

COMMSCOPE INC.

Audit Committee Charter

Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of CommScope, Inc. (the “Corporation”) is to: (a) oversee the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation; (b) prepare a report for inclusion in the Corporation's Annual Proxy Statement in compliance with applicable federal securities laws; and (c) assist the Board to oversee:

- the integrity of the Corporation’s financial statements and the appropriateness of the Corporation’s accounting policies and procedures;
- the Corporation’s compliance with legal and regulatory requirements;
- the external auditor’s qualifications and independence;
- the performance of the Corporation’s internal audit function and external auditor; and
- the sufficiency of the external auditor’s review of the Corporation's financial statements.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. It is the duty of the Committee to conduct investigations, as necessary, and to resolve disagreements, if any, between management and the external auditor.

Charter

The scope of the Committee’s responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements are set forth in this charter (the “Charter”), which has been adopted and approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange (collectively, the “Applicable Rules”). On an annual basis, the Committee shall

review and reassess the adequacy of the Charter and evaluate the Committee's performance and recommend any changes to the Board. A copy of the Charter will be attached as an appendix to the Corporation's annual proxy statement at least once every three years and will be included on the Corporation's website.

Composition

The Committee shall consist of at least three directors, all of whom shall have no relationship to the Corporation that may interfere with the exercise of their independence from management and the Corporation, as determined in accordance with Applicable Rules. Each Committee member shall be financially literate as required by Applicable Rules or shall become financially literate within a reasonable time after his or her appointment to the Committee. At least one Committee member must be a financial expert and must have accounting or related financial management expertise each as defined by Applicable Rules. If a member serves on the audit committee of more than two other public companies, such member shall inform the Committee and the Committee shall recommend to the Board, and the Board shall determine, whether such simultaneous service would impair the ability of such member effectively to serve on the Committee.

The Committee shall be appointed by the Board, and one Committee member shall be designated as the Chairman. The Board may remove a member at any time.

The Chief Financial Officer of the Corporation shall be the member of management to serve in a liaison capacity with respect to the Committee.

The only compensation a Committee member may receive from the Corporation shall be compensation determined by the Board in compliance with Applicable Rules.

At its discretion, the Committee shall have direct access to the external auditor, internal auditor, General Counsel, the Controller and any other employee of the Corporation. All employees will be directed to cooperate in providing any information as requested by members of the Committee. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties, and may, as appropriate, obtain outside advice and assistance from legal, accounting and other advisors. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation

to any such advisors and for the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

Meetings

The Committee will meet at least four times during each calendar year. Additional meetings may be called by the Chairman whenever circumstances warrant. The Corporation shall provide prior notice for any meeting of the Committee and shall circulate an agenda and written materials with adequate notice to permit appropriate preparation for the meeting.

The Committee will receive from management the Corporation's financial results each quarter as well as an oral report from the external auditor describing their SAS 100 review and any other reports required to be prepared or filed under Applicable Rules. The Committee shall direct management and the external auditor to communicate directly to the Committee any significant matters required to be discussed under SAS 61, as amended, each quarter.

Officers and employees of the Corporation, as well as representatives of the external auditor, may be asked to attend meetings of the Committee by the Chairman or a member of the Committee. The Committee may meet without non-committee members for all or any portion of a meeting at the request of the Chairman or a member of the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. Committee members may attend meetings in person, by conference call or through other means by which each member may hear and be heard by each other member, and the Committee may also act by written consent.

Authority and Specific Duties

The Committee is granted the authority and is required to perform each of the specific duties enumerated below.

External Auditor Retention

1. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the external auditor of the Corporation, including resolution of disagreements between management and the auditor regarding financial reporting. Subject to Applicable Rules for stockholder consent, the Committee shall have the sole authority to retain and replace the Corporation's external auditor. The external auditor shall report directly

to the Committee. The Corporation shall provide appropriate funding for payment of compensation to the external auditor, as determined by the Committee.

2. The Committee shall obtain annually from the external auditor a written list of all of their relationships with, and professional services provided to, the Corporation and its related entities, as required by Independence Standards Board Standard No. 1, *Independence Discussions With Committees* and Applicable Rules. The Committee shall also review no less frequently than annually a report from the external auditor regarding (a) the external auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the external auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditor, (c) any steps taken to deal with any such issues and (d) all relationships between the external auditor and the Corporation.

3. The Committee shall evaluate the qualifications, performance and independence of the external auditor and the lead partner of the external audit team, taking into account the opinions of management and the internal auditors. In this context to the extent the Committee deems it desirable or appropriate, the Committee should consider whether the external auditor's quality controls are adequate; whether the provision of non-audit services, if any, is compatible with maintaining the external auditor's independence; and whether, in order to assure continuing auditor independence, there should be a regular rotation of the external auditor. The Committee shall present its conclusions to the Board and take such additional actions as it deems appropriate to satisfy itself of the qualifications, performance and independence of the Corporation's external auditor.

4. The Committee shall, and shall have sole authority to, pre-approve (A) all audit services, and (B) non-audit services, which means any professional services provided to the Corporation by the external auditor other than those provided to the Corporation in connection with an audit or a review of the financial statements of the Corporation, in either case to be provided to the Corporation by the external auditor as required by and to the extent permissible under Applicable Rules. The Committee may adopt a formal pre-approval policy. The Committee may delegate pre-approval authority to one or more members of the Committee.

5. The Committee shall be responsible for overseeing the compliance by the Corporation and the external auditor with the requirements imposed by the Public Company Accounting Oversight Board (the "Oversight Board"). The Committee should request and receive assurances from the external auditor that it has complied with Section 10A of the Securities Exchange Act of 1934, the rules and policies of the Oversight Board and all other Applicable Rules.

6. The Committee shall require the external auditor to rotate the lead audit partner at least every five years as necessitated under Applicable Rules.

7. The Committee will set clear policies regulating the Corporation's hiring of any employees or former employees of the external auditor.

Performance of Audit

8. The Committee shall review with the external auditor, and approve, the scope of their examination prior to the initiation of the audit. The Committee shall confirm with the external auditors that the examination is in accordance with U.S. generally accepted auditing standards.

9. The Committee shall inquire as to the extent to which external accountants other than the principal external auditor are used and understand the rationale for using them and the extent of the review of their work to be performed by the principal external auditor.

10. The Committee shall timely obtain and review reports from the external auditor relating to its performance of the audit, in accordance with Applicable Rules.

11. The Committee shall discuss with the external auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit.

12. The Committee shall review with the external auditor any audit problems or difficulties and management's response, including whether there were any (i) restrictions on the scope of the external auditor's activities or on access to requested information, and (ii) significant disagreements with management. To the extent that the Committee deems it desirable or appropriate, the Committee may also review with the external auditor whether there were any accounting adjustments that were noted or proposed by the external auditor but were passed as

immaterial or otherwise. To the extent that the Committee deems it desirable or appropriate, the Committee should discuss with the external auditor whether there were any accounting or disclosure issues not resolved to the satisfaction of the external auditor.

13. To the extent that the Committee deems it desirable or appropriate, the Committee should review with the external auditors material written communications between the external auditor and management, regarding any management letter, internal control letter or schedule of unadjusted differences.

14. To the extent that the Committee deems it desirable or appropriate, the Committee should discuss with the external auditor issues on which the external auditor's national office was consulted by the Corporation's external audit team respecting auditing or accounting issues presented by the engagement.

Disclosure and Financial Reporting

15. The Committee shall, prior to filing with the Securities and Exchange Commission, review, and discuss with management and the external auditor, the Corporation's financial statements and other statements contained in the annual report on Form 10-K and in quarterly reports on Form 10-Q, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations". The Committee shall recommend to the Board whether the audited financial statements should be included in the Corporation's annual reports on Form 10-K.

16. To the extent that the Committee deems it desirable or appropriate, the Committee should review any required management internal control report prior to its inclusion in the annual report on Form 10-K.

17. The report of the Committee, and other required disclosure items related to the Committee and the external auditor, shall be prepared and included in the annual proxy materials in accordance with Applicable Rules.

18. The Committee must discuss with management and the external auditor, as appropriate, the type and presentation of information to be included in the Corporation's earnings press releases (in particular, the use of "pro forma" or "adjusted" non-GAAP information), and financial information and earnings guidance provided to analysts and rating agencies. The Committee may discuss such matters generally (i.e., discuss the types of information to be

disclosed and the type of presentation to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Corporation provides earnings guidance.

19. The Committee must review and discuss financial reporting and disclosure items required by the Applicable Rules, including without limitation:

- major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies;
- analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation;
- with respect to each audit, a report from the external auditor relating to (1) all critical accounting policies and practices to be used in the audit, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor and (3) other material written communications between the external auditor and the management of the Corporation, such as any management letter or schedule of unadjusted differences; and
- the certifications required from management under sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

20. To the extent the Committee deems it desirable or appropriate, the Committee should review and discuss:

- special purpose entities and off-balance sheet transactions;
- related party transactions;
- the nature of any material correcting adjustments identified by the external auditor;
- significant unusual transaction; and
- the substance of any significant litigation, contingencies or claims that had, or may have, a significant impact on the financial statements.

In accordance with Applicable Rules, the Committee should address the above matters with the external auditors, management and the internal auditors, in each case separately or together as the Committee deems appropriate.

Other topics that the Committee should periodically specifically address:

21. Legal and Regulatory Compliance. To the extent that the Committee deems it desirable or appropriate, the Committee should review and discuss:

- the Corporation's compliance with legal and regulatory requirements;
- correspondence with regulators or governmental agencies; and
- confirmation from the General Counsel of the results of the senior management certification process regarding compliance with laws and regulations.

22. Risk Management. The Committee shall review the Corporation's policies with respect to risk assessment and risk management, including guidelines and policies governing the process by which risk management is handled. To the extent the Committee deems it desirable or appropriate, the Committee should discuss the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.

23. To the extent the Committee deems it desirable or appropriate, the Committee should address whether there are any matters (including matters affecting the independence of the external auditor) that should be discussed with the Committee that have not been raised or covered elsewhere.

Oversight of Internal Audit Function and Internal Controls.

24. The Committee shall discuss with the chief financial officer, the internal audit staff and the external auditor, as appropriate, the internal audit function, the adequacy and scope of the annual internal audit plan, budget and staffing and any recommended changes in the planned scope of the internal audit function. The Committee shall have the authority to modify or supplement the internal audit plan. The internal audit staff may at any time, at their option or when so directed by the Committee, report on any matter directly to the Committee.

25. The Committee shall periodically review the work and performance of the internal audit staff.

26. The Committee shall review on an annual basis the adequacy of internal controls, steps adopted in light of material control deficiencies and significant internal control recommendations identified through the internal or external audit process.

27. To the extent the Committee deems it desirable or appropriate, the Committee should review and discuss with management and the external auditors the assessment of internal controls and the internal control report made by management, and the attestation and report related to the assessment of internal controls by the external auditor, in each case required by Applicable Rules.

28. Whistleblowing. The Committee shall establish procedures for (A) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting matters, internal accounting controls or auditing matters and (B) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

General Compliance and Oversight

29. Meeting Separately with the Parties Involved. In performing its duties and in accordance with Applicable Rules, the Committee shall periodically meet separately with management, with internal auditors (or, if for any reason, the Company does not have internal auditors including death, disability, retirement or termination of the internal auditors, such other personnel responsible for the internal audit function) and with the external auditor.

30. The Committee shall report to the Board on a regular basis regarding the matters that it oversees, including any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the external auditor, and the performance of the internal audit function.

31. The Committee shall annually review and evaluate its own performance.

32. The Committee shall investigate, to the extent necessary or appropriate, any matter brought to the Committee's attention within the scope of its duties.

33. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under this Charter and Applicable Rules.