



First Quarter 2017 Results

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Caution Regarding Forward Looking Statements

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

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, our ability to integrate the BNS business on a timely and cost-effective manner; our reliance on TE Connectivity for transition services for the BNS business; our ability to realize expected growth opportunities and cost savings from the BNS business; our dependence on customers’ capital spending on data and communication systems; concentration of sales among a limited number of customers and channel partners; changes in technology; industry competition and the ability to retain customers through product innovation, introduction and marketing; risks associated with our sales through channel partners; changes to the regulatory environment in which our customers operate; product quality or performance issues and associated warranty claims; our ability to maintain effective management information systems and to successfully implement major systems initiatives; cyber-security incidents, including data security breaches or computer viruses; the risk our global manufacturing operations suffer production or shipping delays, causing difficulty in meeting customer demands; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing; risks associated with our dependence on a limited number of key suppliers for certain raw material and components; the risk that contract manufacturers we rely on encounter production, quality, financial or other difficulties; our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect our ability to meet customer demands for products; possible future restructuring actions; substantial indebtedness and maintaining compliance with debt covenants; our ability to incur additional indebtedness; our ability to generate cash to service our indebtedness; possible future impairment charges for fixed or intangible assets, including goodwill; income tax rate variability and ability to recover amounts recorded as deferred tax assets; our ability to recover value-added tax receivables; our ability to attract and retain qualified key employees; labor unrest; obligations under our defined benefit employee benefit plans may require plan contributions in excess of current estimates; significant international operations exposing us to economic, political and other risks, including the impact of variability in foreign exchange rates; our ability to comply with governmental anti-corruption laws and regulations and export and import controls worldwide; our ability to compete in international markets due to export and import controls to which we may be subject; changes in the laws and policies in the United States affecting trade; cost of protecting or defending intellectual property; costs and challenges of compliance with domestic and foreign environmental laws; and other factors beyond our control. These and other factors are discussed in greater detail in our 2016 Annual Report on Form 10-K. Although the information contained in this presentation represents our best judgment as of the date of this report based on information currently available and reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date made. We are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this report, except as otherwise may be required by law.

Non-GAAP Financial Measures

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

- First quarter 2017 highlights
- First quarter 2017 results
- Segment review
- Cash flow and capital structure
- Second quarter and full year 2017 outlook

Revenue down slightly YOY

- Double-digit U.S. growth
- EMEA growth
- Offset by declines in other regions

Gross Margin of 40%

- Up ~90 basis points YOY

Adjusted Operating Margin⁽¹⁾ of 19%

- Up ~60 basis points YOY

GAAP EPS of \$0.17

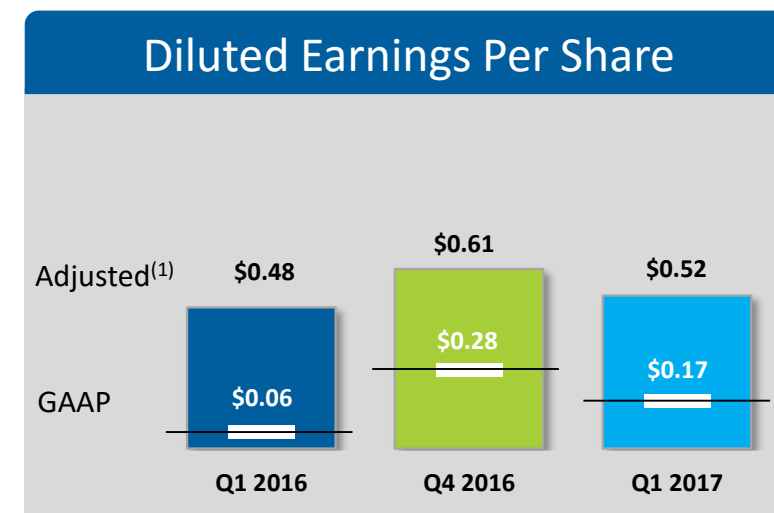
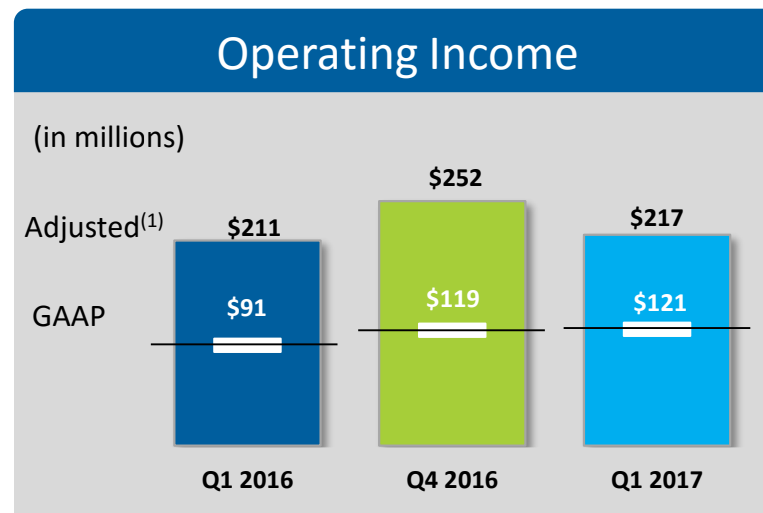
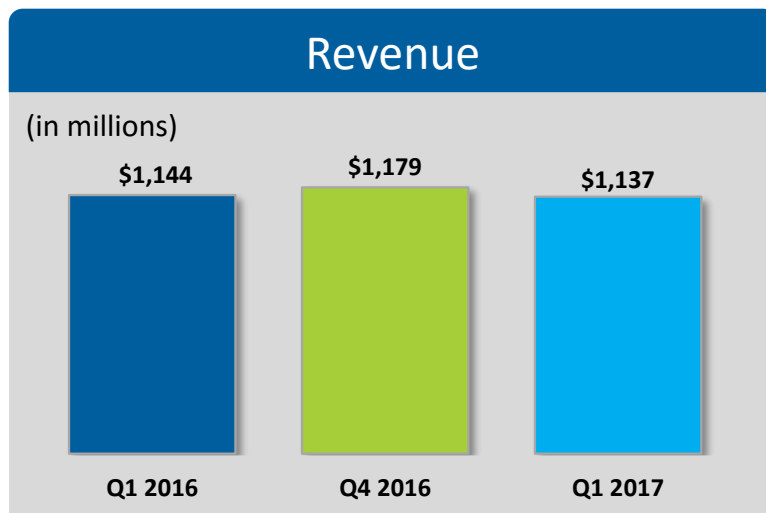
- More than doubled

Adjusted EPS⁽¹⁾ of \$0.52

- Up 8% YOY

(1) See appendix for reconciliation on non-GAAP adjusted measures.

U.S. revenue growth, cost reduction initiatives and favorable geographic mix drove bottom-line



SALES & ORDERS:

- Sales of \$1.14 billion, down slightly YOY and consistent with guidance
- Orders of \$1.12 billion
 - Book-to-bill ratio of 0.99
- Double-digit U.S. growth driven by Mobility and FTTX

OPERATING RESULTS:

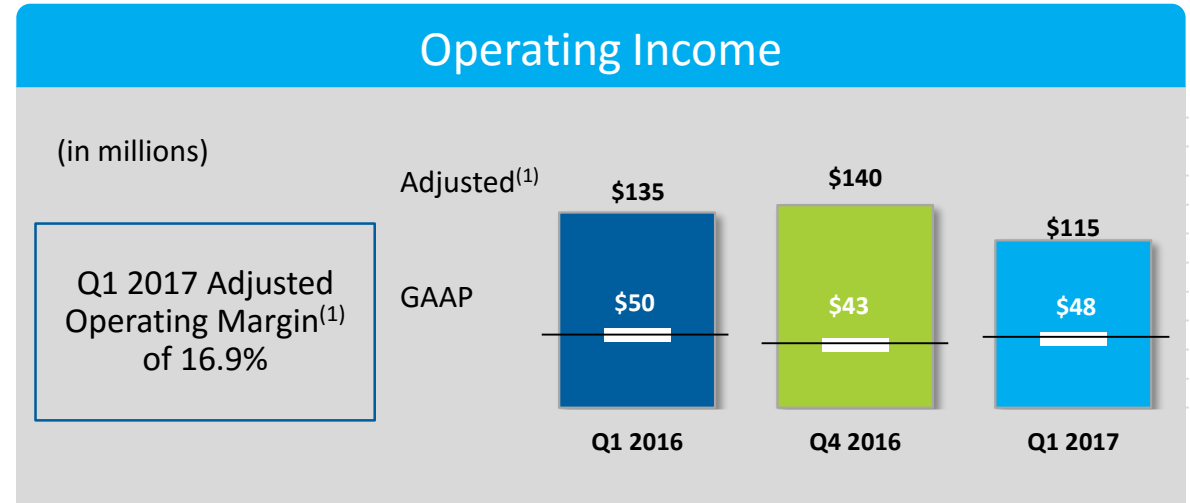
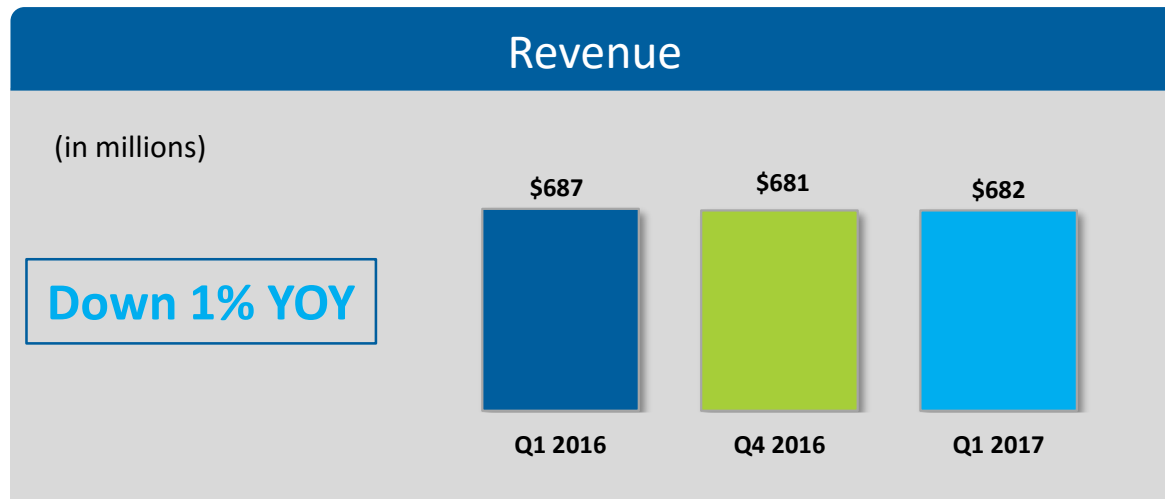
- Gross Margin of 40%
- GAAP Operating Income of \$121 million
- Adjusted Operating Income⁽¹⁾ increased 3% YOY to \$217 million, or 19% of sales

NET INCOME & EPS:

- GAAP Net Income of \$34 million, or \$0.17 per diluted share
- Adjusted Net Income⁽¹⁾ of \$103 million, or \$0.52, up 8% YOY, per diluted share

(1) See appendix for reconciliation of non-GAAP adjusted measures.

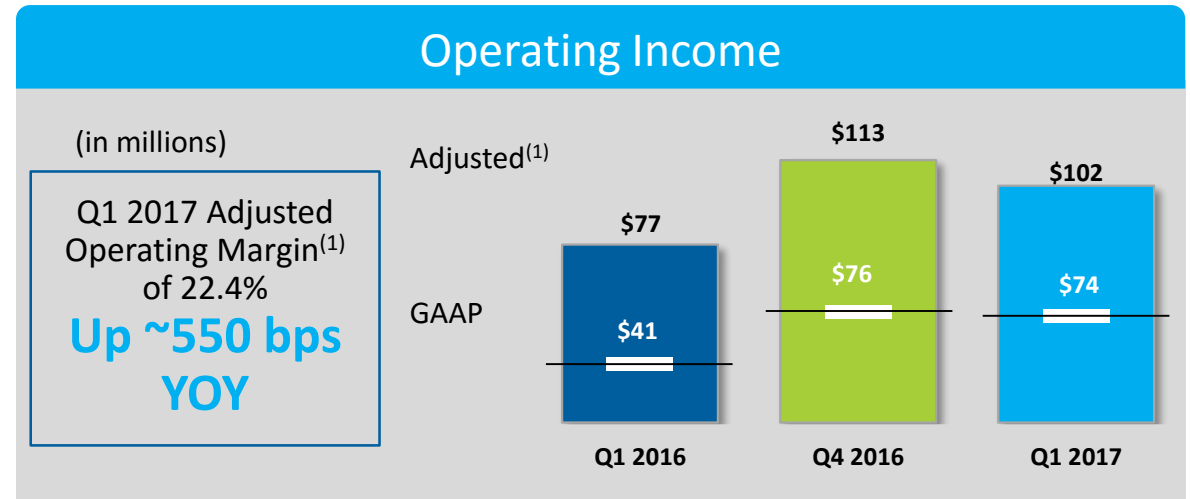
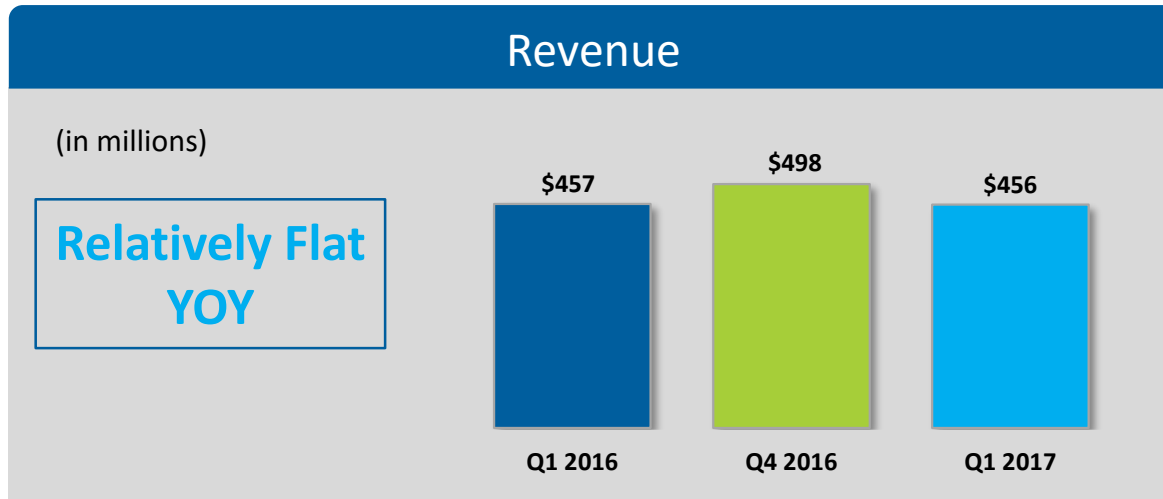
U.S. and EMEA FTTX growth offset by Indoor Network Solutions



Q1 YOY REVENUE GROWTH	U.S.	International	Total
CCS (~60% of COMM)	↑ low-single digits	↓ mid-single digits	↓ 1%
Outdoor Network Solutions (~45% of CCS)	↑ solid double digits	↓ mid-single digits	↑ double digits
Indoor Network Solutions (~55% of CCS)	↓ double digits	↓ low-single digits	↓ high-single digits

(1) See appendix for reconciliation of non-GAAP adjusted measures.

Double-digit NAR and single-digit EMEA growth offset by other regions



Q1 YOY REVENUE GROWTH	U.S.	International	Total
CMS (~40% of COMM)	↑ double digits	↓ double digits	↔ flat

(1) See appendix for reconciliation of non-GAAP adjusted measures.

Repurchased 1.6 million shares during March

Replaced \$750 million secured debt with longer tenor, unsecured debt

Cash Flow Highlights

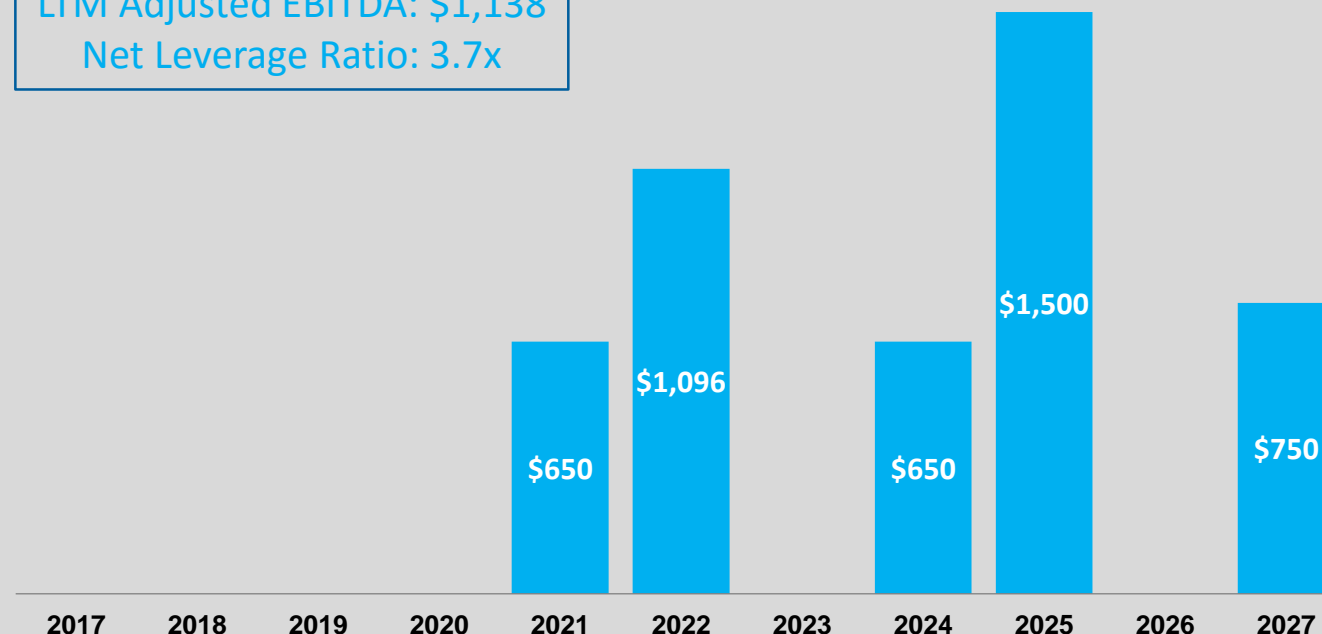
(in millions)	Q1 2016 ⁽¹⁾	Q1 2017
Cash flow from operations	\$ 119	\$ 103
Capital expenditures, net of capital expenditures related to BNS integration ⁽²⁾	(14)	(13)
Cash paid for transaction & integration costs	16	13
Adjusted free cash flow	\$ 121	\$ 103

Cash taxes paid	\$ 15	\$ 17
Cash interest paid	\$ 16	\$ 17

Major Debt Maturities as of March 31, 2017

(in millions, except ratio)

LTM Adjusted EBITDA: \$1,138
Net Leverage Ratio: 3.7x



(1) Q1 2016 excess tax benefits on equity based compensation have been reclassified to cash flow from operations in accordance with ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*.

(2) Capital expenditures related to BNS integration for Q1 2016 were \$0.6 million.

Components may not sum to total due to rounding

Q2 2017 Guidance

- Sales of \$1.2 billion - \$1.25 billion
- Operating income of \$145 million - \$160 million
- Adjusted operating income of \$245 million - \$265 million
- Earnings per diluted share of \$0.28 - \$0.32, based on 197 million weighted average diluted shares
- Adjusted effective tax rate of approximately 35%
- Adjusted earnings per diluted share of \$0.62 - \$0.67

- More cautious spending patterns at certain North American operators
- Softness in our Indoor Network Solutions business
- Integration challenges negatively impacted customer service levels and order rates

Full Year 2017 Outlook

- Sales of \$4.85 billion - \$4.95 billion
- Operating income of \$670 million - \$700 million
- Adjusted operating income of \$1.05 billion - \$1.09 billion
- Earnings per diluted share of \$1.41 - \$1.48, based on 198 million weighted average diluted shares
- Adjusted effective tax rate of approximately 35%
- Adjusted earnings per diluted share of \$2.70 - \$2.80
- Cash flow from operations > \$600 million

- Improved operator spending (H2 > H1)
- Executing on recovery plans
- Capacity constraints eased
- Improving international spending
- Strong long-term fundamentals

(1) Assumes relatively stable business conditions and no material changes in tax or trade policies. See appendix for reconciliation of non-GAAP adjusted measures.

Non-GAAP Financial Measures

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Pro Forma Results

The unaudited pro forma amounts are presented as though the BNS acquisition had been completed as of January 1, 2015. This pro forma information has not been prepared in accordance with U.S. generally accepted accounting principles. Accordingly, the pro forma financial information should not be relied upon as being indicative of the results that would have been realized.

Income Statements

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

	Three Months Ended March 31,	
	2017	2016
Net sales	\$ 1,137,285	\$ 1,143,979
Operating costs and expenses:		
Cost of sales	682,459	696,888
Selling, general and administrative	211,554	209,197
Research and development	48,895	52,190
Amortization of purchased intangible assets	67,638	73,616
Restructuring costs, net	5,388	6,072
Asset impairments	—	15,293
Total operating costs and expenses	<u>1,015,934</u>	<u>1,053,256</u>
Operating income	121,351	90,723
Other income (expense), net	(16,736)	301
Interest expense	(69,554)	(72,562)
Interest income	<u>874</u>	<u>2,579</u>
Income before income taxes	35,935	21,041
Income tax expense	<u>(2,373)</u>	<u>(8,461)</u>
Net income	<u>\$ 33,562</u>	<u>\$ 12,580</u>
Earnings per share:		
Basic	\$ 0.17	\$ 0.07
Diluted	\$ 0.17	\$ 0.06
Weighted average shares outstanding:		
Basic	194,068	191,642
Diluted	199,140	195,456
Comprehensive income:		
Net income	\$ 33,562	\$ 12,580
Other comprehensive income, net of tax:		
Foreign currency translation gain	40,351	46,284
Pension and other postretirement benefit activity	(369)	(731)
Loss on net investment hedge	(355)	—
Available-for-sale securities	<u>1,309</u>	<u>(723)</u>
Total other comprehensive income, net of tax	<u>40,936</u>	<u>44,830</u>
Total comprehensive income	<u>\$ 74,498</u>	<u>\$ 57,410</u>

Balance Sheets

(Unaudited -- In thousands)

	<u>March 31, 2017</u>	<u>December 31, 2016</u>
Assets		
Cash and cash equivalents	\$ 437,637	\$ 428,228
Accounts receivable, less allowance for doubtful accounts of \$18,103 and \$17,211, respectively	941,274	952,367
Inventories, net	498,087	473,267
Prepaid expenses and other current assets	155,165	139,902
Total current assets	<u>2,032,163</u>	<u>1,993,764</u>
Property, plant and equipment, net of accumulated depreciation of \$322,903 and \$303,734, respectively	474,066	474,990
Goodwill	2,779,416	2,768,304
Other intangible assets, net	1,740,199	1,799,065
Other noncurrent assets	106,980	105,863
Total assets	<u>\$ 7,132,824</u>	<u>\$ 7,141,986</u>
Liabilities and Stockholders' Equity		
Accounts payable	\$ 453,339	\$ 415,921
Other accrued liabilities	380,924	429,397
Current portion of long-term debt	—	12,500
Total current liabilities	<u>834,263</u>	<u>857,818</u>
Long-term debt	4,567,418	4,549,510
Deferred income taxes	184,504	199,121
Pension and other postretirement benefit liabilities	30,501	31,671
Other noncurrent liabilities	112,115	109,782
Total liabilities	<u>5,728,801</u>	<u>5,747,902</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value: Authorized shares: 200,000,000; Issued and outstanding shares: None	—	—
Common stock, \$.01 par value: Authorized shares: 1,300,000,000; Issued and outstanding shares: 193,466,488 and 193,837,437, respectively	1,966	1,950
Additional paid-in capital	2,297,414	2,282,014
Retained earnings (accumulated deficit)	(556,200)	(589,556)
Accumulated other comprehensive loss	(244,177)	(285,113)
Treasury stock, at cost: 3,155,802 shares and 1,129,222 shares, respectively	(94,980)	(15,211)
Total stockholders' equity	<u>1,404,023</u>	<u>1,394,084</u>
Total liabilities and stockholders' equity	<u>\$ 7,132,824</u>	<u>\$ 7,141,986</u>

Statements of Cash Flows

(Unaudited -- In thousands)

	Three Months Ended	
	March 31,	
	2017	2016
Operating Activities:		
Net income	\$ 33,562	\$ 12,580
Adjustments to reconcile net income to net cash generated by operating activities:		
Depreciation and amortization	100,401	96,938
Equity-based compensation	9,412	8,835
Deferred income taxes	(16,444)	(10,440)
Asset impairments	—	15,293
Changes in assets and liabilities:		
Accounts receivable	19,683	(58,760)
Inventories	(19,132)	(9,863)
Prepaid expenses and other assets	(12,314)	(6,378)
Accounts payable and other liabilities	(28,032)	73,019
Other	15,653	(1,751)
Net cash generated by operating activities	102,789	119,473
Investing Activities:		
Additions to property, plant and equipment	(12,910)	(14,472)
Proceeds from sale of property, plant and equipment	355	3,684
Cash paid for acquisitions including purchase price adjustments, net of cash acquired	—	15,355
Other	639	474
Net cash generated by (used in) investing activities	(11,916)	5,041
Financing Activities:		
Long-term debt repaid	(750,000)	(3,146)
Long-term debt proceeds	750,000	—
Debt issuance costs	(6,115)	—
Debt extinguishment costs	(14,800)	—
Cash paid for repurchase of common stock	(58,770)	—
Proceeds from the issuance of common shares under equity-based compensation plans	5,805	1,490
Tax withholding payments for vested equity-based compensation awards	(14,758)	(2,721)
Net cash used in financing activities	(88,638)	(4,377)
Effect of exchange rate changes on cash and cash equivalents	7,174	5,347
Change in cash and cash equivalents	9,409	125,484
Cash and cash equivalent at beginning of period	428,228	562,884
Cash and cash equivalents at end of period	\$ 437,637	\$ 688,368

Sales by Region

(Unaudited -- In millions)

	<u>Q1 2017</u>	<u>Q1 2016</u>	<u>% Change</u>
			<u>YOY</u>
United States	\$ 648.3	\$ 588.8	10.1 %
Europe, Middle East and Africa	231.8	218.3	6.2
Asia Pacific	181.9	240.7	(24.4)
Central and Latin America	58.8	66.3	(11.3)
Canada	16.5	29.9	(44.8)
Total Net Sales	<u>\$ 1,137.3</u>	<u>\$ 1,144.0</u>	(0.6) %

Segment Information

(Unaudited -- In millions)

Sales by Segment

	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q1 2016</u>	<u>% Change</u>	
				<u>Sequential</u>	<u>YOY</u>
Connectivity Solutions	\$ 681.6	\$ 681.3	\$ 687.0	— %	(0.8) %
Mobility Solutions	455.7	497.6	457.0	(8.4) %	(0.3) %
Total Net Sales	\$ 1,137.3	\$ 1,178.9	\$ 1,144.0	(3.5) %	(0.6) %

Non-GAAP Adjusted Operating Income by Segment

	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q1 2016</u>	<u>% Change</u>	
				<u>Sequential</u>	<u>YOY</u>
Connectivity Solutions	\$ 115.3	\$ 139.5	\$ 134.8	(17.3) %	(14.5) %
Mobility Solutions	102.0	112.7	76.6	(9.5) %	33.2 %
Total Non-GAAP Adjusted Operating Income	\$ 217.3	\$ 252.2	\$ 211.4	(13.8) %	2.8 %

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

Adjusted Operating Income Reconciliation by Quarter

(Unaudited -- In millions)

	<u>Q1 2017</u>	<u>Q4 2016</u>	<u>Q3 2016</u>	<u>Q2 2016</u>	<u>Q1 2016</u>
Operating income, as reported	\$ 121.4	\$ 119.4	\$ 180.7	\$ 183.9	\$ 90.7
Amortization of purchased intangible assets	67.6	72.9	74.6	76.0	73.6
Restructuring costs, net	5.4	18.4	10.8	7.6	6.1
Equity-based compensation	9.4	8.4	8.4	9.4	8.8
Asset impairments	—	15.9	7.4	—	15.3
Integration and transaction costs	13.5	17.2	14.7	14.5	15.9
Purchase accounting adjustments	—	—	—	(0.4)	1.0
Non-GAAP adjusted operating income	\$ 217.3	\$ 252.2	\$ 296.7	\$ 291.0	\$ 211.4
Non-GAAP adjusted operating margin %	19.1%	21.4%	22.9%	22.3%	18.5%
Depreciation	20.0	20.2	20.2	20.4	19.6
Non-GAAP adjusted EBITDA	\$ 237.3	\$ 272.5	\$ 316.9	\$ 311.4	\$ 231.1

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

Quarterly Adjusted Operating Income Reconciliation by Segment

(Unaudited -- In millions)

First Quarter 2017 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	<u>Connectivity Solutions</u>	<u>Mobility Solutions</u>	<u>Total</u>
Operating income, as reported	\$ 47.8	\$ 73.6	\$ 121.4
Amortization of purchased intangible assets	43.6	24.1	67.6
Restructuring costs, net	4.8	0.6	5.4
Equity-based compensation	5.5	3.9	9.4
Integration and transaction costs	13.7	(0.2)	13.5
Non-GAAP adjusted operating income	\$ 115.3	\$ 102.0	\$ 217.3
Non-GAAP adjusted operating margin %	16.9%	22.4%	19.1%

Fourth Quarter 2016 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	<u>Connectivity Solutions</u>	<u>Mobility Solutions</u>	<u>Total</u>
Operating income, as reported	\$ 43.3	\$ 76.1	\$ 119.4
Amortization of purchased intangible assets	47.7	25.3	72.9
Restructuring costs, net	11.0	7.3	18.4
Equity-based compensation	4.7	3.7	8.4
Asset impairments	15.9	—	15.9
Integration and transaction costs	16.9	0.3	17.2
Non-GAAP adjusted operating income	\$ 139.5	\$ 112.7	\$ 252.2
Non-GAAP adjusted operating margin %	20.5%	22.7%	21.4%

First Quarter 2016 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	<u>Connectivity Solutions</u>	<u>Mobility Solutions</u>	<u>Total</u>
Operating income, as reported	\$ 50.0	\$ 40.7	\$ 90.7
Amortization of purchased intangible assets	48.2	25.4	73.6
Restructuring costs, net	1.1	5.0	6.1
Equity-based compensation	5.0	3.8	8.8
Asset impairments	15.3	—	15.3
Integration and transaction costs	14.1	1.8	15.9
Purchase accounting adjustments	1.0	—	1.0
Non-GAAP adjusted operating income	\$ 134.8	\$ 76.6	\$ 211.4
Non-GAAP adjusted operating margin %	19.6%	16.8%	18.5%

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

Adjusted Net Income Reconciliation

(Unaudited – In millions)

	Three Months Ended	
	March 31,	
	2017	2016
Operating income, as reported	\$ 121.4	\$ 90.7
Adjustments:		
Amortization of purchased intangible assets	67.6	73.6
Restructuring costs, net	5.4	6.1
Equity-based compensation	9.4	8.8
Asset impairments	—	15.3
Integration and transaction costs	13.5	15.9
Purchase accounting adjustments	—	1.0
Total adjustments to operating income	95.9	120.7
Non-GAAP adjusted operating income	\$ 217.3	\$ 211.4
Income before income taxes, as reported	\$ 35.9	\$ 21.0
Income tax expense, as reported	(2.4)	(8.5)
Net income, as reported	\$ 33.6	\$ 12.6
Adjustments:		
Total pretax adjustments to operating income	95.9	120.7
Pretax amortization of deferred financing costs & OID ⁽¹⁾	12.7	3.7
Pretax loss on debt transactions ⁽²⁾	14.8	—
Pretax net investment gains ⁽²⁾	(0.6)	(0.4)
Tax effects of adjustments and other tax items ⁽³⁾	(53.2)	(42.2)
Non-GAAP adjusted net income	\$ 103.2	\$ 94.4
Diluted EPS, as reported	\$ 0.17	\$ 0.06
Non-GAAP adjusted diluted EPS	\$ 0.52	\$ 0.48

(1) Included in interest expense.

(2) Included in other expense, net.

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

Note: Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Outlook GAAP to Non-GAAP Reconciliation

(Unaudited -- In millions)

	Outlook	
	Three Months Ended June 30, 2017	Full Year 2017
Operating income	\$145 - \$160	\$670 - \$700
Adjustments:		
Amortization of purchased intangible assets	\$70	\$270
Equity-based compensation	\$10	\$45
Restructuring costs, integration costs and other ⁽¹⁾	\$20 - \$25	\$65 - \$75
Total adjustments to operating income	\$100 - \$105	\$380 - \$390
Non-GAAP adjusted operating income	\$245 - \$265	\$1,050 - \$1,090
 Diluted earnings per share	 \$0.28 - \$0.32	 \$1.41 - \$1.48
Adjustments ⁽²⁾ :		
Total adjustments to operating income	\$0.33 - \$0.34	\$1.24 - \$1.26
Debt-related costs and other special items ⁽³⁾	\$0.01	\$0.05 - \$0.06
Non-GAAP adjusted diluted earnings per share	\$0.62 - \$0.67	\$2.70 - \$2.80

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

(2) The tax rates applied to projected adjustments reflect the tax expense or benefit based on the expected tax jurisdiction of the entity generating the projected adjustments.

(3) Reflects projections for amortization of debt issuance costs, loss on debt extinguishment, net investment gains or losses and other tax items. Actual adjustments may vary from projections.

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

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