.6 million in 2021 decreased compared to \$573.4 million in 2020. Non-GAAP Adjusted EBITDA⁽²⁾ of \$1,117.0 million, down \$98.2 million year over year.
- Core Adjusted EBITDA⁽¹⁾ of \$1,091.5, up \$7.6 million year over year despite significantly higher input and freight costs.
- Average stock price increased 47% in 2021 compared to 2020.

(1) See aggregation of Core net sales and Core Adjusted EBITDA included in Appendix A hereto.

(2) See reconciliation of Non-GAAP financial measures included in Appendix A hereto.

Our compensation program is designed to attract and retain key executives with competitive levels of compensation and also to motivate our executives by creating a strong link between pay and the Company’s performance. A significant portion of our executives’ compensation for 2021 was tied to the achievement of performance goals that align management’s objectives with key drivers of long-term stockholder value, including Adjusted EBITDA and stock price appreciation. The earnings of our Core businesses outperformed our expectations during 2021 which allowed us to exceed our target annual incentive payout. During the second and third quarters of 2021, our stock performed well and met several of the stock price milestones set forth in certain of our equity awards.

2021 EXECUTIVE COMPENSATION HIGHLIGHTS

Key compensation considerations for 2021 include:

- As approved by stockholders at our 2021 Annual Meeting, all outstanding performance-based options granted pursuant to the Company's EPOP were terminated in 2021.
- All NEOs other than Ms. Clark and Mr. Treadway were granted PSUs, which we refer to as EPRGs, that are eligible to vest based upon a combination of achievement of various stock price hurdles (ranging from a low of \$15 for Mr. Lorentzen and \$17.50 for all other NEOs and a high of \$40) and continued service over a four-year period. These EPRG PSUs, which are similar to the EPRG PSUs granted to Mr. Treadway in connection with this appointment as our Chief Executive Officer in 2020, were granted in order to align the executive leadership team to the same long-term performance goals through 2024 and with the intent to return to a balanced use of long-term incentive award vehicles in 2022 based on long-term financial performance and relative stockholder value creation.
- Ms. Clark received a special award of RSUs that vests over two years based on her continued service, additional RSUs that vest over three years based on her continued service, and PSUs with performance conditions based on cumulative Core Adjusted EBITDA for 2021-2023.
- Messrs. Lorentzen and Choi also received RSUs that vest over three years based on their continued service in connection with their joining the Company. Mr. Lorentzen received an additional RSU award in connection with his appointment as Chief Financial Officer.
- Mr. Treadway did not receive any new equity awards in 2021.
- There were limited changes to cash compensation for the NEOs.

SAY-ON-PAY RESULTS AND CONSIDERATION OF STOCKHOLDER SUPPORT

The CommScope management team regularly meets with investors to discuss a variety of business, industry and competitive dynamics. During the course of these discussions, the Company gathers feedback on its executive compensation programs to ensure that interests are aligned with stockholders. In 2021, the Company conducted stockholder outreach that included members from various parts of the organization, including Investor Relations, the General Counsel's office, Human Resources, and Sustainability. Our outreach in 2021 included our top 16 stockholders, representing over 68% of our outstanding common stock, and we had discussions with stockholders that collectively own approximately 52% of our outstanding common stock.

In 2021, the Company received 86% support for its say-on-pay proposal. This level of support was below our desired levels. As a result, our stockholder outreach included discussions on executive compensation matters to better understand stockholders' perspectives on our executive compensation programs and governance practices. During the course of these discussions, we solicited feedback on how we can continue to enhance our future compensation programs.

EXECUTIVE COMPENSATION

In response to this feedback, the Compensation Committee made several changes to our executive compensation programs.

What we heard	What we did
<ul style="list-style-type: none"> • Stockholders prefer to have separate performance metrics for equity incentive awards compared to the AIP • Stockholders prefer rolling annual grants over front-loaded grants • Stockholders view catch-up performance provisions as allowing too many opportunities to achieve the same performance goal • Stockholders prefer that performance goals for future years be disclosed 	<p>Terminated outstanding performance-based EPOP options, after receiving approval from stockholders</p> <p>Extended the long-term performance-based EPRG PSU program to additional NEOs:</p> <ul style="list-style-type: none"> • Introduces stock price as a new performance metric • Does not include catch-up vesting provisions • Includes stock-price based performance hurdles that have been fully disclosed <p>For 2022, equity awards consist of PSUs based on cumulative Core Adjusted EBITDA over three fiscal years and PSUs based on the Company's total stockholder return (TSR) relative to the S&P 500 Index over a period of three years.</p> <ul style="list-style-type: none"> • Introduces relative TSR as a new performance metric • Does not include catch-up vesting provisions • Includes TSR performance hurdles that will be fully disclosed

The Compensation Committee invites our stockholders to communicate any concerns or views on executive pay directly to the Board of Directors. Please refer to “Corporate Governance—Stockholder Communications with Board of Directors” for information about communicating with the Board.

2021 COMPENSATION ELEMENTS AND OUTCOMES

The following table summarizes the primary elements of our executive compensation program for 2021. As detailed below, the 2021 outcomes of the incentive opportunities provided to our NEOs reflect our current year results as well as our focus on delivering long-term results. Specifically, the incentives earned under our 2021 AIP exceeded target based on our Core Adjusted EBITDA. While certain of the stock price milestones related to the EPRG PSUs were met and certain awards vested in 2021, from a longer-term perspective, the EPRG PSUs will require continued service from the NEOs and significant growth in our stock price in order to vest fully. In addition, time-based options granted in 2019 under the EPOP will require sustained improvement in our stock price in order for executives to realize the targeted value of the program.

Compensation Element	Purpose	2021 Pay Outcome
Base Salary	Recognize performance of job responsibilities as well as attract and retain individuals with superior talent.	Mr. Treadway's base salary remained unchanged in 2021. Salary increases for other NEOs were less than 5% with the exception of Mr. Lorentzen's, which was increased due to his promotion to Chief Financial Officer.
AIP Bonus Awards	Provide short-term incentives linked directly to achievement of financial objectives. Our NEOs' 2021 AIP was based 100% on Core Adjusted EBITDA,	We achieved above target performance for our Core Adjusted EBITDA metric, resulting in a 105.9% payout.

Compensation Element	Purpose	2021 Pay Outcome
	<p>which is the aggregate of our Broadband Networks, Outdoor Wireless Networks and Venue and Campus Networks segments' Adjusted EBITDA. It excludes our Home Networks segment's Adjusted EBITDA.</p>	
<p>Equity Incentive Awards</p>	<p>Directly link senior management's and stockholders' interests by tying long-term incentive to stock price appreciation.</p> <p>As approved by stockholders at our 2021 Annual Meeting, all outstanding performance-based options granted pursuant to the Company's EPOP were terminated in 2021. The EPOP options were granted to our senior leadership team following our acquisition of ARRIS in 2019.</p> <p>Messrs. Lorentzen and Choi and Ms. Mingle received EPRG PSUs that may be earned upon the achievement of certain hurdles relating to our stock price (ranging from a low of \$15 for Mr. Lorentzen and \$17.50 for all other NEOs and a high of \$40) and their continued service over a four-year period.</p> <p>Ms. Clark received a special award of RSUs that vests over two years, and an additional award of RSUs that vests over three years, all conditioned on continued service, and also received PSUs with performance conditions based on cumulative Core Adjusted EBITDA for 2021-2023.</p> <p>Messrs. Lorentzen and Choi also received RSUs that vest over three years, conditioned on continued service, in connection with their joining the Company. Mr. Lorentzen received an additional RSU award in connection with his appointment as Chief Financial Officer.</p> <p>Mr. Treadway received EPRG PSUs and RSUs in 2020 and was not granted equity incentive awards in 2021.</p>	<p>As of December 31, 2021, each of the \$15, \$17.50 and \$20 average stock price hurdles for the NEOs' EPRG PSUs have been met.</p> <ul style="list-style-type: none"> • 10% of Mr. Treadway's EPRG PSUs vested when meeting his one-year service requirement on October 1, 2021, and 20% more will vest in April 2022 with his continued service. • 10% of Mr. Lorentzen's EPRG PSUs vested in January 2022 when meeting his one-year service requirement, and 20% more will vest in July 2022 with his continued service. • 30% of Mr. Choi's and Ms. Mingle's EPRG PSUs will vest in May 2022 with their continued service. • The remaining EPRG PSUs remain eligible to be earned in future years subject to achievement of the higher stock price hurdles and continued service over the four-year period. <p>As of December 31, 2021, 100% of outstanding time-based EPOP stock options issued to executives were out of the money based on the \$11.04 closing price of our stock and the \$18.60 exercise price for the options.</p> <p>Ms. Clark's PSUs include performance conditions based on cumulative Core Adjusted EBITDA for 2021-2023.</p>

OUR PAY-FOR-PERFORMANCE APPROACH

The compensation programs approved by our Compensation Committee emphasize pay-for-performance over a longer-term time horizon and based on the realized value under incentive programs through the prominence of variable, at-risk compensation. AIP bonus awards and long-term equity awards are intended to ensure that total compensation reflects the overall level of success of the Company and are intended to motivate the NEOs to meet and exceed pre-established target levels of performance for each measure.

We seek to select performance metrics in our AIP and our long-term incentive program that support the Company’s strategy.

Annual Planning Cycle

The Compensation Committee generally approves annual compensation decisions for our executive officers in the first quarter of each year. The Committee’s approvals in the first quarter address target annual incentives effective as of January 1, base salary effective as of July 1, as well as equity awards that are approved in the first quarter and typically granted in the second quarter. In the timeline leading up to the annual approval of compensation decisions, the Compensation Committee undertakes a review process that spans several meetings and is intended to evaluate our approach to setting executive pay from multiple perspectives. This review begins in the third quarter of the prior year and takes into consideration our strategic business plan, market data, trends in executive compensation, the input of the Committee’s independent compensation consultant and input from stockholders, where applicable.

EXECUTIVE COMPENSATION-RELATED POLICIES AND PRACTICES

We endeavor to maintain sound executive compensation policies and practices, including compensation-related corporate governance standards, consistent with our executive compensation philosophy. The following summarizes our executive compensation and related governance policies and practices during 2021:

What We Do	What We Don’t Do
✓ Use a Pay-for-Performance philosophy	✗ No backdating or spring-loading of equity awards
✓ Grant a significant portion of executive pay as at-risk	✗ No hedging of shares
✓ Apply “clawback” policy to awards to recover cash and equity payments from executives in certain circumstances	✗ No pledging of shares
✓ Require multi-year vesting for equity awards	✗ No guaranteed bonuses
✓ Engage regularly with stockholders on executive compensation issues	✗ No incentives that encourage excessive risk taking
✓ Use an independent compensation consultant	✗ No excessive severance or change in control agreements
✓ Require meaningful equity ownership	✗ No excessive perquisite practices
✓ Allocate equity awards between time- and performance-based awards	✗ No repricing of stock options or stock appreciation rights without stockholder approval

II. EXECUTIVE COMPENSATION PHILOSOPHY

We intend for our NEOs' total compensation to reflect our pay-for-performance compensation philosophy. This philosophy includes both compensating our NEOs competitively when we meet or out-perform our goals as well as placing large portions of their compensation at-risk based on both the Company's financial performance and our stock price performance. This assures that the financial incentives of our executives are in alignment with the interests of our stockholders. Furthermore, by delivering a significant portion of compensation in the form of at-risk incentives (including equity compensation), the compensation realized by our NEOs will be reduced if the Company does not achieve performance goals.

The principal objectives of our NEO compensation include the following:

- *Competitive pay* – providing compensation opportunities that enable us to attract superior talent in a highly competitive industry and retain key employees by rewarding outstanding achievement.
- *Pay-for-performance* – creating incentives that reward management for outstanding financial results that our Compensation Committee believes will enhance near-term performance and drive sustainable performance over the longer term.
- *Alignment with stockholders* – aligning our executives' interests with those of our stockholders through our pay-for-performance philosophy and by encouraging our executives to have a meaningful equity stake in the Company.

III. 2021 COMPENSATION DECISION-MAKING PROCESS

DETERMINATION OF COMPENSATION AWARDS

Our Compensation Committee has the primary authority to determine and approve the compensation of our NEOs. The Committee is charged with reviewing our executive compensation policies and practices annually to ensure that the total compensation of our NEOs is fair, reasonable, competitive to our peers, and commensurate with the level of expertise and experience of our NEOs. To aid our Compensation Committee in making its determinations, our Chief Executive Officer provides recommendations to our Compensation Committee regarding the compensation of all officers who report directly to him.

Our Compensation Committee reviews and approves the total amount of compensation for our NEOs and the allocation of total compensation among each of the components of compensation based principally on the following factors:

- Their compensation levels from prior years
- Individual and Company performance
- Each executive's scope of responsibility and experience
- The Compensation Committee's judgment and general industry knowledge obtained through years of service with comparably-sized companies in our industry and other similar industries
- Changes in the Company's size or strategic position
- Input about competitive market practices from the Compensation Committee's independent compensation consultant
- Feedback received from stockholders

EXECUTIVE COMPENSATION

We believe that direct ownership in CommScope provides our NEOs with a strong incentive to increase the value of the Company. We encourage equity ownership by our NEOs and other employees through direct stock holdings and the award of various equity-based awards. We believe that equity awards granted to our NEOs substantially align their interests with those of our stockholders. In addition, we maintain formal stock ownership guidelines. See the “Stock Ownership Guidelines” section below for more information.

ROLE OF THE COMPENSATION CONSULTANT

The Compensation Committee relies on its independent compensation consultant to provide advice on matters relating to the compensation of our executives and non-employee directors. Compensia, a national compensation consulting firm, has served in this capacity since 2016.

A representative of Compensia attended all but one of the Compensation Committee meetings in 2021 and provided the following assistance to the Compensation Committee:

- Analyzed the compensation levels and practices of the companies in our compensation peer group
- Reviewed the competitiveness of compensation of our NEOs including base salary, annual cash awards and long-term incentive awards
- Reviewed and provided input on the design of the annual and long-term incentives provided to our NEOs and other executives
- Reviewed the competitiveness of compensation of our non-employee directors
- Reviewed and provided input on the CD&A section of our Proxy Statement
- Provided support in connection with the amendment of our 2019 Long -Term Incentive Plan
- Provided ad hoc advice and support

Compensia reports directly to the Compensation Committee and provided no services to us other than the consulting services to the Committee. The Compensation Committee reviews the objectivity and independence of the advice provided by Compensia. In 2021, the Committee considered the specific independence factors adopted by the Commission and the NASDAQ Global Select Market and determined that Compensia is independent and that its work did not raise any conflicts of interest.

COMPENSATION PEER GROUP

In 2020, with the assistance of Compensia, the Compensation Committee approved a compensation peer group as a source of competitive market data for evaluating the compensation of our executive officers and to support pay decisions for 2021, which included base salary, AIP targets, and the equity awards granted in 2021. The compensation peer group consisted of the following 15 companies.

Compensation Peer Group	
Amphenol Corporation	NCR Corporation
Corning Inc.	NetApp, Inc.
Fortive Corporation	Rockwell Automation, Inc.
Hubbell Inc.	Seagate Technology
Jabil Inc.	TE Connectivity Limited
Juniper Networks, Inc.	Western Digital
Keysight Technologies	Zebra Technologies, Inc.
Motorola Solutions, Inc	

Companies included in this peer group were identified based primarily on the following target selection criteria:

- Companies with a status as an independent, publicly traded company
- Companies with revenue between approximately 0.33 times to 3.0 times our revenue on a trailing twelve-month basis
- Companies with enterprise value between approximately 0.33 times to 3.0 times our enterprise value
- Companies with a similar industry profile, prioritizing direct competitors and companies that operate in the Communications Equipment sector

Companies included in the peer group did not need to meet all of the selection criteria above. Our Compensation Committee evaluated each company against all selection criteria in order to identify a peer group that, as a whole, was considered to be a strong representation of our competitive market for talent.

When evaluating executive compensation relative to practices among our peers, the Compensation Committee generally seeks to align with the market median.

We supplement information from the peer group public filings with data from the Radford Global Technology Survey. The data from this research, which is provided annually by Compensia, is a factor in determining executive compensation, as described above. While peer group and other market research data provides the framework for our compensation decisions, adjustments are also made by the Compensation Committee on an individual basis to account for individual performance and each executive's scope of responsibility and experience.

IV. 2021 COMPENSATION ACTIONS

BASE SALARY ADJUSTMENTS

Base salaries for our NEOs are generally set at a level deemed necessary to attract and retain individuals with superior talent. In addition to considering industry and market practices, our Compensation Committee and Board of Directors annually review our NEOs' performance. Adjustments in base salary are generally based on the factors noted above, including each NEO's individual performance, role, scope of responsibility, experience and competitive pay practices.

After considering Mr. Treadway's recommendations (other than with respect to his own compensation), our Compensation Committee decided that the salary for the NEOs would increase by 2-5%. Mr. Lorentzen received an additional raise in November 2021 in connection with his promotion to Chief Financial Officer. Mr. Treadway's base salary remained unchanged for 2021.

Mr. Choi's base salary was determined in connection with his appointment as our Chief Legal Officer and taking into consideration competitive market data as well as Mr. Choi's prior experience.

EXECUTIVE COMPENSATION

The base salaries for our NEOs as established as of April 1, 2020 and July 1, 2021 are set forth in the following table.

Name	2020 Base Salary	2021 Base Salary	Percent Increase
Charles L. Treadway	\$1,100,000	\$1,100,000	0.00%
Kyle D. Lorentzen ⁽¹⁾	\$ 575,000	\$ 650,000	13.04%
Alexander W. Pease ⁽²⁾	\$ 625,000	\$ 650,000	4.00%
Justin C. Choi ⁽³⁾		\$ 540,000	
Robyn T. Mingle	\$ 465,030	\$ 480,000	3.22%
Brooke B. Clark	\$ 365,000	\$ 374,855	2.70%
Morgan C.S. Kurk ⁽⁴⁾	\$ 590,008	\$ 615,024	4.24%

(1) Mr. Lorentzen was promoted to the role of Executive Vice President and Chief Financial Officer in November 2021.

(2) Mr. Pease left the Company in November 2021.

(3) Mr. Choi joined the Company as our Senior Vice President, Chief Legal Officer and Secretary in May 2021.

(4) Mr. Kurk's employment with the Company was terminated in July 2021.

ANNUAL INCENTIVE PLAN

Historically, the Company's consolidated financial performance has been the primary factor used in determining payouts for our NEOs under the AIP. In February 2021, the Compensation Committee approved company performance objectives under the AIP that were based on Adjusted EBITDA of the consolidated company. Following the Company's April 2021 announcement of the potential spin-off of the Home Networks segment, the Compensation Committee approved new performance objectives for the AIP in order to separate the Home Networks objectives from the remainder of the Company. As described in more detail below, payouts for 2021 performance were based on the level of achievement of Core Adjusted EBITDA, which consists of consolidated Adjusted EBITDA minus Home Networks segment Adjusted EBITDA. The Compensation Committee approved the AIP performance measures and the target award, which is expressed as a percentage of base salary for the year, for each NEO.

Our Compensation Committee determined that Core Adjusted EBITDA was a meaningful measure of the Company's financial performance and aligns with the interests of our stockholders for long-term value creation.

Performance Metric	Weighting	Rationale
Core Adjusted EBITDA	100%	Measures the profitability of our business, incorporating our ability to generate revenue and manage our expenses. Adjusted EBITDA growth has historically been a key driver of long-term stockholder returns. Core Adjusted EBITDA excludes the results of the Home Networks segment.

For purpose of the AIP, Core Adjusted EBITDA consists of consolidated Adjusted EBITDA minus Home Networks segment Adjusted EBITDA. Consolidated Adjusted EBITDA consists of net income (loss) as reported on the Consolidated Statements of Operations, adjusted to exclude income tax expense (benefit), interest income, interest expense, other expense, net, depreciation, amortization of intangible assets, restructuring costs, asset impairments, equity-based compensation, transaction and integration costs and other special items that the Company believes are useful to exclude in the evaluation of operating performance from period to period because these items are not representative of the Company's core performance. Home Networks segment Adjusted EBITDA consists of Home

Networks segment operating income (loss), adjusted to exclude amortization of intangible assets, restructuring costs, asset impairments, equity-based compensation, transaction and integration costs and other special items.

Our Compensation Committee retains the authority to change target award percentages or performance measures, as appropriate, to account for extraordinary business circumstances that are out of the Company's control. In addition, the Compensation Committee may, at its sole discretion, decrease the amount of an award that would otherwise be payable to a NEO.

If a change in control of the Company occurs, we will pay each participant a cash amount equal to the participant's target award for the AIP cycle then underway (with the payout prorated to the date of the change in control). We believe this is appropriate since the impact of a change in control is unpredictable and could potentially adversely affect participant awards under the AIP.

The levels of performance required to achieve target payout were tied to our annual operating plan and represent goals that were considered achievable but difficult to accomplish.

The following tables show the weighting of each performance metric, the levels of performance required to earn threshold, target and maximum payouts, and the actual performance achieved under our AIP for the year ended December 31, 2021 for all NEOs.

Performance Metric	Weighting	Level	Threshold (\$M)	Target (\$M)	Maximum (\$M)
Core Adjusted EBITDA	100%	Goal	\$863.8	\$1,079.8	\$1,295.8
		% of Target Performance	80%	100%	120%
		% of Target Payout	50%	100%	210%

Performance Metric	Weighting	Actual Achievement (\$M)	% of Target Actual Performance	% of Target Actual Payout
Core Adjusted EBITDA	100%	\$1,091.5	101.1%	105.9%

EXECUTIVE COMPENSATION

Based on the actual levels of achievement set forth above, our NEOs were entitled to bonus payments in amounts equal to 105.9% of their target bonus amounts. Messrs. Pease and Kurk were not eligible to receive an AIP bonus due to their departures in 2021.

Name	Threshold Award	Target Award	Maximum Award	Actual 2021 Award	
	(% of 2021 Salary)	(% of 2021 Salary)	(% of 2021 Salary)	% of 2021 Salary (1)	Payout Amount
Charles L. Treadway	75.0%	150.0%	315.0%	158.91%	\$1,748,010
Kyle D. Lorentzen ⁽²⁾	43.3%	86.7%	182.0%	92.00%	\$540,515
Alexander W. Pease ⁽³⁾	46.3%	92.5%	194.3%	—	—
Justin C. Choi	37.5%	75.0%	157.5%	79.46%	\$294,164
Robyn T. Mingle	37.5%	75.0%	157.5%	79.46%	\$375,439
Brooke B. Clark	30.0%	60.0%	126.0%	63.56%	\$235,141
Morgan C.S. Kurk ⁽⁴⁾	43.8%	87.5%	183.8%	—	—

(1) Performance payout at 105.9% of target.

(2) Mr. Lorentzen's target percentage increased from 85% to 95% upon his appointment to Chief Financial Officer in November 2021.

(3) Mr. Pease's target percentage increased from 90% to 95% effective July 2021.

(4) Mr. Kurk's target percentage increased from 85% to 90% effective July 2021.

EQUITY INCENTIVE AWARDS

The Compensation Committee believes that key employees who are in a position to make a substantial contribution to the long-term success of the Company and to build stockholder value should have a significant and on-going stake in the Company's success. In determining equity incentive award grants, the Committee considered market practices among comparable companies as well as our compensation objectives and the desired role of equity compensation in the total compensation of our NEOs. The key features of our 2021 NEO equity awards are described in greater detail below.

Mr. Treadway did not receive any equity awards in 2021 and will become eligible for additional awards beginning in 2022.

EPRG PSUS

Mr. Treadway was granted EPRG PSUs in connection with his joining the Company as Chief Executive Officer in 2020. The Company decided to grant similar EPRG PSUs in 2021 to other NEOs in order to align the executive leadership team to the same long-term performance goals through 2024 and with the intent to return to a balanced use of long-term incentive award vehicles in 2022 based on long-term financial performance and relative stockholder value creation.

The EPRG PSUs granted to NEOs in 2021 vest based upon a combination of performance conditions and service conditions. The performance conditions require the achievement of various hurdles relating to the average price of our common stock over a 60-day trading period (ranging from a low of \$15 for Mr. Lorentzen and \$17.50 for the other NEOs and a high of \$40), and the service conditions require continued service over a four-year period in order for all shares to become eligible to vest. The portion

of the EPRG PSUs relating to each target price and service date will vest only if both conditions are met, and vesting will occur on the date on which the later of the two conditions is achieved. The average trading price is not required to be continuously satisfied through the applicable service date. These awards are similar to the EPRG PSUs granted to Mr. Treadway in October 2020, except that Mr. Treadway's initial target price hurdle was \$15, rather than \$17.50. Mr. Lorentzen's initial target price hurdle is also \$15 because his awards were granted in January of 2021, which preceded the EPRG grant to other NEOs in May 2021 when the stock price was at a higher level.

Target Price	Service Condition (continuous service following grant date)	Percentage of PSUs Vesting
\$17.50 ⁽¹⁾	1 year	10%
\$20	1.5 years	20%
\$25	2 years	20%
\$30	2.5 years	20%
\$35	3 years	20%
\$40	4 years	10%

(1) The initial target price hurdle for Mr. Lorentzen is \$15.

The performance condition and the related service conditions are “cliff” requirements, and EPRG PSUs will not be earned based upon achievement of average stock prices between the various target prices or continuous service between the service condition periods. No vesting will occur with respect to any conditions that are not achieved before the fourth anniversary of the grant date.

CORE ADJUSTED EBITDA PSUS

Ms. Clark did not receive EPRG PSUs in 2021. Instead, she received a grant of PSUs with performance conditions relating to the Company's cumulative Core Adjusted EBITDA over 2021-2023. Ms. Clark can earn between 0% and 300% of the granted PSUs based on the Company's performance.

RESTRICTED STOCK UNITS

Ms. Clark also received a special February 2021 award of RSUs that vest in annual installments over a two-year period and a June 2021 award of RSUs that vest in annual installments over a three-year period, all conditioned upon her continuous service. Ms. Clark's three-year RSUs were similar to the awards issued to other members of senior management.

In connection with their joining the Company in 2021, Messrs. Lorentzen and Choi each received RSUs that vest in annual installments over a three-year period, conditioned upon their continuous service, and Mr. Lorentzen received an additional RSU award, with similar vesting requirements, upon his appointment as Chief Financial Officer in November 2021.

Summary of Equity Awards Granted in 2021

Name	Number of EPRG PSUs Granted	Target Number of Core Adjusted EBITDA PSUs Granted	Number of RSUs Granted
Charles L. Treadway	—	—	—
Kyle D. Lorentzen ⁽¹⁾	123,800	—	79,400
Alexander W. Pease	137,380	—	—
Justin C. Choi ⁽²⁾	75,600	—	52,900
Robyn T. Mingle ⁽³⁾	79,550	—	—
Brooke B. Clark ⁽⁴⁾	—	9,690	25,879
Morgan C.S. Kurk	94,000	—	—

- (1) Mr. Lorentzen's EPRG PSUs and 61,900 of his RSUs were granted in January 2021, in connection with his joining the Company. His remaining 17,500 RSUs were granted in December 2021, in connection with his appointment as Chief Financial Officer.
- (2) Mr. Choi's EPRG PSUs and RSUs were granted in May 2021, in connection with his joining the Company as Chief Legal Officer.
- (3) 65,080 of Ms. Mingle's EPRG PSUs were granted on May 7, 2021, and an additional 14,470 EPRG PSUs were granted on May 19, 2021.
- (4) 6,500 of Ms. Clark's RSUs were granted in February 2021, and the remaining 19,379 RSUs were granted in June 2021. Ms. Clark's Core Adjusted EBITDA PSUs were granted in July 2021 as part of a special incentive and retention program for certain members of senior management.

EMPLOYEE BENEFITS AND PERQUISITES

Our NEOs are eligible to participate in the same plans as substantially all other of our United States employees which include medical, dental, vision, short-term and long-term disability insurance, and a Health Savings Plan. We also maintain the CommScope, Inc. Retirement Savings Plan, or the 401(k) plan, in which substantially all our United States employees, including our NEOs, are eligible to participate. We currently contribute 2% of the participant's base salary and bonus to the 401(k) plan and provide matching contributions of up to 4% of the participant's base salary and bonus, which provides for up to a maximum of 6% of the participant's base salary and bonus, subject to certain statutory limitations (\$290,000 for 2021). In addition, we provide our NEOs with a supplemental term life insurance policy. We provide these benefits due to their relatively low cost and the high value they provide in attracting and retaining talented executives.

We operate and maintain corporate aircraft that are used primarily for business travel by our directors and executive officers. We have a written policy that sets forth guidelines and procedures regarding limited permissible personal use of this aircraft by our executive officers. CommScope, Inc. of North Carolina, a wholly-owned subsidiary of the Company, maintains an Aircraft Time Sharing Agreement with Mr. Treadway, pursuant to which Mr. Treadway has limited use of the Company's aircraft for non-business travel. Pursuant to this agreement, Mr. Treadway must reimburse our subsidiary for the incremental expenses for each personal use flight based on the variable costs of the flight, as permitted under Federal Aviation Administration rules.

We determine the incremental cost of any personal use of our corporate aircraft based on the direct cost of use per flight, which may include aircraft fuel, oil and other additives; crew travel and lodging expense; hangar costs away from the aircraft's base of operation; insurance obtained for the specified flight; landing fees, airport taxes and similar assessments; customs, foreign permits and similar fees directly related to the flight; in-flight catering expenses; passenger ground transportation; and flight planning and weather contract services. Because our aircraft are used primarily for business travel, this methodology excludes fixed costs that do not change based on usage, such as the salaries of pilots and crew, purchase or lease costs of aircraft, hangar rent and insurance, and costs of maintenance and upkeep. We impute taxable income to the NEOs for any personal aircraft use in accordance with Internal Revenue Service regulations. We do not provide tax reimbursements, or "gross-ups", on these amounts to executive officers.

For 2021, no NEO met or exceeded \$10,000 in unreimbursed aggregate incremental costs associated with personal use of the aircraft.

DEFERRED COMPENSATION PLAN

We offer a voluntary non-qualified deferred compensation plan (DCP) that permits a group of our management, including the NEOs, to defer up to 90% of their annual compensation (including base salary, AIP and Sales Incentive Plan (SIP) awards). For additional information regarding the DCP, see below under "Nonqualified Deferred Compensation."

EMPLOYMENT, SEVERANCE AND CHANGE IN CONTROL ARRANGEMENTS

Mr. Treadway has an employment agreement, and each of Messrs. Lorentzen and Choi and Meses. Mingle and Clark has a severance protection agreement. The employment agreement entitles Mr. Treadway to receive certain compensation and benefits, and to receive certain payments and benefits upon a qualifying termination of employment, including a qualifying termination of employment in connection with a change in control of the Company. The severance protection agreements entitle the executives to receive certain payments and benefits upon a qualifying termination of employment that occurs within 24 months following a change in control of the Company. Messrs. Pease and Kurk each had a severance protection agreement prior to their departure in 2021. We also maintain a general severance policy that applies to all United States and Canada based employees, including the NEOs. Mr. Kurk received severance payments and benefits pursuant to a separation agreement entered into with the Company in connection with his separation. Mr. Pease did not receive any severance in connection with his resignation. The employment and severance protection agreements, and Mr. Kurk's separation agreement, are described below under "—Potential Payments upon Termination or Change in Control."

V. OTHER COMPENSATION POLICIES

COMPENSATION RECOUPMENT ("CLAWBACK") POLICY

We have a compensation recoupment policy that provides that in the event of an accounting restatement due to material noncompliance with financial reporting requirements, the Company will, as directed by the Compensation Committee in its discretion, require executive officers to reimburse compensation in an amount deemed appropriate by the Compensation Committee. The policy applies to executive officers of the Company, including our NEOs, who, at any time during the three-year period preceding the accounting restatement, received payment of non-equity incentive compensation or realized compensation from equity incentive awards, based on the erroneous financial data.

ANTI-HEDGING AND ANTI-PLEDGING POLICIES

We have an Insider Trading policy to guide our employees and directors in complying with securities laws and avoid the appearance of improper conduct. Our policy specifically prohibits directors and employees, including our NEOs, from entering into hedging or monetization transactions involving CommScope securities such as covered calls, collars and forward sale contracts, and from purchasing CommScope securities on margin, holding CommScope securities in a margin account or pledging CommScope securities. In addition, all our Section 16 officers and directors, and certain other designated employees, are prohibited from trading in exchange traded options of CommScope securities.

STOCK OWNERSHIP GUIDELINES

We maintain stock ownership guidelines for our executive officers and the non-employee members of our Board of Directors. These guidelines were established to align with industry practice and to affirm to stockholders that our executives and directors have a meaningful long-term position in the Company and a longer-term view of its performance. The following table summarizes our stock ownership guidelines, which were based on market and peer group data and were adopted following consultation with the Compensation Committee's independent compensation consultant.

	Multiple of Salary Target
Chief Executive Officer	5x annual base salary
Chairman & Chief Financial Officer	3x annual base salary
Designated Executive Officers	2x annual base salary
Non-Employee Directors	5x base cash retainer (excluding committee fees)

The value of an executive's or non-employee director's stock ownership is measured as of December 31 of each year by reference to the 30-day average closing price of our stock on the Nasdaq Stock Market and using each individual's base salary or base retainer then in effect.

Current and new executive officers and non-employee directors who are subject to these guidelines are expected to satisfy them by the end of the calendar year following the fifth anniversary of (i) the guidelines' January 1, 2017 effective date or (ii) such later date that a Participant becomes subject to the Guidelines and to hold at least such minimum value in shares of our common stock or RSUs for so long as applicable. All our executive officers and directors have met or are on track to meet their ownership requirements within the applicable five-year period.

VI. COMPENSATION TABLES

SUMMARY COMPENSATION TABLE FOR 2021

The following table provides information regarding the compensation that we paid our NEOs for services rendered during the fiscal years ended December 31, 2021, 2020 and 2019.

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock Awards \$(3)	Option Awards \$(3)	Non-Equity Incentive Plan Compensation \$(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation \$(5)	Total (\$)
Charles L. Treadway President, Chief Executive Officer and Director	2021	1,100,000	—	—	—	1,748,010	—	17,850	2,865,860
	2020	275,000	—	8,580,600	—	340,832	—	5,629	9,202,061
Kyle D. Lorentzen Executive VP and Chief Financial Officer	2021	587,500	—	1,915,782	—	540,515	—	17,850	3,061,647
Alexander W. Pease Former Executive VP and Chief Financial Officer	2021	542,916	—	1,885,266	—	—	—	17,775	2,445,957
	2020	625,000	—	—	—	464,771	—	17,616	1,107,387
	2019	625,000	—	—	2,944,897	166,494	—	17,160	3,753,551
Justin C. Choi Senior VP, Chief Legal Officer and Secretary	2021	370,227	—	1,745,726	—	294,164	—	15,491	2,425,608
Robyn T. Mingle Senior VP and Chief Human Resources Officer	2021	472,518	—	1,091,665	—	375,439	—	17,850	1,957,471
	2020	461,273	—	—	—	285,849	—	17,616	764,737
	2019	450,000	—	—	1,395,015	98,721	—	17,124	1,960,860
Brooke B. Clark Senior VP and Chief Accounting Officer	2021	369,928	—	700,084	—	235,141	—	17,850	1,323,002
Morgan C.S. Kurk Former Executive VP and Chief Technology Officer	2021	356,263	—	1,289,962	—	—	—	248,297	1,894,522
	2020	586,256	—	—	—	411,740	—	17,616	1,015,612
	2019	575,000	950	—	2,015,088	153,174	—	17,160	2,761,372

- (1) Salary reported may differ from the annual base salary rate set for the year due to the fact that changes in base salary were effective on July 1, 2021 as was the case for Messrs. Pease and Kurk and Meses. Mingle and Clark, because the employee was promoted to a new position during the year, as was the case for Mr. Lorentzen, or because the employee was not employed for the full year, as was the case for Messrs. Pease, Choi and Kurk.
- (2) Amounts represent payment for patent award in 2019 for Mr. Kurk.
- (3) Amounts represent the grant date fair value of equity awards, which was computed in accordance with FASB ASC Topic 718 without regard to estimated forfeitures related to service-based vesting conditions. Refer to Note 14 in the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for information regarding the assumptions used to value these awards. The grant date fair value of the EPOP stock option awards considered the target number of units awarded to each NEO and the anticipated performance outcome as of the grant date. The performance-based EPOP stock options were terminated in 2021 and are no longer outstanding.
- (4) Amounts represent AIP bonus payments by performance year. The AIP bonus payments for our NEOs in 2021, 2020, and 2019 were 105.9%, 82.6%, and 31.3% of target, respectively.

EXECUTIVE COMPENSATION

(5) The following table shows all amounts included in the “All Other Compensation” column for 2021 for each NEO:

Name	All Other Compensation			Total (\$)
	Company Contribution to 401(k) Plan (\$)	Life Insurance Premiums (\$)	Severance Payment (\$)	
Charles L. Treadway	17,400	450	—	17,850
Kyle D. Lorentzen	17,400	450	—	17,850
Alexander W. Pease	17,400	375	—	17,775
Justin C. Choi	15,191	300	—	15,491
Robyn T. Mingle	17,400	450	—	17,850
Brooke B. Clark	17,400	450	—	17,850
Morgan C.S. Kurk	17,400	263	230,634	248,297

GRANTS OF PLAN-BASED AWARDS IN 2021

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Charles L. Treadway												
2021 AIP ⁽¹⁾			825,000	1,650,000	3,465,000	—	—	—	—	—	—	—
Kyle D. Lorentzen												
2021 AIP ⁽¹⁾			255,104	510,208	1,071,438	—	—	—	—	—	—	—
2021 RSU ⁽²⁾	1/4/2021	12/9/2020	—	—	—	—	—	—	61,900	—	—	800,986
2021 PSU ⁽³⁾	1/4/2021	12/9/2020	—	—	—	—	123,800	—	—	—	—	939,271
2021 RSU ⁽²⁾	12/1/2021	11/16/2021	—	—	—	—	—	—	17,500	—	—	175,525
Alexander W. Pease												
2021 AIP ⁽¹⁾			295,000	590,000	1,239,000	—	—	—	—	—	—	—
2021 PSU ⁽³⁾	5/7/2021	3/2/2021	—	—	—	—	137,380	—	—	—	—	1,885,266
Justin C. Choi												
2021 AIP ⁽¹⁾			138,835	277,670	583,108	—	—	—	—	—	—	—
2021 RSU ⁽²⁾	5/3/2021	4/22/2021	—	—	—	—	—	—	52,900	—	—	876,553
2021 PSU ⁽³⁾	5/3/2021	4/22/2021	—	—	—	—	75,600	—	—	—	—	869,173
Robyn T. Mingle												
2021 AIP ⁽¹⁾			177,194	354,388	744,215	—	—	—	—	—	—	—
2021 PSU ⁽³⁾	5/7/2021	3/2/2021	—	—	—	—	65,080	—	—	—	—	893,093
2021 PSU ⁽³⁾	5/19/2021	5/19/2021	—	—	—	—	14,470	—	—	—	—	198,572
Brooke B. Clark												
2021 AIP ⁽¹⁾			110,978	221,956	466,108	—	—	—	—	—	—	—
2021 RSU ⁽²⁾	2/1/2021	1/15/2021	—	—	—	—	—	—	6,500	—	—	100,003
2021 RSU ⁽²⁾	6/1/2021	5/28/2021	—	—	—	—	—	—	19,379	—	—	399,983
2021 PSU ⁽⁴⁾	7/15/2021	7/13/2021	—	—	—	4,845	9,690	29,070	—	—	—	200,098
Morgan C.S. Kurk												
2021 AIP ⁽¹⁾			263,757	527,514	1,107,780	—	—	—	—	—	—	—
2021 PSU ⁽³⁾	5/7/2021	3/2/2021	—	—	—	—	94,000	—	—	—	—	1,289,962

- (1) Reflects the range of awards that could potentially have been earned during 2021 under our AIP. The "Threshold" column represents the minimum amount payable when threshold performance is met. The amounts actually earned are included under the column entitled "Non-Equity Incentive Plan Compensation" in our Summary Compensation Table for 2021.
- (2) Reflects RSUs granted in 2021, which vest in equal installments over three years except for Ms. Clark's February 2021 grant which vests in equal installments over two years.
- (3) Reflects potential share payouts with respect to EPRG PSUs granted in 2021 at target. The "Target" column represents the amount payable (100% of target payout) if the specified targets are reached. The performance conditions require the achievement of various hurdles relating to the average price of our common stock over a 60-day trading period (ranging from a low of \$15 for Mr. Lorentzen and \$17.50 for all other NEOs and a high of \$40), and the service conditions require continued service over a four-year period.
- (4) Reflects potential share payouts with respect to PSUs, with a cumulative Core Adjusted EBITDA (2021-2023) metric, granted in 2021 at threshold, target, and maximum. The "Threshold" column represents the minimum amount payable (50% of target payout) when threshold performance is met. The "Target" column represents the amount payable (100% of target payout) if the specified performance targets are reached. The "Maximum" column represents the maximum amount payable (300% of target payout).

NARRATIVE SUPPLEMENT TO SUMMARY COMPENSATION TABLE FOR 2021 AND GRANTS OF PLAN BASED AWARDS IN 2021 TABLE

The terms of our cash incentive plans and equity incentive awards are described under “—2021 Compensation Actions” above, our employment and severance agreements are described under “—Potential Payments upon Termination or Change in Control—Employment and Severance Protection Agreements” below, and our nonqualified deferred compensation plans are described under “—Nonqualified Deferred Compensation for 2021” below.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2021

The following table provides information regarding outstanding stock options and stock awards held by our NEOs as of December 31, 2021.

Name	Option Awards						Stock Awards			
	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) (2)	Number of Securities Underlying Unexercised Options (#) (2)	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units That Have Not Vested (#) (3)	Market Value of Stock That Have Not Vested (\$)(3)	Unearned Shares, Units or Rights That Have Not Vested (#) (4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)(4)
Charles L. Treadway	10/1/2020	—	—	—	—	—	333,334	3,680,007	990,000	10,929,600
Kyle D. Lorentzen	1/4/2021 12/1/2021	— —	— —	— —	— —	— —	61,900 17,500	683,376 193,200	123,800 —	1,366,752 —
Alexander W. Pease	4/2/2018 5/15/2019	32,916 ⁽¹⁾ 97,360 ⁽²⁾	— —	— —	39.46 18.60	1/30/2022 1/30/2022	— —	— —	— —	— —
Justin C. Choi	5/3/2021	—	—	—	—	—	52,900	584,016	75,600	834,624
Robyn T. Mingle	8/1/2016 2/27/2017 3/1/2018 5/15/2019 5/7/2021 5/19/2021	11,291 ⁽¹⁾ 12,730 ⁽¹⁾ 17,969 ⁽¹⁾ 46,120 ⁽²⁾ — —	— — — 69,180 — —	— — — — — —	29.59 37.97 38.34 18.60 — —	8/1/2026 2/27/2027 3/1/2028 5/15/2029 — —	— — — — — —	— — — — — —	65,080 14,470	718,483 159,749
Brooke B. Clark	9/4/2018 5/15/2019 6/1/2020 2/1/2021 6/1/2021 7/15/2021	5,473 ⁽¹⁾ 10,260 ⁽²⁾ — — — —	— 15,390 — — — —	— — — — — —	31.36 18.60 — — — —	9/4/2028 5/15/2029 — — — —	— — 19,546 6,500 19,379 —	— — 215,788 71,760 213,944 —	— — — — — 9,690	— — — — — 106,978
Morgan C.S. Kurk	2/24/2015 2/23/2016 2/27/2017 3/1/2018 5/15/2019	12,409 ⁽¹⁾ 14,077 ⁽¹⁾ 16,974 ⁽¹⁾ 33,692 ⁽¹⁾ 66,620 ⁽¹⁾	— — — — —	— — — — —	30.76 24.94 37.97 38.34 18.60	7/22/2022 7/22/2022 7/22/2022 7/22/2022 7/22/2022	— — — — —	— — — — —	— — — — —	— — — — —

(1) Represents options which were fully vested as of December 31, 2021.

(2) Represents time-based EPOP options granted in 2019, which vest in equal installments over five years subject to the continued employment of the NEO (beginning on the anniversary of the grant date).

(3) Represents RSUs granted in 2020 and 2021. The RSUs vest, subject to the continued employment of the NEO, annually over three years beginning on the first anniversary of the grant date, except for Ms. Clark's February 2021 RSU grant which vests equally over two years.

EXECUTIVE COMPENSATION

- (4) Represents the EPRG PSUs granted in 2020 and 2021 to Messrs. Treadway, Lorentzen, Choi and Ms. Mingle and the Core Adjusted EBITDA PSUs granted to Ms. Clark. The EPRG PSUs vest based upon a combination of achievement of various average stock price hurdles (ranging from a low of \$15 and a high of \$40 for Messrs. Treadway and Lorentzen and a low of \$17.50 and a high of \$40 for Mr. Choi and Ms. Mingle) and continued service over a four-year period. Ms. Clark can earn between 0% and 300% of the PSUs granted to her which are based on cumulative Core Adjusted EBITDA for 2021-2023. Ms. Clark's earned PSUs will vest in full on the third anniversary of the grant date subject to her continuous service.

OPTION EXERCISES AND STOCK VESTED FOR 2021

The following table provides information concerning the exercise of stock options and vesting of stock awards during the year ended December 31, 2021.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Charles L. Treadway	—	—	276,666	3,740,524
Kyle D. Lorentzen	—	—	—	—
Alexander W. Pease	—	—	4,224	64,247
Justin C. Choi	—	—	—	—
Robyn T. Mingle	—	—	2,319	35,272
Brooke B. Clark	—	—	11,478	174,580
Morgan C.S. Kurk	—	—	4,347	66,118

NONQUALIFIED DEFERRED COMPENSATION FOR 2021

The Nonqualified Deferred Compensation table reflects information about the DCP for 2021.

DCP

The DCP permits a select group of our management, including the NEOs, to defer up to 90% of their compensation (including base salary and AIP or SIP bonus payments). Participants may direct the amounts credited to their accounts to one or more notional investments that are substantially the same as the investment offerings provided under our 401(k) plan. Participants' accounts are 100% vested at all times and we do not provide matching or other Company contributions to the DCP. In general, a participant may elect to receive a distribution in a lump sum or annual installments over a period of two to ten years, which distribution will commence, per the participant's election, as follows:

- For deferrals attributable to any period on or before December 31, 2016, as soon as practical following (i) the participant's separation from service, or (ii) the earlier of (A) a specific date which occurs no earlier than two years from the end of the year in which the compensation is credited, or (B) the date of his or her separation (provided that if separation is due to retirement, payments will commence as of the elected specified date).
- For deferrals attributable to any period on or after January 1, 2017, as soon as practical following (i) the first day of the seventh month after the participant's separation from service, (ii) the earlier of (A) a specific date which occurs no earlier than two years, and no later than

five years, from the end of the year in which the compensation is credited, or (B) the first day of the seventh month after his or her separation (provided that if separation is due to retirement, payments will commence as of the elected specified date), or (iii) a specified interval of one to five years following his or her separation (provided that this payment election is only available with respect to lump sum payments).

Upon a participant's death or disability, or upon the occurrence of a change in control of the Company, the participant's entire balance will be paid to him or her (or the participant's estate or beneficiary, as applicable) in a lump sum.

Mr. Kurk received a distribution of his DCP account balance in February 2022 as a result of his employment termination in July 2021.

The following table depicts the value of benefits accumulated by our NEOs under the DCP as of December 31, 2021.

NONQUALIFIED DEFERRED COMPENSATION TABLE

Name	Plan	Executive contributions in last fiscal year(1)(\$)	Registrant contributions in last fiscal year(\$)	Aggregate earnings in last fiscal year(\$)	Aggregate withdrawals/distributions (\$)	Aggregate balance at last fiscal year end(2)(\$)
Charles L. Treadway	DCP	—	—	—	—	—
Kyle D. Lorentzen	DCP	—	—	—	—	—
Alexander W. Pease	DCP	—	—	—	—	—
Justin C. Choi	DCP	—	—	—	—	—
Robyn T. Mingle	DCP	—	—	10,814	—	153,739
Brooke B. Clark	DCP	—	—	—	—	—
Morgan C.S. Kurk	DCP	—	—	80,581	(276,365)	543,041

(1) Reflects executive contributions made in 2021 for salary deferral and executive contributions to be made for deferral of 2021 AIP bonus payments as included in the Summary Compensation Table in the "Non-Equity Incentive Plan Compensation" column.

(2) Includes amounts that were reported in the Summary Compensation Table for 2021, 2020 and 2019.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

EMPLOYMENT AND SEVERANCE PROTECTION AGREEMENTS

Each of our NEOs is party to an employment agreement or severance protection agreement that entitles him or her to receive certain payments upon a qualifying termination of employment.

Employment Agreement with Mr. Treadway

We are party to an employment agreement with Mr. Treadway. His agreement is on a three-year term, automatically renewing for twelve months each year following the initial term, unless either party gives 60 days' written notice of non-renewal. Pursuant to the agreement, in the event Mr. Treadway's employment is terminated by the Company for any reason other than for cause or disability or by Mr. Treadway for good reason, in each case regardless of whether a change in control has occurred, Mr. Treadway will be entitled to receive his accrued compensation and each of the following:

- severance pay of two times the sum of (A) his then current base salary, and (B) his target annual bonus under the AIP, payable in equal monthly installments over two years (the Termination Benefits Period) or, upon termination within twenty-four months following a change in control, in a lump sum;
- a prorated bonus under the AIP for the fiscal year in which his termination of employment occurs, based on actual performance and payable at the same time the Company pays bonuses to its other executive officers; and
- a cash payment equal to the cost we would have incurred had he continued group medical, dental, vision and/or prescription drug benefit coverage for himself and his eligible dependents for twenty-four months, payable in periodic installments in accordance with our payroll practice.

For purposes of Mr. Treadway's agreement, "good reason" includes a material reduction in base salary or target bonus, a material diminution in title or responsibilities as Chief Executive Officer, any change in reporting structure such that Mr. Treadway no longer reports directly to the Board of Directors, or a material breach of the agreement.

If Mr. Treadway's employment is terminated by the Company for cause or disability, by reason of his death or by the executive other than for good reason, we will pay to the executive his accrued compensation. In addition, in the event of Mr. Treadway's death, his estate will be entitled to receive a prorated bonus under the AIP for the fiscal year in which his death occurs, payable at the same time the Company pays bonuses to its other executive officers and based on actual performance.

Severance Protection Agreements with Messrs. Lorentzen and Choi and Mses. Mingle and Clark

We are party to a severance protection agreement with each of Messrs. Lorentzen and Choi and Mses. Mingle and Clark. Each agreement is on a two-year term automatically renewing on January 1 of each year unless the Company or the executive gives notice of non-renewal at least ninety (90) days prior to such date, except that the term may not expire prior to 24 months following a change in control of the Company (as defined in the agreement). Pursuant to the agreement, in the event that the executive's employment is terminated within 24 months after a change in control of the Company (i) by the Company for any reason other than for cause or disability or (ii) by the executive for good reason (which definition includes, among other things, an adverse change in status or duties and a reduction in salary), the executive will be entitled to receive accrued compensation and each of the following:

- severance pay of one times base salary

- a prorated bonus for the fiscal year in which the termination occurs, based on the actual bonus that would have been payable to the executive for the year in which the termination occurs; and
- payment for continuation of the executive's and his or her dependents' health benefits under COBRA for 12 months (the Termination Benefits Period).

If the executive's employment is terminated by the Company within 24 months after a change in control for disability or by reason of death, the executive will receive a pro rata bonus for the year of termination, based on the actual bonus that would have been payable to the executive for the year in which the termination occurs.

Further, if the executive's employment is terminated by the Company other than for cause at any time prior to the date of a change in control of the Company and such termination (i) occurred after we entered into a definitive agreement, the consummation of which would constitute a change in control of the Company or (ii) the executive reasonably demonstrates that such termination was at the request of a third party who has indicated an intention or has taken steps reasonably calculated to effect a change in control, such termination will be deemed to have occurred after a change in control.

Severance Protection Agreement with Mr. Pease

Mr. Pease was party to a Severance Protection Agreement prior to his departure. Pursuant to the terms of his agreement, he did not receive any severance or other benefits due to his resignation.

Separation Agreement with Mr. Kurk

Mr. Kurk was also party to a Severance Protection Agreement prior to his departure, but the severance provisions in that agreement did not apply to his departure because no change on control of the Company has occurred. Following the cessation of Mr. Kurk's employment, the Company and Mr. Kurk entered into a Separation Agreement, dated August 10, 2021. In consideration of Mr. Kurk's execution of the Separation Agreement, which contains a general release of claims, and his continuing compliance with certain restrictive covenants, Mr. Kurk is receiving severance payments equal to one year's base salary, payable in installments over a one-year period, and his vested stock options will remain outstanding and exercisable for one year from his separation date or, if earlier, the original expiration date for such awards. All of Mr. Kurk's unvested equity awards were forfeited upon cessation of his employment. Pursuant to the Company's severance policy, upon Mr. Kurk's election to continue healthcare coverage under COBRA, the Company paid its portion for such continuing coverage for a period of two months.

Severance Policy

We maintain a general severance policy that applies to all United States and Canada based employees. Pursuant to this policy, employees may receive severance benefits and a COBRA or Retirement Health supplement in the event of an involuntary separation due to a reduction in force, lack of work, closure of a facility or position elimination. No severance benefits are paid in the event of a voluntary resignation, involuntary termination for cause, termination due to a sale of assets or operations if the employee is offered continued employment with the acquiror in the same general work location, or position elimination if the employee is offered a comparable or better position in the same general work location. The severance period varies based on job level and years of service and cannot exceed 52 weeks.

EXECUTIVE COMPENSATION

The following table sets forth the estimated amount of the payments and benefits each of our NEOs would receive under certain termination of employment scenarios, in each case assuming a termination of employment on December 31, 2021. The payments and benefits described and quantified below are in addition to the compensation and benefits that would already be vested upon the NEO's termination of employment, including accrued but unpaid salary, accrued but unused vacation pay, amounts previously earned and deferred under the DCP and payments and benefits accrued under the 401(k) plan.

Name	Payment	Termination for Cause (\$)	Resignation Without Good Reason (\$)	Death or Disability (\$)	Termination Without Cause or Resignation for Good Reason Prior to a Change in Control (\$)	Termination Without Cause or Resignation for Good Reason After a Change in Control (\$)
Charles L. Treadway	Cash severance	—	—	—	5,500,000	5,500,000
	Pro rata bonus	—	—	1,748,010 ⁽¹⁾	1,748,010 ⁽¹⁾	1,748,010 ⁽²⁾
	Benefit continuation	—	—	—	34,688	34,688
	Total	—	—	1,748,010	7,282,698	7,282,698
Kyle D. Lorentzen	Cash severance	—	—	—	318,750 ⁽³⁾	650,000
	Pro rata bonus	—	—	540,515 ⁽¹⁾	—	540,515 ⁽²⁾
	Benefit continuation	—	—	—	2,968 ⁽³⁾	17,808
	Total	—	—	540,515	321,718	1,208,323
Justin C. Choi	Cash severance	—	—	—	249,231 ⁽³⁾	540,000
	Pro rata bonus	—	—	294,164 ⁽¹⁾	—	294,164 ⁽²⁾
	Benefit continuation	—	—	—	2,146 ⁽³⁾	12,874
	Total	—	—	294,164	251,377	847,038
Robyn T. Mingle	Cash severance	—	—	—	290,769 ⁽³⁾	480,000
	Pro rata bonus	—	—	375,439 ⁽¹⁾	—	375,439 ⁽²⁾
	Benefit continuation	—	—	—	2,833 ⁽³⁾	16,999
	Total	—	—	375,439	293,602	872,438
Brooke B. Clark	Cash severance	—	—	—	356,833 ⁽³⁾	374,855
	Pro rata bonus	—	—	235,141 ⁽¹⁾	—	235,141 ⁽²⁾
	Benefit continuation	—	—	—	1,761 ⁽³⁾	10,564
	Total	—	—	235,141	358,594	620,560

- (1) Pursuant to the terms of the AIP, participants are eligible to receive, at the discretion of the Compensation Committee, a pro rata portion of their award, based upon actual achievement of applicable performance objectives, if their employment is terminated due to death, disability or retirement (at age 65 or at age 55 with at least 10 years of service with the Company, or earlier with prior approval of the Company). As of December 31, 2021, none of the NEOs were retirement eligible under the AIP. Amounts shown in the table assume that the Compensation Committee approved such pro rata payouts.
- (2) Pursuant to the terms of the AIP, in the event of a change in control of the Company (as defined in the AIP), within 30 days thereafter, we will pay to each participant immediately prior to such change in control (regardless of whether such participant remains in the employ of the Company following the change in control) an award equal to his or her target incentive for the AIP plan cycle then underway (prorated to the date of the change in control). Pursuant to the agreements with the NEOs, in the event of a termination of employment following a change in control, the executive would receive a pro rata bonus based on actual achievement of applicable performance objectives. Amounts shown in the table reflect the 2021 bonus amounts under the AIP.
- (3) Assumes that severance is paid pursuant to the general severance policy for United States employees.

Mr. Pease did not receive any severance or benefits in connection with his departure. Pursuant to his Separation Agreement with the Company, Mr. Kurk's separation was treated as a termination of employment without cause under our severance policy, and he is receiving severance equal to \$615,024, payable over a one-year period. In addition, the Company paid the employer portion of his continuing health care coverage under COBRA for a period of two months. The aggregate amount of these COBRA payments was equal to \$927.

Equity Incentive Awards

In the event of a change in control of CommScope, time vesting stock options under the EPOP will vest in full if the participant is terminated within two years of the close of the change in control.

The RSU award agreements under which certain of the NEOs received grants in 2020 and 2021 provide that all awards granted pursuant to those award agreements will become immediately vested in the event of any of the following:

- the termination of a participant's service due to death or disability,
- a change in control of the Company in which the awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, or
- a change in control of the Company in which the awards are assumed or equitably converted, but the participant's employment is terminated without "cause" or the participant resigns for "good reason" within two years following the change in control.

The EPRG PSU agreements under which certain of the NEOs received grants in 2020 and 2021 provide that in the event of a change of control of the Company, achievement of the performance condition for any outstanding and unvested units will be determined as if the average trading price is equal to the fair market value per share of the Company's common stock as of the consummation of the change of control. The service condition for any such units will be deemed to be satisfied in full in the event of a change in control of the Company in which the awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, or a change in control of the Company in which the awards are assumed or equitably converted, but the participant's employment is terminated by the Company without cause or by the participant resigns for good reason within two years following the change in control, or due to death or disability occurring prior to the end of the performance period. The EPRG PSUs vest upon satisfaction of both the performance condition and the service condition.

The Core Adjusted EBITDA-based PSU agreements under which certain of the NEOs received grants in 2021 provide that in the event of a change in control of the Company in which the awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, if the change in control occurs during the first year of the performance period (2021), the PSUs will be prorated and will vest based on deemed performance of target level. If the change in control occurs during the second or third year of the performance period (2022 or 2023), the PSUs will be prorated and will vest based on actual performance through the end of the most recently completed fiscal year (or using another methodology in the Compensation Committee's discretion). In the event the awards are assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, the performance period will end at the time of the change in control, the performance requirements shall be deemed to be satisfied at target level if the change in control occurs during the first year of the performance period (2021) or based on actual performance through the end of the most recently completed fiscal year (or using another methodology in the Compensation Committee's discretion), and such awards for which the performance requirement has

EXECUTIVE COMPENSATION

been met (or is deemed to have been met) will vest in full on July 1, 2024, provided that the participant is still in continuous service, or earlier if the participant's employment is terminated without cause or the participant resigns for good reason within two years following the change in control.

The following table presents the value (based on the Company's closing stock price on December 31, 2021 of \$11.04 or in the case of options, the excess of such closing stock price over the exercise price) of equity awards that would become vested upon a termination due to death or disability, a change in control in which the awards are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, or a change in control in which the awards are assumed or equitably converted but the participant's employment is terminated without cause or the participant resigns for good reason within two years following the change in control of the Company, assuming that any such events had occurred on December 31, 2021. The amounts for PSUs granted in 2021 with the cumulative Core Adjusted EBITDA metric are based on target performance.

	Change in Control			Death or Disability		
	Options (\$)	PSU (\$)	RSU (\$)	Options (\$)	PSU (\$)	RSU (\$)
Charles T. Treadway	—	2,428,800	3,680,007	—	2,428,800	3,680,007
Kyle D. Lorentzen	—	410,026	876,576	—	410,026	876,576
Justin C. Choi	—	250,387	584,016	—	250,387	584,016
Robyn T. Mingle	—	263,470	—	—	263,470	—
Brooke B. Clark	—	35,659	501,492	—	35,659	501,492

COMPENSATION-RELATED RISK ASSESSMENT

Our Compensation Committee, with the assistance of our management, through the human resources, finance and legal departments, has analyzed the potential risks arising from our compensation policies and practices and has determined that there are no such risks that are reasonably likely to have a material adverse effect on the Company.

CEO PAY RATIO

Under Commission rules, we are required to calculate and disclose the ratio of our median employee's annual total compensation to the total annual compensation of our Chief Executive Officer.

Since our last determination of our median employee for 2019 CEO pay ratio purposes, there has been no change in our employee population or compensation arrangements that we believe would significantly impact our pay ratio disclosure. To identify our median employee, we compiled a list of all worldwide full-time, part-time, seasonal and temporary employees employed by us and our consolidated subsidiaries as of October 31, 2019. The compensation measure we used to determine our median employee included annual base salary as of October 31, 2019; an estimate of overtime based on average overtime worked considering the job position and country of the employee; and incentive compensation based on targets. We believe this compensation measure is a reasonable measure that can be consistently applied to our over 30,000 employees across the world in order to yield an accurate representation of our median employee. The employee identified as the median employee for 2019 CEO pay ratio purposes is no longer an employee of the Company. Therefore, an

employee with compensation substantially similar to that of the original median employee was identified for the 2020 CEO pay ratio calculation and that same median employee was also used for the 2021 CEO pay ratio calculation.

Mr. Treadway had 2021 annual total compensation of \$2,865,860 as reflected in the Summary Compensation Table included in this Proxy Statement. Our median employee's annual total compensation for 2021, calculated in the same manner as compensation in the Summary Compensation Table, was \$19,614. As a result, Mr. Treadway's annual total compensation is 146 times that of our median employee. We believe this pay ratio is a reasonable estimate calculated in a manner consistent with Commission rules.

We have a team of over 30,000 employees to serve customers in over 150 countries through an extensive network of manufacturing and distribution facilities strategically located around the globe. We utilize lower-cost geographies for high labor content products while investing in largely automated plants in higher-cost regions close to customers. Most of our manufacturing employees are located in lower-cost geographies such as Mexico, China, India and the Czech Republic and are compensated at the market rate based on their geographic location and their job type. This drives a higher pay ratio between our median employee and our Chief Executive Officer when compared to companies with primarily United States operations or those businesses that are not as labor intensive. To provide more comparability, we believe it is useful to present a supplemental calculation using the same methodology as above except that it includes only our employees in the United States. Using this methodology, the median employee identified using 2020 data had a pay of \$130,024 in 2021, resulting in a pay ratio calculation of 22:1.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2021, with respect to the shares of our common stock that may be issued under our existing equity compensation plans:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)
Equity compensation plans approved by security holders	15,229,922	\$24.59	8,692,686
Equity compensation plans not approved by security holders	1,323,334 ⁽¹⁾	—	—
Total	16,553,256	\$24.59	8,692,686

(1) Represents RSUs and PSUs granted to Mr. Treadway when he joined the Company in 2020. These awards were issued as inducement awards outside of the CommScope Holding Company, Inc. 2019 Long-Term Incentive Plan. The weighted-average exercise price in column (b) does not take these awards into account.

COMPENSATION COMMITTEE REPORT

As of December 31, 2021 the Compensation Committee of the Board of Directors consisted of the four directors named below, each of whom meets the independence standards of Nasdaq and the rules of the Commission.

The Compensation Committee of the Board of Directors has reviewed and discussed with management the “Compensation Discussion and Analysis,” or CD&A, section of this Proxy Statement required by Item 402(b) of Regulation S-K promulgated by the Commission. Based on the Committee’s review and discussions with management, the Committee recommended to the Board of Directors that the CD&A be included in the Company’s 2021 Annual Report on Form 10-K and in this Proxy Statement.

Mary S. Chan (Chair)
Stephen C. Gray
L. William Krause
Patrick R. McCarter

PROPOSAL No. 4:

APPROVAL OF ADDITIONAL SHARES UNDER OUR 2019 LONG-TERM INCENTIVE PLAN

BACKGROUND

On February 16, 2022, the Board of Directors approved, subject to stockholder approval at the Annual Meeting, an amendment to the CommScope Holding Company, Inc. 2019 Long-Term Incentive Plan (2019 Plan) to increase the number of shares authorized under the 2019 Plan by 3.2 million shares. Except for the proposed increase in the number of shares authorized under the 2019 Plan, the amendment does not change any provisions of the 2019 Plan, which was approved by stockholders at the 2019 Annual Meeting and amended at the 2020 and 2021 Annual Meetings. The 2019 Plan is the only plan under which equity-based compensation currently may be awarded to our executive officers and employees.

The Compensation Committee believes the number of shares available under the 2019 Plan are not sufficient to make the grants that will be needed over the next year to provide adequate long-term equity incentives to our key employees. Approval of the amendment to the 2019 Plan will enable the Company to continue making equity compensation grants that serve as incentives to recruit and retain key employees and to continue aligning the interests of its employees with stockholders.

PLAN DEVELOPMENT

The terms of the 2019 Plan, including the initial share authorization, the share increases approved by stockholders at the 2020 and 2021 Annual Meetings and the request for increased share authorization pursuant to this proposal, were established during multiple Compensation Committee meetings that focused on creating a long-term incentive plan that would be most effective in retaining our key leaders after the closing of the ARRIS transaction in 2019 and providing strong incentives to capitalize on the unique opportunities presented by the acquisition of ARRIS. In particular, the Compensation Committee considered the challenges of effectively integrating ARRIS, our projected share usage, market data provided by Compensia, and the expected role of equity compensation in the combined CommScope-ARRIS organization. Key factors that we believe are critical for stockholders to consider in evaluating our use of equity over time as well as the proposed authorization for the amendment to the 2019 Plan include:

- The EPOP options were intended to replace regular equity awards for our senior officers for 2019, 2020 and 2021. Accordingly, no equity awards were issued under the 2019 Plan to any NEOs in 2020, other than awards issued to Messrs. White and Carlson when they joined the Company in 2020. The RSUs and PSUs granted to Mr. Treadway when he joined the Company in 2020 were issued as inducement awards outside of the 2019 Plan.
- Although we have historically been conservative in our use of equity, the acquisition of ARRIS broadened our population of key employees and has required more shares to make meaningful equity awards than in the past.
- Reductions in our stock price over the past year have required more shares to deliver the same grant value to key employees.
- Our current issued overhang of 9.4% is impacted by factors specific to our acquisition of ARRIS
 - Our acquisition of ARRIS was completed with cash, resulting in a balance sheet that is more leveraged than that of most comparable companies and increasing overhang and burn rates statistics, which are both expressed as a percent of equity capital
 - The acquisition of ARRIS increased our total headcount by approximately 7,000 employees, including a significant percentage who historically have been eligible for annual equity grants

- Our equity compensation historically has been heavily weighted to performance-based incentives
 - PSUs granted to executives in 2020 and 2021 require the achievement of goals relating to our stock price, ranging from a low of \$15 to a high of \$40
 - Approximately 2.6 million outstanding equity awards are in the form of stock options
 - Executive equity is heavily weighted to instruments that require strong performance for the delivery of value

We expect that the shares requested under the amended 2019 Plan will provide for grants to Company personnel for the remainder of 2022 and early 2023. Accordingly, we expect to seek approval for additional shares under the 2019 Plan at the 2023 Annual Meeting.

A summary of the 2019 Plan is set forth below. This summary is qualified in its entirety by the full text of the amended 2019 Plan, which is attached to this Proxy Statement as Appendix B.

KEY DATA RELATING TO OUTSTANDING EQUITY AWARDS AND SHARES AVAILABLE

The following table includes information regarding outstanding equity awards under the 2019 Plan, the CommScope Holding Company, Inc., Amended and Restated 2013 Long-Term Incentive Plan (the Prior Plan), the portion of the ARRIS International plc 2016 Stock Incentive Plan that we assumed in the ARRIS transaction (ARRIS Plan), and the awards we issued to Mr. Treadway as inducement awards outside of any plan, as of March 3, 2022 (without giving effect to approval of the additional 3.2 million shares to be added to the 2019 Plan under this Proposal):

	Existing Plans ⁽¹⁾
Total shares underlying outstanding stock options	2,563,290 ⁽²⁾
Weighted-average exercise price of outstanding stock options	\$24.77
Weighted-average remaining contractual life of outstanding stock options	4.3 years
Total shares underlying time-based outstanding unvested full value awards	8,319,473
Total shares underlying performance-based outstanding full value awards	3,209,348 ⁽²⁾
Total shares currently available for grant	5,315,249 ⁽³⁾
Common stock outstanding	206,813,857 ⁽⁴⁾
Market closing price of common stock	\$7.40 ⁽⁴⁾

(1) Includes information regarding all outstanding equity awards under the 2019 Plan, the Prior Plan, and the ARRIS Plan, and the shares available for future awards under the 2019 Plan. No other plans have awards outstanding or shares available for future awards.

(2) Assumes performance-based awards will vest and pay out based on target performance levels being achieved.

(3) Represents shares available for future awards under the 2019 Plan. No future awards may be issued under the Prior Plan or the ARRIS Plan. No equity awards will be issued between March 8, 2022 and the date of the Annual Meeting.

(4) As of March 8, 2022.

PROMOTION OF SOUND CORPORATE GOVERNANCE PRACTICES

We have designed the 2019 Plan to include a number of features that reinforce and promote alignment of equity compensation arrangements for employees, officers, consultants and non-employee directors with the interests of stockholders and the Company. These features include, but are not limited to, the following:

- **No Discounted Stock Options or Stock Appreciation Rights (SARs).** Stock options and SARs may not be granted with exercise prices lower than the fair market value of the underlying shares on the grant date.

- **Prohibition on Repricing.** The exercise price of a stock option or SAR may not be reduced, directly or indirectly, without the prior approval of stockholders, including the exchange for cash or another award or by a cash repurchase of “underwater” awards.
- **Minimum Vesting Requirements.** Subject to certain limited exceptions, awards granted under the 2019 Plan are subject to a minimum vesting period of one year or will be granted solely in exchange for foregone cash compensation.
- **No Liberal Share Recycling.** Shares retained by or delivered to the Company to pay the exercise price of a stock option or SAR or to satisfy tax withholding obligations in connection with the exercise, vesting or settlement of an award count against the number of shares remaining available under the 2019 Plan.
- **No Dividends on Unearned Awards.** The 2019 Plan prohibits the current payment of dividends or dividend equivalent rights on unearned awards.
- **No Single-Trigger Change of Control Vesting.** If awards granted under the 2019 Plan are assumed by the successor entity in connection with a change of control of the Company, such awards will not automatically vest and pay out upon the change of control.
- **No Tax Gross-Ups.** The 2019 Plan does not provide for any tax gross-ups.
- **Awards Subject to Clawback Policy.** Awards under the 2019 Plan are subject to the Company’s clawback policy or any other compensation recoupment policy that the Company may adopt from time to time.

SUMMARY OF THE 2019 PLAN

PURPOSE AND ELIGIBILITY. The purpose of the 2019 Plan is to promote the Company’s success by linking the personal interests of its employees, officers, directors and consultants to those of the Company’s stockholders, and by providing participants with a strong, clear incentive for outstanding performance, successful and accretive integration of ARRIS and achievement of specific financial goals over the next five years. As of March 8, 2022, approximately 2,987 employees and 8 non-employee directors are eligible to participate in the 2019 Plan.

ADMINISTRATION. The 2019 Plan is administered by the Compensation Committee of the Board of Directors. The Committee has the authority to: designate participants; grant awards; determine the type or types of awards to be granted to each participant and the number, terms and conditions thereof; establish, adopt or revise any rules and regulations as it may deem advisable to administer the 2019 Plan; and make all other decisions and determinations that may be required under the 2019 Plan.

AWARDS TO NON-EMPLOYEE DIRECTORS. Notwithstanding the above, awards granted under the 2019 Plan to the Company’s non-employee directors are made only in accordance with the terms, conditions and parameters of a plan, program or policy for the compensation of non-employee directors as in effect from time to time. In 2021, directors were granted RSUs which provide adequate incentives for strong performance without distracting from the directors’ important role in risk management.

PERMISSIBLE AWARDS. The 2019 Plan authorizes the granting of awards in any of the following forms:

- market-priced options to purchase shares of our common stock, which may be designated under the Code as non-statutory stock options or incentive stock options;
- stock appreciation rights, which give the holder the right to receive an amount (payable in cash or stock, as specified in the award agreement) equal to the excess of the fair market value per share of our common stock on the date of exercise over the base price of the award (which cannot be less than the fair market value of the underlying stock as of the grant date);

- restricted stock, which is subject to restrictions on transferability and subject to forfeiture on terms set by the Committee;
- stock units, (including restricted stock units and deferred stock units) which represent the right to receive shares of common stock (or an equivalent value in cash or other property, as specified in the award agreement) at a designated time in the future and subject to any vesting requirement as may be set by the Committee;
- performance awards, which represent any award of the types listed above which have a performance-vesting component based on the achievement, or the level of achievement, of one or more performance goals during a specified performance period, as established by the Committee;
- other stock-based awards that are denominated or payable in, valued by reference to, or otherwise based on, shares of common stock;
- cash-based awards, including performance-based annual bonus awards.

SHARES AVAILABLE FOR AWARDS. Subject to proportionate adjustment in the event of stock splits and similar events, the aggregate number of shares of common stock that may be issued under the 2019 Plan presently is 20.6 million shares, plus a number of additional shares (not to exceed 17.4 million) underlying awards outstanding as of the effective date of the 2019 Plan under the Prior Plan and the ARRIS Plan that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason. The amendment to the 2019 Plan would add another 3.2 million shares to the 2019 Plan. The maximum number of shares that may be issued upon exercise of incentive stock options granted under the 2019 Plan is 23.8 million. As of March 3, 2022, only 5,315,249 shares remain available for grant under the 2019 Plan.

SHARE COUNTING. Shares subject to awards that terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason, and shares underlying awards that are ultimately settled in cash, will again be available for future grants of awards under the 2019 Plan. To the extent that the full number of shares subject to a full-value award is not issued for any reason, including by reason of failure to achieve maximum performance goals, the unissued shares originally subject to the award will be added back to the plan share reserve. Shares delivered by the participant or withheld from an award to satisfy tax withholding requirements, and shares delivered or withheld to pay the exercise price of an option, will not replenish the plan share reserve. For SARs settled in shares, the full number of shares underlying the award (rather than any lesser number based on the net number of shares actually delivered upon exercise) will count against the plan share reserve. The Committee may grant awards under the 2019 Plan in substitution for awards held by employees of another entity who become employees of the Company as a result of a business combination, and such substitute awards will not count against the plan share reserve. Shares repurchased by the Company on the open market with the proceeds of an Option exercise shall not be added to the Plan share reserve.

LIMITATIONS ON AWARDS. The maximum number of shares of common stock subject to stock options or SARs that may be granted under the 2019 Plan in any calendar year to any one participant is 4.0 million each. The maximum number of shares of common stock underlying awards of restricted stock, restricted stock units and deferred stock units that may be granted under the 2019 Plan in any calendar year to any one participant, in the aggregate, is 4.0 million. The maximum amount that may be paid to any one participant with respect to any calendar year for performance awards granted under the 2019 Plan is \$10.0 million for performance awards payable in cash and 4.0 million shares for performance awards payable in shares. For performance awards with multi-year performance periods, the amount of cash or number of shares deemed paid with respect to any one calendar year is the total amount earned for the performance period divided by the number of calendar year periods within the performance period.

LIMITATION OF NON-EMPLOYEE DIRECTOR COMPENSATION. The maximum aggregate number of shares subject to awards that may be granted under the 2019 Plan to any non-employee director in any calendar year is limited to a number that, combined with any cash meeting fees or cash retainers, does not exceed \$750,000 in total value, including in the case of a non-employee Chairman of the Board or Lead Director.

MINIMUM VESTING REQUIREMENTS. Except in the case of awards issued in lieu of fully-vested cash awards and substitute awards granted in a business combination, full-value awards, options and SARs issued under the 2019 Plan are subject to a minimum vesting period of one year. For awards issued to non-employee directors, the minimum vesting period may be the approximately one year period between annual meetings. However, the Committee may at its discretion, grant full-value awards, options and SARs without the minimum vesting requirements described above with respect to awards covering 5% or fewer of the total number of shares authorized under the 2019 Plan. In addition, the minimum vesting requirement does not apply to accelerated exercisability or vesting of any award in cases of death, disability or a change in control.

TREATMENT OF AWARDS UPON DEATH OR DISABILITY. Unless otherwise provided in an award agreement or any special plan document governing an award, upon termination of a participant's service by reason of death or disability:

- all outstanding options, stock appreciation rights and other awards, or the portions of such awards, that are solely subject to time-based vesting restrictions will become fully vested; and
- all outstanding options, stock appreciation rights and other awards, or the portions of such awards, that are solely subject to performance-based vesting restrictions will be prorated, based on the time elapsed during the performance period, and the prorated portion will remain outstanding and eligible to vest based on actual performance over the applicable performance period.

TREATMENT OF AWARDS UPON A CHANGE OF CONTROL. Unless otherwise provided in an award agreement or any special plan document governing an award:

(A) upon the occurrence of a change of control of the Company in which awards under the 2019 Plan are not assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control in a manner approved by the Committee or the Board:

- all outstanding options and stock appreciation rights will become fully vested and exercisable, and all time-based vesting restrictions on outstanding awards will lapse; and
- the payout opportunities attainable under outstanding performance-based awards will vest based on target or actual performance (depending on whether the change in control occurs during the first half or the second half of the performance period) and the awards will payout on a pro rata basis, based on the time elapsed prior to the change in control.

(B) upon the occurrence of a change of control of the Company in which awards under the 2019 Plan are assumed by the surviving entity or otherwise equitably converted or substituted in connection with the change in control, if within two years after the effective date of the change of control, a participant's employment is terminated without Cause or the participant resigns for Good Reason (as such terms are defined in the 2019 Plan), then:

- all of that participant's outstanding options and stock appreciation rights will become fully vested and exercisable, and all time-based vesting restrictions on that participant's outstanding awards will lapse; and

- the payout opportunities attainable under outstanding performance-based awards will vest based on target or actual performance (depending on the time during the performance period in which the date of termination occurs) and the awards will payout on a pro rata basis, based on the time elapsed prior to the date of termination.

DISCRETION TO ACCELERATE VESTING. The Committee may, in its sole discretion, determine that all or a portion of a participant's awards shall become fully or partially exercisable, that all or a portion of the restrictions on the participant's awards shall lapse, and/or any performance-based criteria with respect to such awards shall be deemed satisfied. Any such exercise of discretion will be subject to the minimum vesting requirements described above, other than in cases of death, disability or a change in control.

ANTI-DILUTION ADJUSTMENTS. In the event of a transaction between us and our stockholders that causes the per-share value of our common stock to change (including, without limitation, any stock dividend, stock split, spin-off, rights offering or large nonrecurring cash dividend), the share authorization limits and annual award limits under the 2019 Plan will be adjusted proportionately, and the Committee shall make such adjustments to the 2019 Plan and awards as it deems necessary, in its sole discretion, to prevent dilution or enlargement of rights immediately resulting from such transaction.

AMENDMENT AND TERMINATION OF THE 2019 PLAN. No awards may be granted under the 2019 Plan after the tenth anniversary of the effective date of the plan (or, if the amendment to the 2019 Plan is approved, the tenth anniversary of the effective date of the amendment). The Board or the Committee may amend, suspend or terminate the 2019 Plan at any time, except that no amendment may be made without the approval of the Company's stockholders if stockholder approval is required by any federal or state law or regulation or by the rules of any stock exchange on which the common stock may then be listed, or if the amendment, alteration or other change materially increases the benefits accruing to participants, increases the number of shares available under the 2019 Plan or modifies the requirements for participation under the 2019 Plan, or if the Board or Committee in its discretion determines that obtaining such stockholder approval is for any reason advisable. No amendment or termination of the 2019 Plan may, without the written consent of the participant, reduce or diminish the value of an outstanding award. The Committee may amend or terminate outstanding awards at any time, except that no amendment or termination of outstanding award may, without the written consent of the participant, reduce or diminish the value of such outstanding awards.

PROHIBITION ON REPRICING. Without the prior consent of the Company's stockholders, outstanding stock options and SARs cannot be repriced, directly or indirectly, nor may stock options or SARs be cancelled in exchange for stock options or SARs with an exercise or base price that is less than the exercise price or base price of the original stock options or SARs. In addition, the Company may not, without the prior approval of stockholders, repurchase an option or stock appreciation right for value from a participant if the current market value of the underlying stock is lower than the exercise price per share of the option or stock appreciation right.

LIMITATIONS ON TRANSFER; BENEFICIARIES. No right or interest of a participant in any award may be pledged or encumbered to or in favor of any person other than the Company or an affiliate, or be subject to any lien, obligation or liability of the participant to any person other than the Company or an affiliate. Except to the extent otherwise determined by the Committee with respect to awards other than incentive stock options, no award may be assignable or transferable by a participant otherwise than by will or the laws of descent and distribution.

CLAWBACK POLICY. Awards under the 2019 Plan are subject to the Company's clawback policy and any other compensation recoupment policy of the Company as adopted from time to time.

FEDERAL INCOME TAX CONSEQUENCES

The United States federal income tax discussion set forth below is intended for general information only and does not purport to be a complete analysis of all of the potential tax effects of the 2019 Plan. It is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change. State, local and foreign tax consequences are not discussed, and may vary from jurisdiction to jurisdiction.

NONQUALIFIED STOCK OPTIONS. There will be no federal income tax consequences to the optionee or to the Company upon the grant of a nonqualified stock option under the 2019 Plan. When the optionee exercises a nonqualified option, however, he or she will recognize ordinary income in an amount equal to the excess of the fair market value of the stock received upon exercise of the option at the time of exercise over the exercise price, and the Company will be allowed a corresponding federal income tax deduction. Any gain that the optionee realizes when he or she later sells or disposes of the option shares will be short-term or long-term capital gain, depending on how long the shares were held.

INCENTIVE STOCK OPTIONS. There will be no federal income tax consequences to the optionee or to the Company upon the grant of an incentive stock option. If the optionee holds the option shares for the required holding period of at least two years after the date the option was granted and one year after exercise, then the amount equal to the excess of the amount realized upon sale or disposition of the option shares over the exercise price will be long-term capital gain or loss, and the Company will not be entitled to a federal income tax deduction. If the optionee disposes of the option shares in a sale, exchange, or other disqualifying disposition before the required holding period ends, he or she will recognize taxable ordinary income in an amount equal to the excess of the fair market value of the option shares at the time of exercise over the exercise price, and the Company will be allowed a federal income tax deduction equal to such amount. While the exercise of an incentive stock option does not result in current taxable income, the excess of the fair market value of the option shares at the time of exercise over the exercise price will be an item of adjustment for purposes of determining the optionee's alternative minimum taxable income.

STOCK APPRECIATION RIGHTS. A participant receiving a stock appreciation right under the 2019 Plan will not recognize income, and the Company will not be allowed a tax deduction, at the time the award is granted. When the participant exercises the stock appreciation right, the amount of cash and the fair market value of any shares of stock received will be ordinary income to the participant and the Company will be allowed as a corresponding federal income tax deduction at that time.

RESTRICTED STOCK. Unless a participant makes an election to accelerate recognition of the income to the date of grant as described below, a participant will not recognize income, and the Company will not be allowed a tax deduction, at the time a restricted stock award is granted, provided that the award is nontransferable and is subject to a substantial risk of forfeiture. When the restrictions lapse, the participant will recognize ordinary income equal to the fair market value of the stock as of that date (less any amount he or she paid for the stock), and the Company will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m). If the participant files an election under Code Section 83(b) within 30 days after the date of grant of the restricted stock, he or she will recognize ordinary income as of the date of grant equal to the fair market value of the stock as of that date (less any amount paid for the stock), and the Company will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m). Any future appreciation in the stock will be taxable to the participant at capital gains rates. However, if the stock is later forfeited, the participant will not be able to recover the tax previously paid pursuant to the Code Section 83(b) election.

RESTRICTED STOCK UNITS. A participant will not recognize income, and the Company will not be allowed a tax deduction, at the time a restricted stock unit award is granted. Upon receipt of shares of stock (or the equivalent value in cash or other property) in settlement of a restricted stock unit award, a participant will recognize ordinary income equal to the fair market value of the stock or other property as of that date (less any amount he or she paid for the stock or property), and the Company will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m).

PERFORMANCE AWARDS. A participant will not recognize income, and the Company will not be allowed a tax deduction, at the time a performance award is granted (for example, when the performance goals are established). Upon receipt of cash, stock or other property in settlement of a performance award, the participant will recognize ordinary income equal to the cash, stock or other property received, and the Company will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m).

CODE SECTION 409A. The 2019 Plan permits the grant of various types of incentive awards, which may or may not be exempt from Code Section 409A. If an award is subject to Section 409A, and if the requirements of Section 409A are not met, the taxable events as described above could apply earlier than described, and could result in the imposition of additional taxes and penalties. Restricted stock awards, stock options and stock appreciation rights granted under the 2019 Plan, are designed to be exempt from the application of Code Section 409A. Restricted stock units and performance awards granted under the 2019 Plan would be subject to Section 409A unless they are designed to satisfy the short-term deferral exemption from such law.

TAX WITHHOLDING. The Company has the right to deduct or withhold, or require a participant to remit to the Company, an amount sufficient to satisfy federal, state, local and foreign taxes (including employment taxes) required by law to be withheld with respect to any exercise, lapse of restriction or other taxable event arising as a result of the 2019 Plan.

BENEFITS TO NEOs AND OTHERS

Grants and awards under the 2019 Plan, which may be made to Company executive officers, directors and other employees, are made in the discretion of the Compensation Committee, granted pursuant to our director compensation program or, in some instances, granted to non-executive employees pursuant to delegated authority. The following table sets forth the number of stock options, RSUs and PSUs that have been granted under the 2019 Plan to our NEOs and the other individuals and groups indicated, as of March 3, 2022. Any future awards under the 2019 Plan are not presently determinable.

Name and Position	Stock Options Granted under the Plan Since Inception	Restricted Stock Units Granted under the Plan Since Inception	Performance Share Units Granted under the Plan Since Inception
Charles L. Treadway President, Chief Executive Officer and Director	—	391,700	391,700
Kyle D. Lorentzen Executive Vice President and Chief Financial Officer	—	162,800	207,200
Alexander W. Pease Former Executive Vice President and Chief Financial Officer	—	—	137,380
Justin C. Choi Senior Vice President, Chief Legal Officer and Secretary	—	105,000	127,800
Robyn T. Mingle Senior Vice President and Chief Human Resources Officer	—	45,900	125,450
Brooke B. Clark Senior Vice President and Chief Accounting Officer	—	62,125	26,390
Morgan C.S. Kurk Former Executive Vice President and Chief Technology Officer	—	—	94,000
All Current Executive Officers as a Group	153,800	1,447,951	1,478,770
All Non-Executive Directors as a Group	—	497,081	298,400
Each Associate of any such Directors or Executive Officers	—	—	—
All Employees as a Group (Including Officers who are not Executive Officers)	—	16,665,840	3,172,313

The Board of Directors recommends a vote “FOR” Proposal No. 4, to approve additional shares under our 2019 Long Term Incentive Plan.

AUDIT MATTERS

PROPOSAL No. 5:

RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed the firm of Ernst & Young LLP (EY), an independent registered public accounting firm, as our independent auditors for 2022. EY has been retained as our independent auditor since 2008. The Audit Committee has reviewed the qualifications and independence of EY, the lead audit partner and the audit team and determined that it is in the best interests of the Company and its investors to continue to retain EY as the Company's independent registered public accounting firm. The Board of Directors is asking the stockholders to ratify and approve this action.

Representatives of EY are expected to be present at the Annual Meeting and will be afforded the opportunity to make a statement and will be available to respond to appropriate questions that may come before the Annual Meeting.

Although such ratification is not required by law, the Board of Directors believes that stockholders should be given the opportunity to express their views on the subject. While not binding on the Audit Committee, the failure of the stockholders to ratify the appointment of EY as the Company's independent registered public accounting firm would be considered by the Audit Committee in determining whether to retain the services of EY.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The following table shows the aggregate fees for professional services provided by EY and its affiliates for the years ended December 31, 2021 and 2020:

	2021	2020
	(in thousands)	
Audit Fees	\$10,892	\$11,164
Audit-Related Fees	2,177	169
Tax Fees	598	700
All Other Fees	—	—
TOTAL	\$13,667	\$12,033

Audit Fees

Audit fees consist of the fees and expenses for professional services rendered for the audit of the Company's annual consolidated financial statements, internal control audits, reviews of quarterly financial statements, statutory audits required internationally and related services. Audit fees also include fees and expenses for services associated with securities and debt offerings and filing registration statements with the Commission.

Audit-Related Fees

Audit-related fees consist of the fees and expenses for attest and related services that are not required under securities laws, audits of certain benefit plans and affiliated entities, and other services pertaining to accounting and financial reporting matters. For 2021, these services also include accounting consultations and audits in connection with the planned spin-off of the Home Networks business.

Tax Fees

Tax fees consist of the fees and expenses for tax compliance, primarily the preparation of original and amended tax returns, assistance with tax audits and related services of \$436,000 in 2021 and \$554,000 in 2020, and tax advisory services of \$162,000 in 2021 and \$146,000 in 2020.

All Other Fees

There were no other fees billed for professional services rendered by EY for 2021 or 2020.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures for pre-approving all audit and non-audit services provided by the Company's independent registered public accounting firm prior to the engagement of the independent registered public accounting firm with respect to such services.

Under these policies and procedures, proposed services may be pre-approved on a periodic basis or individual engagements may be separately approved by the Audit Committee prior to the services being performed. In each case, the Audit Committee considers whether the provision of such services would impair the independent registered public accounting firm's independence. All audit services, audit-related services and tax services provided by EY and its affiliates for 2021 and 2020 were pre-approved by the Audit Committee.

The Board of Directors recommends a vote "FOR" Proposal No. 5, the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022. Proxies will be voted "FOR" ratification, unless otherwise specified in the proxy.

AUDIT COMMITTEE REPORT

The Audit Committee assists the Board of Directors in fulfilling its responsibilities by overseeing the accounting and financial reporting processes of CommScope, the audits of CommScope's consolidated financial statements and internal control over financial reporting, the qualifications and performance of the independent registered public accounting firm and the performance of CommScope's internal audit function. In carrying out its responsibilities, the Audit Committee, among other things, monitors preparation of quarterly and annual financial reports by the Company's management; supervises the relationship between the Company and its independent registered public accountants, including their appointment, compensation and retention; and oversees management's implementation and maintenance of effective systems of internal control over financial reporting and disclosure controls, including review of the Company's policies relating to legal and regulatory compliance, ethics and conflicts of interests, risk management and review of the Company's internal audit function.

The Audit Committee relies on the expertise and knowledge of management, the Company's internal audit function and the independent auditor in carrying out its oversight responsibilities. Management is responsible for the Company's financial statements and the financial reporting process, including the implementation and maintenance of effective internal control over financial reporting. Management is also responsible to the Audit Committee and the Board of Directors for assessing the integrity of the financial accounting and reporting control systems. The Company's independent registered public accounting firm, Ernst & Young LLP (EY), is responsible for auditing the Company's financial statements and the effectiveness of internal control over financial reporting and expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, as well as expressing an opinion on the effectiveness of internal control over financial reporting. EY has free access to the Audit Committee to discuss any matters they deem appropriate.

In order to assure continuing auditor independence and objectivity, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm. The Audit Committee is also involved in the selection of the lead engagement partner in conjunction with the mandated regular rotation of the lead audit partner every five years or at an earlier date.

The Audit Committee operates pursuant to an Audit Committee Charter that is reviewed annually by the Audit Committee and updated as appropriate. The charter can be found on the Company's investor relations website at <http://ir.commscope.com/corporate-governance.cfm>.

During 2021 the Audit Committee consisted of the three directors named below with Mr. Roman joining March 1, 2021 and Mr. Austin Adams retiring from the Audit Committee and Board of Directors on May 7, 2021, each of whom is independent within the meaning of the Securities and Exchange Commission (SEC) and applicable Nasdaq rules. The Audit Committee met six times during 2021 and met with both EY and the Company's internal auditors without management.

In fulfilling its oversight responsibilities, the Audit Committee has: (i) reviewed and discussed the audited financial statements for the year ended December 31, 2021 with management and EY; (ii) reviewed and discussed management's maintenance of effective internal control over financial reporting; (iii) discussed with EY the matters required to be discussed by the auditors with the Audit Committee under the applicable requirements of the Public Company Accounting Oversight Board (PCAOB) and the SEC; (iv) reviewed the written disclosures and letters from EY as required by the rules of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence; and (v) discussed with EY their independence from the Company.

The Audit Committee has considered whether the provision of non-audit professional services rendered by EY, and disclosed elsewhere in this proxy statement, is compatible with maintaining their independence.

Based upon the above-mentioned review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements for the year ended December 31, 2021 be included in the Company's Annual Report on Form 10-K for filing with the SEC.

AUDIT COMMITTEE
Timothy T. Yates (Chair)
Thomas J. Manning
Derrick A. Roman

STOCKHOLDER PROPOSALS FOR THE COMPANY'S 2023 ANNUAL MEETING

Stockholders who intend to present proposals at the 2023 Annual Meeting of Stockholders, or the "2023 Annual Meeting," and who wish to have such proposals included in the Proxy Statement for such meeting, must submit such proposals in writing by notice delivered or mailed by first-class United States mail, postage prepaid, to the Corporate Secretary, CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, North Carolina 28602, and such notice must be received no later than November 23, 2022. Such proposals must meet the requirements set forth in the rules and regulations of the Commission, as well as the informational requirements and the other requirements related to stockholder proposals set forth in the Company's Bylaws, in order to be eligible for inclusion in the Company's Proxy Statement for its 2023 Annual Meeting.

Stockholders who wish to nominate directors or introduce an item of business at an annual meeting, without including such matters in the Company's proxy statement, must comply with the informational requirements and the other requirements set forth in the Company's Bylaws. Nominations or an item of business to be introduced at the 2023 Annual Meeting must be submitted in writing and received by the Company no earlier than January 6, 2023 and no later than February 5, 2023 (i.e., no more than 120 days and no less than 90 days prior to May 6, 2023, the first anniversary of the Annual Meeting). A copy of the Company's Bylaws, which sets forth the informational requirements and other requirements, can be obtained from the Corporate Secretary of the Company.

AVAILABLE INFORMATION

Our website (www.commscope.com) contains our Code of Conduct that applies to all of our directors, executive officers and senior financial and accounting officers, our Code of Ethics and Business Conduct that applies to all of our employees (including any subsequent amendments thereto or waivers therefrom), our Corporate Governance Guidelines and the charters of our Nominating and Corporate Governance, Audit and Compensation Committees, each of which can be downloaded free of charge.

Printed copies of our Code of Conduct, Code of Ethics and Business Conduct, Corporate Governance Guidelines and charters of our Nominating and Corporate Governance, Audit and Compensation Committees and any of our reports on Form 10-K, Form 10-Q and Form 8-K and all amendments to those reports, can also be obtained free of charge (other than a reasonable duplicating charge for exhibits to our reports on Form 10-K, Form 10-Q and Form 8-K) by any stockholder who requests them from our Investor Relations Department:

Investor Relations
CommScope Holding Company, Inc.
1100 CommScope Place, SE
Hickory, North Carolina 28602
U.S.A.
Phone: (828) 324-2200
E-mail: investor.relations@commscope.com

INCORPORATION BY REFERENCE

To the extent that this Proxy Statement is incorporated by reference into any other filings by CommScope under the Securities Act or the Exchange Act, the sections of this Proxy Statement entitled “Audit Committee Report” and “Compensation Committee Report” do not constitute soliciting material and should not be deemed filed with the Commission or incorporated by reference into any other filing under the Securities Act or the Exchange Act except to the extent that we specifically incorporate them by reference into such filing.

The information on our website, www.commscope.com, is not, and should not be deemed to be, a part of this Proxy Statement, or incorporated into any other filings we make with the Commission.

APPENDIX A – RECONCILIATION OF GAAP FINANCIAL MEASURES TO NON-GAAP FINANCIAL MEASURES AND OTHER SUPPLEMENTAL FINANCIAL DATA

CommScope management believes that presenting net income (loss) excluding certain special items enhances an investor's understanding of CommScope's financial performance when considered together with the GAAP financial measures. CommScope management further believes that these Non-GAAP financial measures are useful in assessing our operating performance from period to period by excluding certain items that we believe are not representative of our core business. In addition, CommScope management uses certain of these financial measures for business planning purposes and in measuring our performance relative to that of its competitors.

Non-GAAP Adjusted EBITDA and Core Adjusted EBITDA

	Year Ended December 31,	
	2021	2020
Net loss, as reported	\$ (462.6)	\$ (573.4)
Income tax benefit, as reported	(71.9)	(81.1)
Interest income, as reported	(1.9)	(4.4)
Interest expense, as reported	561.2	577.8
Other expense, net, as reported	23.8	29.3
Operating income (loss), as reported	<u>\$ 48.6</u>	<u>\$ (51.8)</u>
Adjustments:		
Amortization of purchased intangible assets	613.0	630.5
Restructuring costs, net	91.9	88.4
Equity-based compensation	79.6	115.0
Asset impairments	13.7	206.7
Transaction, transformation and integration costs	90.3	24.9
Acquisition accounting adjustments	11.5	20.6
Patent claims and litigation settlements	31.7	16.3
Executive severance	—	6.3
Depreciation	136.7	158.3
Total adjustments to operating income (loss)	<u>1,068.4</u>	<u>1,267.0</u>
Non-GAAP Adjusted EBITDA	\$1,117.0	\$1,215.2
Less: Home Networks Adjusted EBITDA	25.5	131.3
Core Adjusted EBITDA	<u>\$1,091.5</u>	<u>\$1,083.9</u>

Aggregation of Core Net Sales

	Year Ended December 31,	
	2021	2020
Net sales by segment		
Broadband Networks	\$3,148.8	\$2,848.2
Outdoor Wireless Networks	1,410.2	1,243.7
Venue and Campus Networks	2,178.4	1,936.5
Core net sales	6,737.4	6,028.4
Home Networks	1,849.3	2,407.5
Consolidated net sales	<u>\$8,586.7</u>	<u>\$8,435.9</u>

Aggregation of Core Adjusted EBITDA

	Year ended December 31, 2021					
	Broadband Networks	Outdoor Wireless Networks	Venue and Campus Networks	Core Segments	Home Networks	Total
Operating income (loss), as reported	\$120.1	\$199.0	\$ (55.6)	\$ 263.5	\$(214.9)	\$ 48.6
Amortization of purchased intangible assets	322.1	33.5	153.6	509.2	103.9	613.0
Restructuring costs, net	69.8	3.5	10.0	83.3	8.6	91.9
Equity-based compensation	32.6	8.3	25.4	66.3	13.4	79.6
Asset impairments	—	—	—	—	13.7	13.7
Transaction, transformation and integration costs	20.4	8.4	13.8	42.6	47.8	90.3
Acquisition accounting adjustments	4.8	—	4.6	9.4	1.9	11.5
Patent claims and litigation settlements	2.9	—	0.3	3.2	28.5	31.7
Depreciation	57.2	15.2	41.6	114.0	22.7	136.7
Segment Adjusted EBITDA	\$629.9	\$267.9	\$193.7	\$1,091.5	\$ 25.5	\$1,117.0
Segment Adjusted EBITDA % of sales	20.0%	19.0%	8.9%	16.2%	1.4%	13.0%

	Year ended December 31, 2020					
	Broadband Networks	Outdoor Wireless Networks	Venue and Campus Networks	Core Segments	Home Networks	Total
Operating income (loss), as reported	\$157.2	\$181.1	\$(114.7)	\$ 223.6	\$(275.4)	\$ (51.8)
Amortization of purchased intangible assets	323.1	45.8	157.7	526.6	103.9	630.5
Restructuring costs, net	17.8	15.7	24.9	58.4	30.0	88.4
Equity-based compensation	44.4	13.6	34.9	92.9	22.1	115.0
Asset impairments	—	—	—	—	206.7	206.7
Transaction, transformation and integration costs	7.9	4.2	6.7	18.8	6.2	24.9
Acquisition accounting adjustments	11.4	—	7.3	18.7	1.9	20.6
Patent claims and litigation settlements	3.0	—	13.7	16.7	(0.3)	16.3
Executive severance	2.2	1.2	1.7	5.1	1.2	6.3
Depreciation	58.4	17.0	47.8	123.2	35.1	158.3
Segment Adjusted EBITDA	\$625.4	\$278.5	\$ 180.0	\$1,083.9	\$ 131.3	\$1,215.2
Segment Adjusted EBITDA % of sales	22.0%	22.4%	9.3%	18.0%	5.5%	14.4%

Components may not sum to total due to rounding

APPENDIX B

**COMMSCOPE HOLDING COMPANY, INC.
AMENDED AND RESTATED
2019 LONG-TERM INCENTIVE PLAN**

**COMMSCOPE HOLDING COMPANY, INC.
AMENDED AND RESTATED
2019 LONG-TERM INCENTIVE PLAN**

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COMMSCOPE HOLDING COMPANY, INC.
AMENDED AND RESTATED
2019 LONG-TERM INCENTIVE PLAN

ARTICLE 1
PURPOSE

1.1. **GENERAL.** The purpose of the CommScope Holding Company, Inc. Amended and Restated 2019 Long-Term Incentive Plan (the “Plan”) is to promote the success, and enhance the value, of CommScope Holding Company, Inc. (the “Company”), by linking the personal interests of employees, officers, directors and consultants of the Company or any Affiliate (as defined below) to those of Company stockholders and by providing such persons with an incentive for outstanding performance. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of employees, officers, directors and consultants upon whose judgment, interest, and special effort the successful conduct of the Company’s operation is largely dependent. Accordingly, the Plan permits the grant of incentive awards from time to time to selected employees, officers, directors and consultants of the Company and its Affiliates.

1.2 **HISTORY.** The Plan was originally adopted by the Board on May 8, 2019, and was approved by the stockholders of the Company on June 21, 2019. The Plan was amended and restated by the Board on February 19, 2020, and was approved by the stockholders of the Company on May 8, 2020. The Plan was further amended and restated by the Board on February 16, 2021, and was approved by the stockholders of the Company on May 7, 2021. The Plan was further amended and restated by the Board on February 16, 2022, contingent on approval of the stockholders of the Company on May 6, 2022.

ARTICLE 2
DEFINITIONS

2.1. **DEFINITIONS.** When a word or phrase appears in this Plan with the initial letter capitalized, and the word or phrase does not commence a sentence, the word or phrase shall generally be given the meaning ascribed to it in this Section or in Section 1.1 unless a clearly different meaning is required by the context. The following words and phrases shall have the following meanings:

(a) “Affiliate” means (i) any Subsidiary or Parent, or (ii) an entity that directly or through one or more intermediaries controls, is controlled by or is under common control with, the Company, as determined by the Committee.

(b) “Award” means an award of Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Deferred Stock Units, Performance Awards, Other Stock-Based Awards, or any other right or interest relating to Stock or cash, granted to a Participant under the Plan.

(c) “Award Certificate” means a written document, in such form as the Committee prescribes from time to time, setting forth the terms and conditions of an Award. Award Certificates may be in the form of individual award agreements or certificates or a program document describing the terms and provisions of an Award or series of Awards under the Plan. The Committee may provide for the use of electronic, internet or other non-paper Award Certificates, and the use of electronic, internet or other non-paper means for the acceptance thereof and actions thereunder by a Participant.

(d) “Beneficial Owner” shall have the meaning given such term in Rule 13d-3 of the General Rules and Regulations under the 1934 Act.

(e) “Board” means the Board of Directors of the Company.

(f) “Cause” as a reason for a Participant's termination of employment shall have the meaning assigned such term in the employment, consulting, severance or similar agreement, if any, between such Participant and the Company or an Affiliate; provided, however, that if there is no such employment, consulting, severance or similar agreement in which such term is defined, and unless otherwise defined in the applicable Award Certificate, “Cause” shall mean any of the following acts by the Participant, as determined by the Committee: (i) the commission of any act by the Participant constituting financial dishonesty against the Company or any of its Affiliates (which act would be chargeable as a crime under applicable law); (ii) the Participant's engaging in any other act of dishonesty, fraud, intentional misrepresentation, moral turpitude, illegality or harassment which would: (A) materially adversely affect the business or the reputation of the Company or any of its Affiliates with their respective then-current or prospective customers, suppliers, lenders and/or other third parties with whom such entity does or might do business; or (B) expose the Company or any of its Affiliates to a risk of civil or criminal legal damages, liabilities or penalties; (iii) the willful and repeated failure by the Participant to follow the lawful directives of the Board or the Participant's supervisor; (iv) any material misconduct, material violation of the Company's written policies, or willful and deliberate non-performance of duty by the Participant in connection with the business affairs of the Company or any of its Affiliates; or (v) the Participant's material breach of any employment, severance, non-competition, non-solicitation, confidential information, or restrictive covenant agreement (including any Ownership of Work Product Acknowledgement), or similar agreement, with the Company or an Affiliate. The determination of the Committee as to the existence of “Cause” shall be conclusive on the Participant and the Company.

(g) “Change in Control” means and includes the occurrence of any one of the following events:

(i) during any consecutive 12-month period, individuals who, at the beginning of such period, constitute the Board (the “Incumbent Directors”) cease for any reason to constitute at least a majority of such Board, provided that any person becoming a director after the beginning of such 12-month period and whose election or nomination for election was approved by a vote of at least a majority of the Incumbent Directors then on the Board shall be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of the Company as a result of an actual or threatened election contest with respect to the election or removal of directors (“Election Contest”) or other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board (“Proxy Contest”), including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest, shall be deemed an Incumbent Director; or

(ii) any Person becomes a Beneficial Owner, directly or indirectly, of either (A) 35% or more of the then-outstanding shares of common stock of the Company (“Company Common Stock”) or (B) securities of the Company representing 35% or more of the combined voting power of the Company's then outstanding securities eligible to vote for the election of directors (the “Company Voting Securities”); provided, however, that for purposes of this subsection (ii), the following acquisitions of Company Common Stock or Company Voting Securities shall not constitute a Change in Control: (w) an acquisition directly from the Company, (x) an acquisition by the Company or a

Subsidiary, (y) an acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any Subsidiary, or (z) an acquisition pursuant to a Non-Qualifying Transaction (as defined in subsection (iii) below); or

(iii) the consummation of a reorganization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Company or a Subsidiary (a "Reorganization"), or the sale or other disposition of all or substantially all of the Company's assets (a "Sale") or the acquisition of assets or stock of another corporation or other entity (an "Acquisition"), unless immediately following such Reorganization, Sale or Acquisition: (A) all or substantially all of the individuals and entities who were the Beneficial Owners, respectively, of the outstanding Company Common Stock and outstanding Company Voting Securities immediately prior to such Reorganization, Sale or Acquisition beneficially own, directly or indirectly, more than 35% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the entity resulting from such Reorganization, Sale or Acquisition (including, without limitation, an entity which as a result of such transaction owns the Company or all or substantially all of the Company's assets or stock either directly or through one or more subsidiaries, the "Surviving Entity") in substantially the same proportions as their ownership, immediately prior to such Reorganization, Sale or Acquisition, of the outstanding Company Common Stock and the outstanding Company Voting Securities, as the case may be, and (B) no person (other than (x) the Company or any Subsidiary, (y) the Surviving Entity or its ultimate parent entity, or (z) any employee benefit plan (or related trust) sponsored or maintained by any of the foregoing) is the Beneficial Owner, directly or indirectly, of 35% or more of the total common stock or 35% or more of the total voting power of the outstanding voting securities eligible to elect directors of the Surviving Entity, and (C) at least a majority of the members of the board of directors of the Surviving Entity were Incumbent Directors at the time of the Board's approval of the execution of the initial agreement providing for such Reorganization, Sale or Acquisition (any Reorganization, Sale or Acquisition which satisfies all of the criteria specified in (A), (B) and (C) above shall be deemed to be a "Non-Qualifying Transaction"); or

(iv) approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

(h) "Code" means the Internal Revenue Code of 1986, as amended from time to time. For purposes of this Plan, references to sections of the Code shall be deemed to include references to any applicable regulations thereunder and any successor or similar provision.

(i) "Committee" means the committee of the Board described in Article 4.

(j) "Company" means CommScope Holding Company, Inc., a Delaware corporation, or any successor corporation.

(k) "Continuous Service" means the absence of any interruption or termination of service as an employee, officer, consultant or director of the Company or any Affiliate, as applicable; provided, however, that for purposes of an Incentive Stock Option "Continuous Service" means the absence of any interruption or termination of service as an employee of the Company or any Parent or Subsidiary, as applicable, pursuant to applicable tax regulations. Continuous Service shall not be considered interrupted in the following cases: (i) a Participant

transfers employment between the Company and an Affiliate or between Affiliates, or (ii) in the discretion of the Committee as specified at or prior to such occurrence, in the case of a spin-off, sale or disposition of the Participant's employer from the Company or any Affiliate, or (iii) a Participant transfers from being an employee of the Company or an Affiliate to being a director of the Company or of an Affiliate, or vice versa, or (iv) in the discretion of the Committee, a Participant transfers from being an employee of the Company or an Affiliate to being a consultant to the Company or of an Affiliate, or vice versa, or (v) any leave of absence authorized in writing by the Company prior to its commencement; provided, however, that for purposes of Incentive Stock Options, no such leave may exceed 90 days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, on the 91st day of such leave any Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Nonstatutory Stock Option. Whether military, government or other service or other leave of absence shall constitute a termination of Continuous Service shall be determined in each case by the Committee at its discretion, and any determination by the Committee shall be final and conclusive; provided, however, that for purposes of any Award that is subject to Code Section 409A, the determination of a leave of absence must comply with the requirements of a "bona fide leave of absence" as provided in Treas. Reg. Section 1.409A-1(h).

(l) "Deferred Stock Unit" means a right granted to a Participant under Article 9 to receive Shares (or the equivalent value in cash or other property if the Committee so provides) at a future time as determined by the Committee, or as determined by the Participant within guidelines established by the Committee in the case of voluntary deferral elections.

(m) "Disability" of a Participant means that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months. If the determination of Disability relates to an Incentive Stock Option, Disability means Permanent and Total Disability as defined in Section 22(e)(3) of the Code. In the event of a dispute, the determination of whether a Participant is Disabled will be made by the Committee and may be supported by the advice of a physician competent in the area to which such Disability relates.

(n) "Dividend Equivalent" means a right granted with respect to an Award pursuant to Article 11.

(o) "Effective Date" has the meaning assigned such term in Section 3.1.

(p) "Eligible Participant" means an employee, officer, consultant or director of the Company or any Affiliate.

(q) "Exchange" means any national securities exchange on which the Stock may from time to time be listed or traded.

(r) "Fair Market Value," on any date, means (i) if the Stock is listed on an Exchange, the closing sales price on the principal such Exchange on such date or, in the absence of reported sales on such date, the closing sales price on the immediately preceding date on which sales were reported, or (ii) if the Stock is not listed on an Exchange, the mean between the bid and offered prices as quoted by the applicable interdealer quotation system for such date, provided that if the Stock is not quoted on an interdealer quotation system or it is determined that the fair market value is not properly reflected by such quotations, Fair Market

Value will be determined by such other method as the Committee determines in good faith to be reasonable and in compliance with Code Section 409A.

(s) “Full-Value Award” means an Award other than in the form of an Option or SAR, and which is settled by the issuance of Stock (or at the discretion of the Committee, settled in cash valued by reference to Stock value).

(t) “Good Reason” (or a similar term denoting constructive termination) has the meaning, if any, assigned such term in the employment, consulting, severance or similar agreement, if any, between a Participant and the Company or an Affiliate; provided, however, that if there is no such employment, consulting, severance or similar agreement in which such term is defined, “Good Reason” shall have the meaning, if any, given such term in the applicable Award Certificate. If not defined in either such document, the term “Good Reason” as used herein shall not apply to a particular Award.

(u) “Grant Date” of an Award means the first date on which all necessary corporate action has been taken to approve the grant of the Award as provided in the Plan, or such later date as is determined and specified as part of that authorization process. Notice of the grant shall be provided to the grantee within a reasonable time after the Grant Date.

(v) “Incentive Stock Option” means an Option that is intended to be an incentive stock option and meets the requirements of Section 422 of the Code or any successor provision thereto.

(w) “Independent Directors” means those members of the Board who qualify at any given time as an “independent” director under the applicable rules of each Exchange on which the Shares are listed, and as a “non-employee” director under Rule 16b-3 of the 1934 Act.

(x) “Non-Employee Director” means a director of the Company who is not a common law employee of the Company or an Affiliate.

(y) “Nonstatutory Stock Option” means an Option that is not an Incentive Stock Option.

(z) “Option” means a right granted to a Participant under Article 7 of the Plan to purchase Stock at a specified price during specified time periods. An Option may be either an Incentive Stock Option or a Nonstatutory Stock Option.

(aa) “Other Stock-Based Award” means a right, granted to a Participant under Article 12 that relates to or is valued by reference to Stock or other Awards relating to Stock.

(bb) “Parent” means a corporation, limited liability company, partnership or other entity which owns or beneficially owns a majority of the outstanding voting stock or voting power of the Company. Notwithstanding the above, with respect to an Incentive Stock Option, Parent shall have the meaning set forth in Section 424(e) of the Code.

(cc) “Participant” means an Eligible Participant who has been granted an Award under the Plan; provided that in the case of the death of a Participant, the term “Participant” refers to a beneficiary designated pursuant to Section 13.4 or the legal guardian or other legal representative acting in a fiduciary capacity on behalf of the Participant under applicable state law and court supervision.

(dd) “Performance Award” means any award granted under the Plan pursuant to Article 10.

(ee) “Person” means any individual, entity or group, within the meaning of Section 3(a)(9) of the 1934 Act and as used in Section 13(d)(3) or 14(d)(2) of the 1934 Act.

(ff) “Plan” means the CommScope Holding Company, Inc. Amended and Restated 2019 Long-Term Incentive Plan, as amended from time to time.

(gg) “Prior Plans” means the CommScope Holding Company, Inc. Amended and Restated 2013 Long-Term Incentive Plan and the ARRIS International plc 2016 Stock Incentive Plan.

(hh) “Restricted Stock” means Stock granted to a Participant under Article 9 that is subject to certain restrictions and to risk of forfeiture.

(ii) “Restricted Stock Unit” means the right granted to a Participant under Article 9 to receive shares of Stock (or the equivalent value in cash or other property if the Committee so provides) in the future, which right is subject to certain restrictions and to risk of forfeiture.

(jj) “Shares” means shares of the Company’s Stock. If there has been an adjustment or substitution with respect to the Shares (whether or not pursuant to Article 14), the term “Shares” shall also include any shares of stock or other securities that are substituted for Shares or into which Shares are adjusted.

(kk) “Specified Employee” has the meaning given such term in Code Section 409A and the final regulations thereunder.

(ll) “Stock” means the \$0.01 par value common stock of the Company and such other securities of the Company as may be substituted for Stock pursuant to Article 15.

(mm) “Stock Appreciation Right” or “SAR” means a right granted to a Participant under Article 8 to receive a payment equal to the difference between the Fair Market Value of a Share as of the date of exercise of the SAR over the base price of the SAR, all as determined pursuant to Article 8.

(nn) “Subsidiary” means any corporation, limited liability company, partnership or other entity of which a majority of the outstanding voting stock or voting power is beneficially owned directly or indirectly by the Company. Notwithstanding the above, with respect to an Incentive Stock Option, Subsidiary shall have the meaning set forth in Section 424(f) of the Code.

(oo) “1933 Act” means the Securities Act of 1933, as amended from time to time.

(pp) “1934 Act” means the Securities Exchange Act of 1934, as amended from time to time.

ARTICLE 3 **EFFECTIVE TERM OF PLAN**

3.1. **EFFECTIVE DATE.** The Plan will become effective on the date that it is adopted by the Company’s stockholders (the “Effective Date”).

3.2. TERM OF PLAN. Unless earlier terminated as provided herein, the Plan shall continue in effect until the tenth anniversary of the Effective Date or, if the stockholders approve an amendment to the Plan that increases the number of Shares subject to the Plan, the tenth anniversary of the date of such approval. The termination of the Plan on such date shall not affect the validity of any Award outstanding on the date of termination, which shall continue to be governed by the applicable terms and conditions of the Plan.

ARTICLE 4 ADMINISTRATION

4.1. COMMITTEE. The Plan shall be administered by a Committee appointed by the Board (which Committee shall consist of at least two directors) or, at the discretion of the Board from time to time, the Plan may be administered by the Board. Any director appointed to serve on the Committee who is not an Independent Director shall abstain from participating in any decision to make or administer Awards that are made to Eligible Participants who at the time of consideration for such Award are persons subject to the short-swing profit rules of Section 16 of the 1934 Act. However, the mere fact that a Committee member shall fail to qualify as an Independent Director or shall fail to abstain from such action shall not invalidate any Award made by the Committee which Award is otherwise validly made under the Plan. The members of the Committee shall be appointed by, and may be changed at any time and from time to time in the discretion of, the Board. Unless and until changed by the Board, the Compensation Committee of the Board is designated as the Committee to administer the Plan. The Board may reserve to itself any or all of the authority and responsibility of the Committee under the Plan or may act as administrator of the Plan for any and all purposes. To the extent the Board has reserved any authority and responsibility or during any time that the Board is acting as administrator of the Plan, it shall have all the powers and protections of the Committee hereunder, and any reference herein to the Committee (other than in this Section 4.1) shall include the Board. To the extent any action of the Board under the Plan conflicts with actions taken by the Committee, the actions of the Board shall control.

4.2. ACTION AND INTERPRETATIONS BY THE COMMITTEE. For purposes of administering the Plan, the Committee may from time to time adopt rules, regulations, guidelines and procedures for carrying out the provisions and purposes of the Plan and make such other determinations, not inconsistent with the Plan, as the Committee may deem appropriate. The Committee may correct any defect, supply any omission or reconcile any inconsistency in the Plan or in any Award in the manner and to the extent it deems necessary to carry out the intent of the Plan. The Committee's interpretation of the Plan, any Awards granted under the Plan, any Award Certificate and all decisions and determinations by the Committee with respect to the Plan are final, binding, and conclusive on all parties and shall be given the maximum deference permitted by applicable law. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Affiliate, the Company's or an Affiliate's independent certified public accountants, Company counsel or any executive compensation consultant or other professional retained by the Company or the Committee to assist in the administration of the Plan. No member of the Committee will be liable for any good faith determination, act or omission in connection with the Plan or any Award.

4.3. AUTHORITY OF COMMITTEE. Except as provided in Section 4.1 hereof, the Committee has the exclusive power, authority and discretion to:

- (a) grant Awards;
- (b) designate Participants;
- (c) determine the type or types of Awards to be granted to each Participant;

- (d) determine the number of Awards to be granted and the number of Shares or dollar amount to which an Award will relate;
- (e) determine the terms and conditions of any Award granted under the Plan;
- (f) prescribe the form of each Award Certificate, which need not be identical for each Participant;
- (g) decide all other matters that must be determined in connection with an Award;
- (h) establish, adopt or revise any rules, regulations, guidelines or procedures as it may deem necessary or advisable to administer the Plan;
- (i) make all other decisions and determinations that may be required under the Plan or as the Committee deems necessary or advisable to administer the Plan;
- (j) amend the Plan or any Award Certificate as provided herein; and
- (k) adopt such modifications, procedures, and subplans as may be necessary or desirable to comply with provisions of the laws of the United States or any non-U.S. jurisdictions in which the Company or any Affiliate may operate, in order to assure the viability of the benefits of Awards granted to participants located in the United States or such other jurisdictions and to further the objectives of the Plan.

Notwithstanding any of the foregoing, grants of Awards to Non-Employee Directors hereunder shall (i) be subject to the applicable award limits set forth in Sections 5.1 and 5.4 hereof, and (ii) be made only in accordance with the terms, conditions and parameters of a plan, program or policy for the compensation of Non-Employee Directors as in effect from time to time that is approved and administered by the Board or the Committee. The Committee may not make other discretionary grants hereunder to Non-Employee Directors.

4.4. DELEGATION. The Committee may delegate to one or more of its members or to one or more officers of the Company or an Affiliate or to one or more agents or advisors such administrative duties or powers as it may deem advisable, and the Committee or any individuals to whom it has delegated duties or powers as aforesaid may employ one or more individuals to render advice with respect to any responsibility the Committee or such individuals may have under this Plan. In addition, the Committee may, by resolution, expressly delegate to one or more of its members or to one or more officers of the Company, the authority, within specified parameters as to the number and terms of Awards, to (i) designate officers and/or employees of the Company or any of its Affiliates to be recipients of Awards under the Plan, and (ii) to determine the number of such Awards to be received by any such Participants; provided, however, that such delegation of duties and responsibilities may not be made with respect to the grant of Awards to eligible participants who are subject to Section 16(a) of the 1934 Act at the Grant Date. The acts of such delegates shall be treated hereunder as acts of the Committee and such delegates shall report regularly to the Committee regarding the delegated duties and responsibilities and any Awards so granted.

4.5. INDEMNIFICATION. Each person who is or shall have been a member of the Committee, or of the Board, or an officer of the Company to whom authority was delegated in accordance with this Article 4, shall be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under

the Plan and against and from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such action, suit, or proceeding against him or her, provided he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf, unless such loss, cost, liability, or expense is a result of his or her own willful misconduct or except as expressly provided by statute. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled under the Company's Amended and Restated Certificate of Incorporation, as amended from time to time, or Amended and Restated Bylaws, as amended from time to time, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

ARTICLE 5 **SHARES SUBJECT TO THE PLAN**

5.1. NUMBER OF SHARES. Subject to adjustment as provided in Sections 5.2 and Section 14.1, the aggregate number of Shares reserved and available for issuance pursuant to Awards granted under the Plan shall be 23.8 million, plus a number of Shares (not to exceed 17.4 million) underlying awards outstanding as of June 21, 2019 under the Prior Plans that thereafter terminate or expire unexercised or are cancelled, forfeited or lapse for any reason. The maximum number of Shares that may be issued upon exercise of Incentive Stock Options granted under the Plan shall be 23.8 million. From and after June 21, 2019, no further awards shall be granted under the Prior Plans and the Prior Plans shall remain in effect only so long as awards granted thereunder shall remain outstanding.

5.2. SHARE COUNTING. Shares covered by an Award shall be subtracted from the Plan share reserve as of the Grant Date, but shall be added back to the Plan share reserve in accordance with this Section 5.2.

- (a) To the extent that all or a portion of an Award is canceled, terminates, expires, is forfeited or lapses for any reason, including by reason of failure to meet time-based and/or performance-based vesting requirements, any unissued or forfeited Shares originally subject to the Award will be added back to the Plan share reserve and again be available for issuance pursuant to Awards granted under the Plan.
- (b) Shares subject to Awards settled in cash will be added back to the Plan share reserve and again be available for issuance pursuant to Awards granted under the Plan.
- (c) The full number of Shares subject to an Option shall count against the number of Shares remaining available for issuance pursuant to Awards made under the Plan, even if the exercise price of an Option is satisfied through net-settlement or by delivering Shares to the Company (by either actual delivery or attestation).
- (d) The full number of Shares subject to a SAR that is settled in Shares shall count against the number of Shares remaining available for issuance pursuant to Awards made under the Plan (rather than the net number of Shares actually delivered upon exercise).
- (e) Shares withheld from an Award to satisfy tax withholding requirements shall count against the number of Shares remaining available for issuance pursuant to Awards granted under the Plan, and Shares delivered by a participant to satisfy tax withholding requirements shall not be added to the Plan share reserve.
- (f) Shares repurchased by the Company on the open market with the proceeds of an Option exercise shall not be added to the Plan share reserve.

(g) Substitute Awards granted pursuant to Section 13.11 of the Plan shall not count against the Shares otherwise available for issuance under the Plan under Section 5.1.

(h) Subject to applicable Exchange requirements, shares available under a stockholder-approved plan of a company acquired by the Company (as appropriately adjusted to Shares to reflect the transaction) may be issued under the Plan pursuant to Awards granted to individuals who were not employees of the Company or its Affiliates immediately before such transaction and will not count against the maximum share limitation specified in Section 5.1.

5.3. STOCK DISTRIBUTED. Any Stock distributed pursuant to an Award may consist, in whole or in part, of authorized and unissued Stock, treasury Stock or Stock purchased on the open market.

5.4. LIMITATION ON AWARDS. Notwithstanding any provision in the Plan to the contrary (but subject to adjustment as provided in Article 14):

- (a) Options. The maximum number of Options granted under the Plan in any calendar year to any one Participant shall be for 4,000,000 Shares.
- (b) SARs. The maximum number of Stock Appreciation Rights granted under the Plan in any calendar year to any one Participant shall be with respect to 4,000,000 Shares.
- (c) Restricted Stock and Stock Units. The maximum number of Shares of Restricted Stock, or Shares underlying Restricted Stock Units or Deferred Stock Units, other than Performance Awards, granted under the Plan in any calendar year to any one Participant (in the aggregate) shall be for 4,000,000 Shares.
- (d) Performance Awards. With respect to any one calendar year (i) the maximum amount that may be paid to any one Participant for Performance Awards payable in cash or property other than Shares shall be \$10,000,000 and (ii) the maximum number of Shares that may be paid to any one Participant for Performance Awards payable in Stock shall be 4,000,000 Shares. For purposes of applying these limits in the case of multi-year performance periods, the amount of cash or property or number of Shares deemed paid with respect to any one calendar year is the total amount payable or Shares earned for the performance period divided by the number of calendar year periods in the performance period.
- (d) Awards to Non-Employee Directors. With respect to any one calendar year, the aggregate compensation that may be granted to any non-employee director, including all meeting fees, cash retainers and retainers granted in the form of Awards, shall not exceed \$750,000, including in the case of a non-employee Chairman of the Board or Lead Director. For purposes of such limit, the value of Awards will be determined based on the aggregate Grant Date fair value of all awards issued to the director in such year (computed in accordance with applicable financial accounting rules).

ARTICLE 6 ELIGIBILITY

6.1. GENERAL. Awards may be granted only to Eligible Participants. Incentive Stock Options may be granted only to Eligible Participants who are employees of the Company or a Parent or Subsidiary as defined in Section 424(e) and (f) of the Code. Eligible Participants who are service providers to an Affiliate may be granted Options or SARs under this Plan only if the Affiliate qualifies as an “eligible issuer of service recipient stock” within the meaning of Treas. Reg. Section 1.409A-1(b)(5)(iii)(E) of the final regulations under Code Section 409A.

ARTICLE 7 STOCK OPTIONS

7.1. GENERAL. The Committee is authorized to grant Options to Participants on the following terms and conditions:

(a) EXERCISE PRICE. The exercise price per Share under an Option shall be determined by the Committee, provided that the exercise price for any Option (other than an Option issued as a substitute Award pursuant to Section 13.11) shall not be less than the Fair Market Value as of the Grant Date.

(b) PROHIBITION ON REPRICING. Except as otherwise provided in Article 14, without the prior approval of stockholders of the Company: (i) the exercise price of an Option may not be reduced, directly or indirectly, (ii) an Option may not be cancelled or surrendered in exchange for Options, SARs or other Awards with an exercise or base price that is less than the exercise price of the original Option, (iii) an Option may not be cancelled or surrendered in exchange for other Awards if the current Fair Market Value of the Shares underlying the Option is lower than the exercise price per share of the Option, and (iv) an Option may not be cancelled or surrendered for value (in cash or otherwise) from a Participant if the current Fair Market Value of the Shares underlying the Option is lower than the exercise price per share of the Option.

(c) TIME AND CONDITIONS OF EXERCISE. The Committee shall determine the time or times at which an Option may be exercised in whole or in part, subject to Section 13.6. The Committee shall also determine the performance or other conditions, if any, that must be satisfied before all or part of an Option may be exercised or vested.

(d) PAYMENT. The Committee shall determine the methods by which the exercise price of an Option may be paid, the form of payment, and the methods by which Shares shall be delivered or deemed to be delivered to Participants. As determined by the Committee at or after the Grant Date, payment of the exercise price of an Option may be made, in whole or in part, in the form of (i) cash or cash equivalents, (ii) delivery (by either actual delivery or attestation) of previously-acquired Shares based on the Fair Market Value of the Shares on the date the Option is exercised, (iii) withholding of Shares from the Option based on the Fair Market Value of the Shares on the date the Option is exercised, (iv) broker-assisted market sales, or (v) any other “cashless exercise” arrangement.

(e) EXERCISE TERM. Except for Nonstatutory Options granted to Participants outside the United States, no Option granted under the Plan shall be exercisable for more than ten years from the Grant Date.

(f) NO DEFERRAL FEATURE. No Option shall provide for any feature for the deferral of compensation other than the deferral of recognition of income until the exercise or disposition of the Option.

(g) NO DIVIDEND EQUIVALENTS. No Option shall provide for Dividend Equivalents.

7.2. INCENTIVE STOCK OPTIONS. The terms of any Incentive Stock Options granted under the Plan must comply with the requirements of Section 422 of the Code. Without limiting the foregoing, any Incentive Stock Option granted to a Participant who at the Grant Date owns more than 10% of the voting power of all classes of shares of the Company must have an exercise price per Share of not less than 110% of the Fair Market Value per Share on the Grant Date and an Option term of not more than five years. If all of the requirements of Section 422 of the Code (including the above) are not met, the Option shall automatically become a Nonstatutory Stock Option.

ARTICLE 8 STOCK APPRECIATION RIGHTS

8.1. GRANT OF STOCK APPRECIATION RIGHTS. The Committee is authorized to grant Stock Appreciation Rights to Participants on the following terms and conditions:

(a) RIGHT TO PAYMENT. Upon the exercise of a SAR, the Participant has the right to receive, for each Share with respect to which the SAR is being exercised, the excess, if any, of:

(1) The Fair Market Value of one Share on the date of exercise; over

(2) The base price of the SAR as determined by the Committee and set forth in the Award Certificate, which shall not be less than the Fair Market Value of one Share on the Grant Date.

(b) PROHIBITION ON REPRICING. Except as otherwise provided in Article 14, without the prior approval of stockholders of the Company: (i) the base price of a SAR may not be reduced, directly or indirectly, (ii) a SAR may not be cancelled or surrendered in exchange for Options, SARs or other Awards with an exercise or base price that is less than the base price of the original SAR, (iii) a SAR may not be cancelled or surrendered in exchange for other Awards if the current Fair Market Value of the Shares underlying the SAR is lower than the base price per share of the SAR, and (iv) a SAR may not be cancelled or surrendered for value (in cash or otherwise) from a Participant if the current Fair Market Value of the Shares underlying the SAR is lower than the base price per share of the SAR.

(c) TIME AND CONDITIONS OF EXERCISE. The Committee shall determine the time or times at which a SAR may be exercised in whole or in part, subject to Section 13.6. Except for SARs granted to Participants outside the United States, no SAR shall be exercisable for more than ten years from the Grant Date.

(d) NO DEFERRAL FEATURE. No SAR shall provide for any feature for the deferral of compensation other than the deferral of recognition of income until the exercise or disposition of the SAR.

(e) NO DIVIDEND EQUIVALENTS. No SAR shall provide for Dividend Equivalents.

ARTICLE 9 RESTRICTED STOCK AND STOCK UNITS

9.1. GRANT OF RESTRICTED STOCK AND STOCK UNITS. The Committee is authorized to make Awards of Restricted Stock, Restricted Stock Units or Deferred Stock Units to Participants in such amounts and subject to such terms and conditions as may be selected by the Committee. An Award of Restricted Stock, Restricted Stock Units or Deferred Stock Units shall be evidenced by an Award Certificate setting forth the terms, conditions, and restrictions applicable to the Award.

9.2. ISSUANCE AND RESTRICTIONS. Restricted Stock, Restricted Stock Units or Deferred Stock Units shall be subject to such restrictions on transferability and other restrictions as the Committee may impose (including, for example, limitations on the right to vote Restricted Stock or the right to receive dividends on the Restricted Stock). These restrictions may lapse separately or in combination at such times, under such circumstances, in such installments, upon the satisfaction of performance goals or otherwise, as the Committee determines at the time of the grant of the Award or thereafter, subject to Section 13.6. Except as otherwise provided in an Award Certificate or any special

Plan document governing an Award, a Participant shall have none of the rights of a stockholder with respect to Restricted Stock Units or Deferred Stock Units until such time as Shares of Stock are paid in settlement of such Awards.

9.3 DIVIDENDS ON RESTRICTED STOCK. In the case of Restricted Stock, the Committee may provide that ordinary cash dividends declared on the Shares before they are vested (i) will be forfeited, (ii) will be deemed to have been reinvested in additional Shares or otherwise reinvested (subject to Share availability under Section 5.1 hereof) and subject to the same vesting provisions as provided for the host Award, or (iii) will be credited by the Company to an account for the Participant and accumulated without interest until the date on which the host Award becomes vested, and any dividends accrued with respect to forfeited Restricted Stock will be reconveyed to the Company without further consideration or any act or action by the Participant. In no event shall dividends be paid or distributed until the vesting restrictions of the underlying Award lapse.

9.4. FORFEITURE. Subject to the terms of the Award Certificate and except as otherwise determined by the Committee at the time of the grant of the Award or thereafter, upon termination of Continuous Service during the applicable restriction period or upon failure to satisfy a performance goal during the applicable restriction period, Restricted Stock or Restricted Stock Units that are at that time subject to restrictions shall be forfeited.

9.5. DELIVERY OF RESTRICTED STOCK. Shares of Restricted Stock shall be delivered to the Participant at the Grant Date either by book-entry registration or by delivering to the Participant, or a custodian or escrow agent (including, without limitation, the Company or one or more of its employees) designated by the Committee, a stock certificate or certificates registered in the name of the Participant. If physical certificates representing shares of Restricted Stock are registered in the name of the Participant, such certificates must bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock.

ARTICLE 10 PERFORMANCE AWARDS

10.1. GRANT OF PERFORMANCE AWARDS. The Committee is authorized to grant any Award under this Plan, including cash-based Awards, with performance-based vesting criteria, on such terms and conditions as may be selected by the Committee. Any such Awards with performance-based vesting criteria are referred to herein as Performance Awards. The Committee shall have the complete discretion to determine the number of Performance Awards granted to each Participant and to designate the provisions of such Performance Awards as provided in Section 4.3. Any Dividend Equivalents granted with respect to a Performance Award shall be subject to Section 11.1.

10.2. PERFORMANCE GOALS. The Committee may establish performance goals for Performance Awards which may be based on any criteria selected by the Committee. Such performance goals may be described in terms of Company-wide objectives or in terms of objectives that relate to the performance of the Participant, an Affiliate or a division, region, department or function within the Company or an Affiliate. If the Committee determines that a change in the business, operations, corporate structure or capital structure of the Company or the manner in which the Company or an Affiliate conducts its business, or other events or circumstances render performance goals to be unsuitable, the Committee may modify such performance goals in whole or in part, as the Committee deems appropriate. If a Participant is promoted, demoted or transferred to a different business unit or function during a performance period, the Committee may determine that the performance goals or performance period are no longer appropriate and may (i) adjust, change or eliminate the performance goals or the applicable performance period as it deems appropriate to make such goals and period comparable to the initial goals and period, or (ii) make a cash payment to the participant in an amount determined by the Committee.

ARTICLE 11 DIVIDEND EQUIVALENTS

11.1. GRANT OF DIVIDEND EQUIVALENTS. The Committee is authorized to grant Dividend Equivalents with respect to Full-Value Awards granted hereunder, subject to such terms and conditions as may be selected by the Committee. Dividend Equivalents shall entitle the Participant to receive payments equal to ordinary cash dividends with respect to all or a portion of the number of Shares subject to a Full-Value Award, as determined by the Committee. The Committee may provide that Dividend Equivalents (i) will be deemed to have been reinvested in additional Shares or otherwise reinvested (subject to Share availability under Section 5.1 hereof) and subject to the same vesting provisions as provided for the host Award, or (ii) will be credited by the Company to an account for the Participant and accumulated without interest until the date on which the host Award becomes vested, and, in either case, any Dividend Equivalents accrued with respect to forfeited Awards will be reconveyed to the Company without further consideration or any act or action by the Participant. In no event shall dividends be paid or distributed until the vesting restrictions of the underlying Award lapse.

ARTICLE 12 STOCK OR OTHER STOCK-BASED AWARDS

12.1. GRANT OF STOCK OR OTHER STOCK-BASED AWARDS. The Committee is authorized, subject to limitations under applicable law, to grant to Participants such other Awards that are payable in, valued in whole or in part by reference to, or otherwise based on or related to Shares, as deemed by the Committee to be consistent with the purposes of the Plan, including without limitation (but subject to Section 13.6) Shares awarded purely as a “bonus” and not subject to any restrictions or conditions, convertible or exchangeable debt securities, other rights convertible or exchangeable into Shares, and Awards valued by reference to book value per Share (or net asset value per Share) or the value of securities of or the performance of specified Parents or Subsidiaries. The Committee shall determine the terms and conditions of such Awards. Any Dividend Equivalents granted with respect to an Award under this Section 12.1 shall be subject to Section 11.1.

ARTICLE 13 PROVISIONS APPLICABLE TO AWARDS

13.1. AWARD CERTIFICATES. Each Award shall be evidenced by an Award Certificate. Each Award Certificate shall include such provisions, not inconsistent with the Plan, as may be specified by the Committee.

13.2. FORM OF PAYMENT FOR AWARDS. At the discretion of the Committee, payment of Awards may be made in cash, Stock, a combination of cash and Stock, or any other form of property as the Committee shall determine. In addition, payment of Awards may include such terms, conditions, restrictions and/or limitations, if any, as the Committee deems appropriate, including, in the case of Awards paid in the form of Stock, restrictions on transfer and forfeiture provisions. Further, payment of Awards may be made in the form of a lump sum, or in installments, as determined by the Committee.

13.3. LIMITS ON TRANSFER. No right or interest of a Participant in any unexercised or restricted Award may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or an Affiliate, or shall be subject to any lien, obligation, or liability of such Participant to any other party other than the Company or an Affiliate. No unexercised or restricted Award shall be assignable or transferable by a Participant other than by will or the laws of descent and distribution; provided, however, that the Committee may (but need not) permit other transfers (other than transfers for value) where the Committee concludes that such transferability (i) does not result in accelerated taxation, (ii) does not cause

any Option intended to be an Incentive Stock Option to fail to be described in Code Section 422(b), and (iii) is otherwise appropriate and desirable, taking into account any factors deemed relevant, including without limitation, state or federal tax or securities laws applicable to transferable Awards.

13.4. BENEFICIARIES. Notwithstanding Section 13.3, a Participant may, in the manner determined by the Committee, designate a beneficiary to exercise the rights of the Participant and to receive any distribution with respect to any Award upon the Participant's death. A beneficiary, legal guardian, legal representative, or other person claiming any rights under the Plan is subject to all terms and conditions of the Plan and any Award Certificate applicable to the Participant, except to the extent the Plan and Award Certificate otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Committee. If no beneficiary has been designated or survives the Participant, any payment due to the Participant shall be made to the Participant's estate. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant, in the manner provided by the Company, at any time provided the change or revocation is filed with the Company.

13.5. STOCK TRADING RESTRICTIONS. All Stock issuable under the Plan is subject to any stop-transfer orders and other restrictions as the Committee deems necessary or advisable to comply with federal or state securities laws, rules and regulations and the rules of any Exchange or automated quotation system on which the Stock is listed, quoted, or traded. The Committee may place legends on any Stock certificate or issue instructions to the transfer agent to reference restrictions applicable to the Stock.

13.6. MINIMUM VESTING REQUIREMENTS. Notwithstanding any other provision of the Plan to the contrary, equity-based Awards granted under the Plan shall vest no earlier than the first anniversary of the date the Award is granted; provided, that the following Awards shall not be subject to the foregoing minimum vesting requirement: any (i) substitute Awards granted pursuant to Section 13.11, (ii) Shares delivered in lieu of fully-vested cash Awards, (iii) Awards to Non-Employee Directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is approximately one year after the immediately preceding year's annual meeting, and (iv) any additional Awards the Committee may grant, up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the Plan pursuant to Section 5.1 (subject to adjustment under Section 14.1); and, provided, further, that the foregoing restriction does not apply to accelerated exercisability or vesting of any Award in cases of death, Disability or a Change in Control.

13.7. ACCELERATION UPON DEATH OR DISABILITY. Except as otherwise provided in the Award Certificate or any special Plan document governing an Award, upon the termination of a person's Continuous Service by reason of death or Disability:

(i) each of that Participant's outstanding Options and SARs, or the portions of such outstanding Options and SARs, as applicable, that are solely subject to time-based vesting requirements shall become vested and fully exercisable as of the date of termination;

(ii) each of that Participant's other outstanding Awards, or the portions of such other outstanding Awards, as applicable, that are solely subject to time-based vesting restrictions shall become vested, and such restrictions shall lapse as of the date of termination; and

(iii) each of that Participant's outstanding Options, SARs and other Awards, or the portions of such outstanding Options, SARs and other Awards, as applicable, that are solely subject to performance-vesting requirements or restrictions (the "Performance-Vesting Awards") shall be prorated by multiplying the number of shares or units underlying such Performance-Vesting Award by a fraction, the numerator of which is the number of days elapsed from the commencement of the applicable performance period through the date of

termination, and the denominator of which is the number of days in such performance period (each a "Prorated Portion"). The Prorated Portion shall not expire on account of the Participant's termination and shall remain eligible to vest based upon actual performance over the applicable performance period, as provided in the Award Certificate or other special Plan document governing the Award. The remainder of each Performance-Vesting Award (the non-Prorated Portion) shall be forfeited and canceled as of the date of termination.

To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Code Section 422(d), the excess Options shall be deemed to be Nonstatutory Stock Options.

13.8. EFFECT OF A CHANGE IN CONTROL. The provisions of this Section 13.8 shall apply in the case of a Change in Control, unless otherwise provided in the Award Certificate or any special Plan document or separate agreement with a Participant governing an Award.

(a) Awards Assumed or Substituted by Surviving Entity. With respect to Awards assumed by the Surviving Entity or otherwise equitably converted or substituted in connection with a Change in Control: if within two years after the effective date of the Change in Control, a Participant's employment is terminated without Cause or the Participant resigns for Good Reason, then (i) all of that Participant's outstanding Options, SARs and other Awards in the nature of rights that may be exercised shall become fully exercisable, (ii) all time-based vesting restrictions on his or her outstanding Awards shall lapse, and (iii) the payout level under all of that Participant's performance-based Awards that were outstanding immediately prior to effective time of the Change in Control shall be determined and deemed to have been earned as of the date of termination based upon (A) an assumed achievement of all relevant performance goals at the "target" level if the date of termination occurs during the first half of the applicable performance period, or (B) the actual level of achievement of all relevant performance goals against target (measured as of the end of the calendar quarter immediately preceding the date of termination), if the date of termination occurs during the second half of the applicable performance period, and, in either such case, there shall be a prorata payout to such Participant within sixty (60) days following the date of termination of employment (unless a later date is required by Section 17.3 hereof), based upon the length of time within the performance period that has elapsed prior to the date of termination of employment. With regard to each Award, a Participant shall not be considered to have resigned for Good Reason unless either (i) the Award Certificate includes such provision or (ii) the Participant is party to an employment, severance or similar agreement with the Company or an Affiliate that includes provisions in which the Participant is permitted to resign for Good Reason. Any Awards shall thereafter continue or lapse in accordance with the other provisions of the Plan and the Award Certificate. To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Code Section 422(d), the excess Options shall be deemed to be Nonstatutory Stock Options.

(b) Awards not Assumed or Substituted by Surviving Entity. Upon the occurrence of a Change in Control, and except with respect to any Awards assumed by the Surviving Entity or otherwise equitably converted or substituted in connection with the Change in Control in a manner approved by the Committee or the Board: (i) outstanding Options, SARs, and other Awards in the nature of rights that may be exercised shall become fully exercisable, (ii) time-based vesting restrictions on outstanding Awards shall lapse, and (iii) the target payout opportunities attainable under outstanding performance-based Awards shall be deemed to have been fully earned as of the effective date of the Change in Control based upon (A) an assumed achievement of all relevant performance goals at the "target" level if the Change in Control occurs during the first half of the applicable performance period, or (B) the actual level of achievement of all relevant performance goals against target measured as of the date of the

Change in Control, if the Change in Control occurs during the second half of the applicable performance period, and, in either such case, subject to Section 16.3, there shall be a prorata payout to Participants within sixty (60) days following the Change in Control (unless a later date is required by Section 16.3 hereof), based upon the length of time within the performance period that has elapsed prior to the Change in Control. Any Awards shall thereafter continue or lapse in accordance with the other provisions of the Plan and the Award Certificate. To the extent that this provision causes Incentive Stock Options to exceed the dollar limitation set forth in Code Section 422(d), the excess Options shall be deemed to be Nonstatutory Stock Options.

13.9. DISCRETION TO ACCELERATE AWARDS. Regardless of whether an event has occurred as described in Section 13.7 or 13.8 above, but subject to Section 13.6, the Committee may in its sole discretion at any time determine that all or a portion of a Participant's Options, SARs, and other Awards in the nature of rights that may be exercised shall become fully or partially exercisable, that all or a part of the time-based vesting restrictions on all or a portion of the outstanding Awards shall lapse, and/or that any performance-based criteria with respect to any Awards shall be deemed to be wholly or partially satisfied, in each case, as of such date as the Committee may, in its sole discretion, declare. The Committee may discriminate among Participants and among Awards granted to a Participant in exercising its discretion pursuant to this Section 13.9.

13.10. FORFEITURE EVENTS. Awards under the Plan shall be subject to any compensation recoupment policy that the Company may adopt from time to time that is applicable by its terms to the Participant. In addition, the Committee may specify in an Award Certificate that the Participant's rights, payments and benefits with respect to an Award shall be subject to reduction, cancellation, forfeiture or recoupment upon the occurrence of certain specified events, in addition to any otherwise applicable vesting or performance conditions of an Award. Such events may include, but shall not be limited to, (i) termination of employment for cause, (ii) violation of material Company or Affiliate policies, (iii) breach of noncompetition, confidentiality or other restrictive covenants that may apply to the Participant, (iv) other conduct by the Participant that is detrimental to the business or reputation of the Company or any Affiliate, or (v) a later determination that the vesting of, or amount realized from, a Performance Award was based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria, whether or not the Participant caused or contributed to such material inaccuracy. Nothing contained herein or in any Award Certificate prohibits the Participant from: (1) reporting possible violations of federal law or regulations, including any possible securities laws violations, to any governmental agency or entity; (2) making any other disclosures that are protected under the whistleblower provisions of federal law or regulations; or (3) otherwise fully participating in any federal whistleblower programs, including but not limited to any such programs managed by the U.S. Securities and Exchange.

13.11. SUBSTITUTE AWARDS. The Committee may grant Awards under the Plan in substitution for stock and stock-based awards held by employees of another entity who become employees of the Company or an Affiliate as a result of a merger or consolidation of the former employing entity with the Company or an Affiliate or the acquisition by the Company or an Affiliate of property or stock of the former employing corporation. The Committee may direct that the substitute awards be granted on such terms and conditions as the Committee considers appropriate in the circumstances.

ARTICLE 14

CHANGES IN CAPITAL STRUCTURE

14.1. MANDATORY ADJUSTMENTS. In the event of a nonreciprocal transaction between the Company and its stockholders that causes the per-share value of the Stock to change (including,

without limitation, any stock dividend, stock split, spin-off, rights offering, or large nonrecurring cash dividend), the authorization limits under Section 5.1 and Section 5.4 shall be adjusted proportionately, and the Committee shall make such adjustments to the Plan and Awards as it deems necessary, in its sole discretion, to prevent dilution or enlargement of rights immediately resulting from such transaction. Action by the Committee may include: (i) adjustment of the number and kind of shares that may be delivered under the Plan; (ii) adjustment of the number and kind of shares subject to outstanding Awards; (iii) adjustment of the exercise price of outstanding Awards or the measure to be used to determine the amount of the benefit payable on an Award; and (iv) any other adjustments that the Committee determines to be equitable. Notwithstanding the foregoing, the Committee shall not make any adjustments to outstanding Options or SARs that would constitute a modification or substitution of the stock right under Treas. Reg. Section 1.409A-1(b)(5)(v) that would be treated as the grant of a new stock right or change in the form of payment for purposes of Code Section 409A. Without limiting the foregoing, in the event of a subdivision of the outstanding Stock (stock-split), a declaration of a dividend payable in Shares, or a combination or consolidation of the outstanding Stock into a lesser number of Shares, the authorization limits under Section 5.1 and Section 5.4 shall automatically be adjusted proportionately, and the Shares then subject to each Award shall automatically, without the necessity for any additional action by the Committee, be adjusted proportionately without any change in the aggregate purchase price therefor.

14.2 **DISCRETIONARY ADJUSTMENTS.** Upon the occurrence or in anticipation of any corporate event or transaction involving the Company (including, without limitation, any merger, reorganization, recapitalization, combination or exchange of shares, or any transaction described in Section 14.1), the Committee may, in its sole discretion, provide (i) that Awards will be settled in cash rather than Stock, (ii) that Awards will become immediately vested and non-forfeitable and exercisable (in whole or in part) and will expire after a designated period of time to the extent not then exercised, (iii) that Awards will be assumed by another party to a transaction or otherwise be equitably converted or substituted in connection with such transaction, (iv) that outstanding Awards may be settled by payment in cash or cash equivalents equal to the excess of the fair market value of the underlying Stock, as of a specified date associated with the transaction (or the per-shares transaction price), over the exercise or base price of the Award, (v) that performance targets and performance periods for Performance Awards will be modified, or (vi) any combination of the foregoing. The Committee's determination need not be uniform and may be different for different Participants whether or not such Participants are similarly situated.

14.3 **GENERAL.** Any discretionary adjustments made pursuant to this Article 14 shall be subject to the provisions of Section 14.2. To the extent that any adjustments made pursuant to this Article 14 cause Incentive Stock Options to cease to qualify as Incentive Stock Options, such Options shall be deemed to be Nonstatutory Stock Options.

ARTICLE 15 AMENDMENT, MODIFICATION AND TERMINATION

15.1. **AMENDMENT, MODIFICATION AND TERMINATION.** The Board or the Committee may, at any time and from time to time, amend, modify or terminate the Plan without stockholder approval; provided, however, that if an amendment to the Plan would, in the reasonable opinion of the Board or the Committee, either (i) materially increase the number of Shares available under the Plan (other than pursuant to Article 14), (ii) expand the types of awards under the Plan, (iii) materially expand the class of participants eligible to participate in the Plan, (iv) materially extend the term of the Plan, or (v) otherwise constitute a material change requiring stockholder approval under applicable laws, policies or regulations or the applicable listing or other requirements of an Exchange, then such amendment shall be subject to stockholder approval; and provided, further, that the Board or Committee may condition any other amendment or modification on the approval of stockholders of the

Company for any reason, including by reason of such approval being necessary or deemed advisable (i) to comply with the listing or other requirements of an Exchange, or (ii) to satisfy any other tax, securities or other applicable laws, policies or regulations. Except as otherwise provided in Section 14.1, without the prior approval of the stockholders of the Company, the Plan may not be amended to permit: (i) the exercise price or base price of an Option or SAR to be reduced, directly or indirectly, (ii) an Option or SAR to be cancelled in exchange for cash, other Awards, or Options or SARs with an exercise or base price that is less than the exercise price or base price of the original Option or SAR, or otherwise, or (iii) the Company to repurchase an Option or SAR for value (in cash or otherwise) from a Participant if the current Fair Market Value of the Shares underlying the Option or SAR is lower than the exercise price or base price per share of the Option or SAR.

15.2. AWARDS PREVIOUSLY GRANTED. At any time and from time to time, the Committee may amend, modify or terminate any outstanding Award without approval of the Participant; provided, however:

(a) Subject to the terms of the applicable Award Certificate, such amendment, modification or termination shall not, without the Participant's consent, reduce or diminish the value of such Award determined as if the Award had been exercised, vested, cashed in or otherwise settled on the date of such amendment or termination (with the per-share value of an Option or SAR for this purpose being calculated as the excess, if any, of the Fair Market Value as of the date of such amendment or termination over the exercise or base price of such Award);

(b) Except as otherwise provided in Article 14, without the prior approval of the stockholders of the Company: (i) the exercise price or base price of an Option or SAR may not be reduced, directly or indirectly, (ii) an Option or SAR may not be cancelled in exchange for Options, SARs or other Awards with an exercise or base price that is less than the exercise price or base price of the original Option or SAR, or otherwise, and (iii) the Company may not repurchase an Option or SAR for value (in cash or otherwise) from a Participant if the current Fair Market Value of the Shares underlying the Option or SAR is lower than the exercise price or base price per share of the Option or SAR; and

(c) No termination, amendment, or modification of the Plan shall adversely affect any Award previously granted under the Plan, without the written consent of the Participant affected thereby. An outstanding Award shall not be deemed to be "adversely affected" by a Plan amendment if such amendment would not reduce or diminish the value of such Award determined as if the Award had been exercised, vested, cashed in or otherwise settled on the date of such amendment (with the per-share value of an Option or SAR for this purpose being calculated as the excess, if any, of the Fair Market Value as of the date of such amendment over the exercise or base price of such Award).

15.3. COMPLIANCE AMENDMENTS. Notwithstanding anything in the Plan or in any Award Certificate to the contrary, the Board may amend the Plan or an Award Certificate, to take effect retroactively or otherwise, as deemed necessary or advisable for the purpose of conforming the Plan or Award Certificate to any present or future law relating to plans of this or similar nature (including, but not limited to, Section 409A of the Code), and to the administrative regulations and rulings promulgated thereunder. By accepting an Award under this Plan, a Participant agrees to any amendment made pursuant to this Section 15.3 to any Award granted under the Plan without further consideration or action.

ARTICLE 16 GENERAL PROVISIONS

16.1. RIGHTS OF PARTICIPANTS.

(a) No Participant or any Eligible Participant shall have any claim to be granted any Award under the Plan. Neither the Company, its Affiliates nor the Committee is obligated to treat Participants or Eligible Participants uniformly, and determinations made under the Plan may be made by the Committee selectively among Eligible Participants who receive, or are eligible to receive, Awards (whether or not such Eligible Participants are similarly situated).

(b) Nothing in the Plan, any Award Certificate or any other document or statement made with respect to the Plan, shall interfere with or limit in any way the right of the Company or any Affiliate to terminate any Participant's employment or status as an officer, or any Participant's service as a director, at any time, nor confer upon any Participant any right to continue as an employee, officer, or director of the Company or any Affiliate, whether for the duration of a Participant's Award or otherwise.

(c) Neither an Award nor any benefits arising under this Plan shall constitute an employment contract with the Company or any Affiliate and, accordingly, subject to Article 15, this Plan and the benefits hereunder may be terminated at any time in the sole and exclusive discretion of the Committee without giving rise to any liability on the part of the Company or any of its Affiliates.

(d) No Award gives a Participant any of the rights of a stockholder of the Company unless and until Shares are in fact issued to such person in connection with such Award.

16.2. WITHHOLDING. The Company or any Affiliate shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company or such Affiliate, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Participant's FICA obligation) required by law to be withheld with respect to any exercise, lapse of restriction or other taxable event arising as a result of the Plan. The obligations of the Company under the Plan will be conditioned on such payment or arrangements, and the Company or such Affiliate will, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the Participant. Unless otherwise determined by the Committee at the time the Award is granted or thereafter, any such withholding requirement may be satisfied, in whole or in part, by withholding from the Award Shares having a Fair Market Value on the date of withholding equal to the amount required to be withheld in accordance with applicable tax requirements, all in accordance with such procedures as the Committee approves (which procedures may permit withholding up to the maximum individual statutory rate in the applicable jurisdiction as may be permitted under then-current accounting principles to qualify for equity classification). All such elections shall be subject to any restrictions or limitations that the Committee, in its sole discretion, deems appropriate.

16.3. SPECIAL PROVISIONS RELATED TO SECTION 409A OF THE CODE.

(a) General. It is intended that the payments and benefits provided under the Plan and any Award shall either be exempt from the application of, or comply with, the requirements of Section 409A of the Code. The Plan and all Award Certificates shall be construed in a manner that effects such intent. Nevertheless, the tax treatment of the benefits provided under the Plan or any Award is not warranted or guaranteed. Neither the Company, its Affiliates nor their respective directors, officers, employees or advisers (other than in his or her capacity as a Participant) shall be held liable for any taxes, interest, penalties or other monetary amounts owed by any Participant or other taxpayer as a result of the Plan or any Award.

(b) Definitional Restrictions. Notwithstanding anything in the Plan or in any Award Certificate to the contrary, to the extent that any amount or benefit that would constitute non-exempt “deferred compensation” for purposes of Section 409A of the Code (“Non-Exempt Deferred Compensation”) would otherwise be payable or distributable, or a different form of payment (e.g., lump sum or installment) of such Non-Exempt Deferred Compensation would be effected, under the Plan or any Award Certificate by reason of the occurrence of a Change in Control, or the Participant’s Disability or separation from service, such Non-Exempt Deferred Compensation will not be payable or distributable to the Participant, and/or such different form of payment will not be effected, by reason of such circumstance unless the circumstances giving rise to such Change in Control, Disability or separation from service meet any description or definition of “change in control event”, “disability” or “separation from service”, as the case may be, in Section 409A of the Code and applicable regulations (without giving effect to any elective provisions that may be available under such definition). This provision does not affect the dollar amount or prohibit the *vesting* of any Award upon a Change in Control, Disability or separation from service, however defined. If this provision prevents the payment or distribution of any amount or benefit, or the application of a different form of payment of any amount or benefit, such payment or distribution shall be made at the time and in the form that would have applied absent the non-409A-conforming event.

(c) Allocation among Possible Exemptions. If any one or more Awards granted under the Plan to a Participant could qualify for any separation pay exemption described in Treas. Reg. Section 1.409A-1(b)(9), but such Awards in the aggregate exceed the dollar limit permitted for the separation pay exemptions, the Company (acting through the CEO or the Committee, in the case of executive officers and directors, or the Head of Human Resources, in the case of Participants other than executive officers and directors) shall determine which Awards or portions thereof will be subject to such exemptions.

(d) Six-Month Delay in Certain Circumstances. Notwithstanding anything in the Plan or in any Award Certificate to the contrary, if any amount or benefit that would constitute Non-Exempt Deferred Compensation would otherwise be payable or distributable under this Plan or any Award Certificate by reason of a Participant’s separation from service during a period in which the Participant is a Specified Employee, then, subject to any permissible acceleration of payment by the Committee under Treas. Reg. Section 1.409A-3(j)(4)(ii) (domestic relations order), (j)(4)(iii) (conflicts of interest), or (j)(4)(vi) (payment of employment taxes):

(i) the amount of such Non-Exempt Deferred Compensation that would otherwise be payable during the six-month period immediately following the Participant’s separation from service will be accumulated through and paid or provided on the first day of the seventh month following the Participant’s separation from service (or, if the Participant dies during such period, within 30 days after the Participant’s death) (in either case, the “Required Delay Period”); and

(ii) the normal payment or distribution schedule for any remaining payments or distributions will resume at the end of the Required Delay Period.

(e) Installment Payments. If, pursuant to an Award, a Participant is entitled to a series of installment payments, such Participant’s right to the series of installment payments shall be treated as a right to a series of separate payments and not to a single payment. For purposes of the preceding sentence, the term “series of installment payments” has the meaning provided in Treas. Reg. Section 1.409A-2(b)(2)(iii) (or any successor thereto).

(f) Timing of Release of Claims. Whenever an Award conditions a payment or benefit on the Participant's execution and non-revocation of a release of claims, such release must be executed and all revocation periods shall have expired within 60 days after the date of termination of the Participant's employment; failing which such payment or benefit shall be forfeited. If such payment or benefit is exempt from Section 409A of the Code, the Company may elect to make or commence payment at any time during such 60-day period. If such payment or benefit constitutes Non-Exempt Deferred Compensation, then, subject to subsection (d) above, (i) if such 60-day period begins and ends in a single calendar year, the Company may make or commence payment at any time during such period at its discretion, and (ii) if such 60-day period begins in one calendar year and ends in the next calendar year, the payment shall be made or commence during the second such calendar year (or any later date specified for such payment under the applicable Award), even if such signing and non-revocation of the release occur during the first such calendar year included within such 60-day period. In other words, a Participant is not permitted to influence the calendar year of payment based on the timing of signing the release.

(g) Permitted Acceleration. The Company shall have the sole authority to make any accelerated distribution permissible under Treas. Reg. Section 1.409A-3(j)(4) to Participants of deferred amounts, provided that such distribution(s) meets the requirements of Treas. Reg. Section 1.409A-3(j)(4).

16.4. UNFUNDED STATUS OF AWARDS. The Plan is intended to be an "unfunded" plan for incentive and deferred compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Award Certificate shall give the Participant any rights that are greater than those of a general creditor of the Company or any Affiliate. In its sole discretion, the Committee may authorize the creation of grantor trusts or other arrangements to meet the obligations created under the Plan to deliver Shares or payments in lieu of Shares or with respect to Awards. This Plan is not intended to be subject to ERISA.

16.5. RELATIONSHIP TO OTHER BENEFITS. No payment under the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or benefit plan of the Company or any Affiliate unless provided otherwise in such other plan. Nothing contained in the Plan will prevent the Company from adopting other or additional compensation arrangements, subject to stockholder approval if such approval is required; and such arrangements may be either generally applicable or applicable only in specific cases.

16.6. EXPENSES. The expenses of administering the Plan shall be borne by the Company and its Affiliates.

16.7. TITLES AND HEADINGS. The titles and headings of the Sections in the Plan are for convenience of reference only, and in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control.

16.8. GENDER AND NUMBER. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

16.9. FRACTIONAL SHARES. No fractional Shares shall be issued and the Committee shall determine, in its discretion, whether cash shall be given in lieu of fractional Shares or whether such fractional Shares shall be eliminated by rounding up or down.

16.10. GOVERNMENT AND OTHER REGULATIONS.

(a) Notwithstanding any other provision of the Plan, no Participant who acquires Shares pursuant to the Plan may, during any period of time that such Participant is an affiliate of the Company (within the meaning of the rules and regulations of the Securities and Exchange Commission under the 1933 Act), sell such Shares, unless such offer and sale is made (i) pursuant to an effective registration statement under the 1933 Act, which is current and includes the Shares to be sold, or (ii) pursuant to an appropriate exemption from the registration requirement of the 1933 Act, such as that set forth in Rule 144 promulgated under the 1933 Act.

(b) Notwithstanding any other provision of the Plan, if at any time the Committee shall determine that the registration, listing or qualification of the Shares covered by an Award upon any Exchange or under any foreign, federal, state or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition of, or in connection with, the granting of such Award or the purchase or receipt of Shares thereunder, no Shares may be purchased, delivered or received pursuant to such Award unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any condition not acceptable to the Committee. Any Participant receiving or purchasing Shares pursuant to an Award shall make such representations and agreements and furnish such information as the Committee may request to assure compliance with the foregoing or any other applicable legal requirements. The Company shall not be required to issue or deliver any certificate or certificates for Shares under the Plan prior to the Committee's determination that all related requirements have been fulfilled. The Company shall in no event be obligated to register any securities pursuant to the 1933 Act or applicable state or foreign law or to take any other action in order to cause the issuance and delivery of such certificates to comply with any such law, regulation or requirement.

16.11. GOVERNING LAW. To the extent not governed by federal law, the Plan and all Award Certificates shall be construed in accordance with and governed by the laws of the State of Delaware.

16.12. SEVERABILITY. In the event that any provision of this Plan is found to be invalid or otherwise unenforceable under any applicable law, such invalidity or unenforceability will not be construed as rendering any other provisions contained herein as invalid or unenforceable, and all such other provisions will be given full force and effect to the same extent as though the invalid or unenforceable provision was not contained herein.

16.13. NO LIMITATIONS ON RIGHTS OF COMPANY. The grant of any Award shall not in any way affect the right or power of the Company to make adjustments, reclassification or changes in its capital or business structure or to merge, consolidate, dissolve, liquidate, sell or transfer all or any part of its business or assets. The Plan shall not restrict the authority of the Company, for proper corporate purposes, to draft or assume awards, other than under the Plan, to or with respect to any person. If the Committee so directs, the Company may issue or transfer Shares to an Affiliate, for such lawful consideration as the Committee may specify, upon the condition or understanding that the Affiliate will transfer such Shares to a Participant in accordance with the terms of an Award granted to such Participant and specified by the Committee pursuant to the provisions of the Plan.

The foregoing is hereby acknowledged as being the CommScope Holding Company, Inc. Amended and Restated 2019 Long-Term Incentive Plan, which was amended and restated by the Board on February 16, 2022, contingent upon approval by the stockholders on May 6, 2022.

COMMSCOPE HOLDING COMPANY, INC.

By: Justin C. Choi

Its: Senior Vice President, Chief Legal Officer and Secretary



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