

## CODE OF ETHICS AND BUSINESS CONDUCT

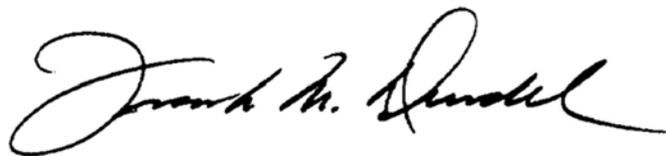
### OPM No. 30

To: All directors, officers, employees and representatives of CommScope, Inc.

This booklet summarizes CommScope's commitment to ethical business conduct and practices. We accept nothing less than fair, honest and ethical conduct in our daily business activities. This standard is critical to our continued success.

The "Guiding Principles" contained in this Code reflect CommScope's core values and provide a framework for expected conduct on the part of all CommScope directors, officers, employees and representatives. Common sense and good judgment will help you make the right choice when facing most situations. When the right decision is not so clear-cut, then review the Code of Ethics and Business Conduct to help evaluate the situation. If you are still uncertain, you should seek advice before you act. In addition, your supervisor, manager, Facility Ethics Officer, and Corporate Ethics Officer ([Appendix A](#)) are available to advise you. If you are uncomfortable going to these resources, we encourage you to call the CommScope CommAlert™.

Please read this booklet carefully and refer to it often. Our reputation for integrity is a valued asset of CommScope that must be preserved. We must all accept personal responsibility for keeping this reputation secure. I assure you that each member of CommScope's management team and Board of Directors is committed to the highest standard of ethical conduct and compliance in all business dealings. We are counting on each of you to demonstrate these same high standards.

A handwritten signature in black ink, reading "Frank M. Drendel". The signature is written in a cursive, flowing style with a large initial 'F'.

Frank M. Drendel  
Chairman and Chief Executive Officer



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## CommScope, Inc. Code of Ethics and Business Conduct OPM No. 30

### **I. OVERVIEW AND RESPONSIBILITIES**

As a company of integrity, we are committed to obtaining and maintaining the highest standards of ethical conduct in all business dealings. This includes relationships with directors, officers, employees, representatives, customers, suppliers, stockholders and the communities in which we live and work. We are committed to upholding the law and dealing with each other and our business associates and colleagues with mutual respect and integrity.

This Code of Ethics and Business Conduct (the “Code”) of CommScope, Inc. (“CommScope” or the “Company”) defines some of the basic principles and practices to which we are committed. Each of us must understand and obey the standards of conduct described in this booklet. If an ethical question or issue arises that does not seem to be covered in this booklet, ask your supervisor, manager, Facility Ethics Officer, or Corporate Ethics Officer. He or she is eager to help you make the right decisions in performing your job.

Each member of the Board of Directors of CommScope and each officer, employee and representative is expected to abide by our Code. Certain specific responsibilities are assigned to each group:

**DIRECTORS** are expected to take a leadership role in their personal and business conduct. Directors are required to comply with all laws and regulations relevant to their position, as well as this Code. Directors should avoid situations that may be deemed fraudulent or illegal. Moreover, directors should avoid situations that may cause conflicts of interest unless, the conflict is waived in accordance with Section VII-E hereof.

**OFFICERS AND EMPLOYEES** are expected to actively participate in the Company’s ethics and business conduct program by reading and understanding the Code, asking questions, and reporting potential violations of the Code. Officers and employees are required to comply with all laws and regulations relevant to their jobs and comply with the principles and practices contained in this Code. Also, the Company encourages avoiding situations that may give the appearance of violating the principles and practices contained in this Code.

**MANAGERS AND SUPERVISORS** have the same responsibilities as officers and employees, plus additional ones. Managers and supervisors are obligated to address ethical issues raised by employees and encourage ethical conduct by example. They are not to retaliate or otherwise take adverse action against any employee solely because that employee has raised a legitimate ethical issue. Managers and supervisors are also charged with taking a leadership role in demonstrating mutual respect toward all employees.

**SALES AND OTHER REPRESENTATIVES OF THE COMPANY** are expected to represent the Company’s best interests consistent with the principles contained in this Code. They are required to comply with all laws and regulations relevant to their representation of CommScope and to avoid situations that violate or give the appearance of violating the

principles contained in this Code.

**CUSTOMERS AND SUPPLIERS** should be treated in a manner consistent with the principles contained in this Code.

**SUPPLIERS** will not be selected or awarded business if such would be inconsistent with the principles contained in this Code.

The Code is intended solely to be a guide for CommScope directors, officers, employees, and representatives, and no third party is an intended beneficiary thereof with rights of enforcement.

## **II. GUIDING PRINCIPLES**

CommScope expects the highest ethical standards from its directors, officers, employees, representatives, suppliers and customers. Therefore, the Company pledges to:

- Comply with all applicable laws and regulations.
- Promote an environment that supports the Code.
- Provide material and information to enable directors, officers, employees and representatives to understand their responsibilities under the Code.
- Encourage directors, officers, employees and representatives with questions to seek advice from their supervisor, manager, Facility Ethics Officer or Corporate Ethics Officer.
- Encourage directors, officers, employees and representatives to promptly report, without fear of retribution or punishment, any conduct that is improper, or creates the appearance of wrongdoing or impropriety according to the Code.
- Take corrective action where warranted.
- Take prompt disciplinary action, as appropriate, against any director, officer, employee or representative found to be in violation of the Code.
- Conduct all business transactions in a manner consistent with the requirements of the Code.

## **III. INTRODUCTION**

CommScope's reputation for integrity and ethical conduct is critical to its business. This Code reflects CommScope's firm commitment, not only to adherence to the law, but also to the highest standards of ethical conduct.

This Code is intended to provide basic principles to guide your conduct. Although it covers a wide range of business practices, and identifies a number of corporate policies, it does not cover every issue that may arise in the conduct of our business. We expect all of our directors, officers and employees, as well as our representatives, to conduct themselves appropriately, in a manner that will enhance CommScope's reputation and will avoid even the appearance of improper personal or business conduct. This Code supersedes and replaces the Company's previous Code of Ethical Conduct.

We expect all of our directors, officers, employees and representatives to comply with this Code, except in cases where an applicable law conflicts with the Code. We intend to enforce the provisions of this Code vigorously and violators may be subject to disciplinary action.

CommScope directors, officers, employees and representatives in all of their business dealings relating to the Company, no matter how large or small, must comply with this Code and the law. If you have questions about the provisions of this Code, apparent conflicts between this Code and applicable law, or your conduct or the conduct of others, in a particular circumstance, please follow the procedures set forth in the "Code Enforcement" Section of this Code. You may report any failure to adhere to the standards set forth in this Code without fear of retaliation solely for raising a legitimate ethical issue.

#### **IV. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Proper conduct begins with compliance with applicable domestic and foreign laws, rules and regulations, including both their specific provisions and their intended purpose. Although we operate in the context of business customs and market practices in particular global markets, all directors, officers, employees and representatives worldwide must respect and obey the applicable laws of the United States. All directors, officers, employees and representatives in international operations must also respect and obey the applicable laws of the host country. Although not all directors, officers, employees and representatives are expected to know all of the details of these laws, it is important to be aware of the applicable laws so that you can determine when to seek advice, in the case of directors, from the Corporate Ethics Officer and in the case of officers, employees and representatives, from supervisors, managers, the Facility Ethics Officer or the Corporate Ethics Officer.

#### **V. BUSINESS ACTIVITIES**

##### **A. Conflicts of Interest**

###### ***1. Financial and Other Conflicts***

CommScope directors, officers and employees as well as representatives in their dealings for CommScope must avoid conflicts of interest. A "conflict of interest" occurs when an individual's personal interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when a director, officer, employee or representative takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and

effectively. Loans to, or guarantees of obligations of, directors, officers, employees or representatives or their immediate family members are of special concern because they may create conflicts of interest and may, in some circumstances, be prohibited by law. CommScope directors, officers, employees and representatives must also avoid any involvement that could even appear to create a conflict of interest.

For example, neither a CommScope director, officer, employee, representative nor his or her immediate family member may, directly or indirectly, lend to, borrow from, or have any ownership interest of 5% or greater, in a material competitor or material supplier if the employee directly influences or appears to influence CommScope business decisions regarding or relating to that entity. Also, a CommScope director, officer, employee, or representative may not occupy a position such as member of the board of directors, officer, employee, agent or consultant of a material competitor or material supplier, unless an appropriate waiver is obtained under Section VII E of this Code. If an immediate family member or friend is an officer or employee of a CommScope customer, competitor or supplier, the CommScope officer or employee should remain vigilant as to potential conflicts of interest.

## ***2. Gifts, Bribes, Kickbacks and Other Improper Payments***

CommScope directors, officers, employees and representatives are prohibited from offering or giving anything of value (e.g., gifts, money, tickets, travel, etc.) to directors, officers, employees or representatives of any other organization that deals with CommScope to influence them improperly or to provide CommScope or its directors, officers, employees or representatives with any inappropriate benefit. Conversely, neither a CommScope director, officer, employee, representative, nor his or her immediate family may accept from a current or potential customer, competitor or supplier any money, gifts, services or entertainment that might be construed as inappropriately affecting CommScope's business. However, a CommScope director, officer, employee or representative may provide and accept reasonable business entertainment. This would include an approved occasional meal, social or sporting event, reasonable and appropriate gifts, entertainment at company facilities, authorized transportation in company vehicles, or attendance at company-sponsored promotional events, provided that the activities are not intended to improperly influence behavior.

Unless specifically allowed in written regulations of the relevant government agency, a CommScope director, officer, employee or representative may not offer or give anything of value, including but not limited to money, goods, services or entertainment, to any official, employee or agent of the federal or of any state or local government. Governments generally prohibit or severely restrict their employees from receiving meals, refreshments or anything of monetary value from those with whom they do business. In many cases, criminal penalties exist for giving or offering any gratuity to government employees. For CommScope's policy relating to foreign governments, see the "Foreign Corrupt Practices Act" Section of this Code.

### ***3. Employment of Relatives***

Relatives of CommScope directors, officers, employees or representatives may be hired and may continue as CommScope employees except in those instances where the particular relationship is determined to result in a conflict of interest or where otherwise prohibited by Company policy. A conflict exists where a CommScope employee (including officers): (1) processes payments to a relative; (2) reports to a person who is a relative; or (3) reports to a person who is directly supervised by a relative.

A “relative” is defined as an immediate family member. An “immediate family member” is defined as a mother, father, brother, sister, spouse, child, mother-in-law, father-in-law, sister-in-law, brother-in-law, daughter-in-law, son-in-law, grandfather, grandmother, grandson, granddaughter, legal dependent or other relative(s) (including step relatives) who resides in the home. Other close relationships, such as co-residency and business partnerships, may also give rise to a conflict of interest.

All relationships, including those of applicants for CommScope employment, that could suggest a conflict of interest must be disclosed to a Human Resources Manager.

### ***4. Additional Information***

It is not possible to list all situations in which a conflict of interest may exist or may appear to exist. We must rely on the integrity and good judgment of our directors, officers, employees and representatives in avoiding situations that may create a conflict of interest. If questions arise, you should consult with your supervisor, higher levels of management, the Facility Ethics Officer or the Corporate Ethics Officer. Any director, officer, employee or representative who becomes aware of a conflict or potential conflict must bring it to the attention of a supervisor or other appropriate personnel.

## **B. Confidential Information**

### ***1. CommScope Information***

A director, officer, employee or representative may have access to or become aware of CommScope confidential and/or proprietary information - that is, information relating to CommScope’s business that is not generally or publicly known.

Confidential information includes, but is not limited to: CommScope’s engineering or other technical data; financial data; earnings and sales figures; planned new services and products; advertising and marketing programs; areas where the Company intends to expand; lists of potential or actual customers and suppliers; wage and salary or other personnel data including employee lists, capital investment plans; projected earnings; changes in management or policies of the Company; internal telephone lists and directories; test data; suppliers’ prices; plans for improving services and products; intellectual property; other trade secrets, any other proprietary information and other non-public information.

Directors, officers, employees and representatives must maintain the confidentiality of non-public proprietary information entrusted to them by the Company or its customers or other parties with whom CommScope does business, except when disclosure is authorized or mandated. The General Counsel's office can inform you when disclosure is authorized or mandated. This principle applies to all communications, including, for example, Internet "chat rooms," even where the communication is anonymous.

All directors, officers, employees and representatives have a fiduciary and legal duty to keep confidential information confidential. In particular, salaried employees (including officers) and other employees who have contact with confidential information, as a condition to employment, signed an agreement to maintain the confidentiality of the Company's confidential and/or proprietary information and to use such information only in the course of their employment. These obligations continue even after employees (including officers) leave CommScope.

To help protect CommScope's interests, all CommScope directors, officers, employees and representatives must follow these guidelines:

- Confidential information may not be used for his or her own personal benefit or for the benefit of others;
- Confidential information may not be disclosed to any other person, whether a co-worker or outsider, except as required in the conduct of CommScope's business;
- Documents containing confidential information must be disposed of with care so as to avoid inadvertent disclosure;
- Confidential information may not be discussed in any public place where he or she may be overheard;
- Confidential information must be guarded from inadvertent disclosure in discussions with family members or friends; and
- Upon departure from the Company, all contact lists, form documents, e-mail records, and other CommScope records, whether in hard copy or in electronic format, and whether maintained at home or at a Company facility, must be returned to CommScope or destroyed.

## ***2. Information about Others***

Just as CommScope zealously guards its own confidential information, CommScope directors, officers, employees and representatives have a duty to respect the confidentiality rights of others. A director, officer, employee or representative may not acquire confidential or proprietary information (including technology) about other companies through improper means, such as deceit, misrepresentation or receipt of information illegally acquired by a third party, nor from present or former directors, officers, employees or representatives who are not authorized to disclose it. Directors, officers, employees and representatives must abide by the terms of any non-disclosure or confidentiality agreement relating to confidential information of which they come into possession. If a director, officer, employee or representative becomes aware of inappropriately coming into possession of confidential information of a third party, he or she should immediately contact the General Counsel.

## ***3. Attorneys***

To encourage candor and openness in seeking and providing legal advice, the law recognizes an attorney-client privilege that shields certain communications between CommScope's employees and its attorneys from disclosure in connection with litigation. In this context, the privilege belongs to CommScope alone, and only CommScope may choose to waive this privilege. Accordingly, to maintain this privilege, communications to and from CommScope's attorneys for the purpose of seeking or giving legal advice must not be disclosed to others unless authorized by CommScope's attorneys and the General Counsel.

## ***4. Insider Trading***

Directors, officers, employees and representatives who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of CommScope's business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but it is also illegal.

Insider trading occurs when a person who is aware of "material, non-public information" about a company buys or sells that company's stock. Information about a company is generally material if a reasonable investor would consider it important in a decision to buy, hold or sell stock. For example, the announcement of CommScope's year-end or quarterly financial results would be material information about CommScope. This information is considered "non-public" until it is widely available to the general public and there has been time to "digest" it.

This prohibition also applies to material, non-public information relating to any other company, including CommScope's customers, competitors or suppliers, obtained in the course of an individual's employment with CommScope.

CommScope prohibits trading on any material, non-public information learned at work (including from, for example, a conversation overheard in the hallway). Violation of this prohibition could lead to discipline, including dismissal as well as serious civil and criminal penalties.

The prohibition on insider trading also applies to immediate family members and others living in the household of a director, officer, employee or representative. Directors, officers, employees and representatives are expected to restrict trading by their immediate family and household when the director, officer, employee or representative is in possession of material, non-public information.

If any director, officer, employee or representative has doubt at all, he or she should ask before trading. Questions should be directed to the Legal Department. CommScope has a procedure for pre-clearance of trades by its directors and senior officers, which procedure has been furnished to them.

#### ***5. Trademarks and Service Marks***

CommScope's corporate identity, logo, trademarks and service marks are valuable business assets that represent CommScope's good will and reputation. CommScope's rights may be destroyed or diluted by improper use of the trademarks and service marks. An employee shall not use the CommScope name or any of CommScope's trademarks or service marks outside of CommScope business. If any employee has questions concerning use of trademarks and service marks, he or she should contact the Legal Department.

#### ***6. Copyrights***

Many materials used by our directors, officers, employees and representatives in the course of their work are protected by copyright laws.

Reproducing, distributing or altering copyrighted materials without permission of the copyright owner is against the law and is forbidden under this Code unless a legal exception applies, such as the "fair use" exception.

Creating unauthorized copies of copyrighted material may result in violations subject to civil and/or criminal penalties. Although copyright infringement usually involves the unauthorized copying of publications or other print media, it also can extend to unauthorized use of photographs and graphic displays or designs.

Computer software is usually copyrighted and is sold subject to license agreements that may restrict its use. A director, officer, employee or representative may not copy software or use it on a different computer unless the license agreement so permits or there is an applicable legal exception.

### **C. Corporate Opportunities**

A director, officer or employee violates his or her duty of loyalty to the Company if he or she personally profits from a business opportunity, that belongs to the Company or should have

been considered by the Company. Directors, officers, employees and representatives are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without obtaining a prior waiver in accordance with Section VII-E of this Code. Directors, officers, employees and representatives may not use corporate property, information, or position for improper personal gain, and officers and employees may not compete with the Company directly or indirectly. Directors, officers and employees should not enter into or invest in any endeavor in the Company's line of business or any complementary business without obtaining a prior waiver in accordance with Section VII-E of this Code. Directors, officers and employees and representatives owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **D. Protection and Proper Use of Company Assets**

All directors, officers, employees and representatives should protect the Company's assets, including its proprietary information, to ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. All Company assets (including Company equipment) should be used only for legitimate business purposes. Electronic communication equipment is to be accessed and used for lawful purposes and in compliance with federal law, state law, and Company policy. The direct or indirect use by directors, officers, employees or representatives of any Company funds or assets for charitable or political contributions of any kind, or for the establishment or administration of any committee or other organization for raising or making charitable or political contributions within or without the United States, is prohibited except as permitted in the limited exceptions allowed under Company policies or as waived in accordance with Section VII-E of this Code. Any suspected incident of misuse of Company assets, fraud or theft should be immediately reported to the Facility Ethics Officer or Corporate Ethics Officer for investigation.

## **E. Marketing Conduct**

### ***1. Dealing with Customers***

CommScope sells its products and services by meeting customer needs. All sales to customers should be based on the price, terms, type of product and service to be provided. CommScope will not engage in dishonest, unethical or illegal activity to win business.

### ***2. Deceptive Practices and Misrepresentation***

The use of false or misleading statements to sell or market CommScope products and services is prohibited. Customers must receive accurate information.

### ***3. Truth in Advertising***

Advertisements for CommScope products and services should be fair, accurate and in compliance with applicable law. Objective statements should be based on facts. Comparisons with competitive products and services should be balanced, accurate and verifiable.

#### ***4. Disparagement of Competitors***

CommScope's products and services should be sold on their own merits and advantages. Falsely disparaging competitors or their products or services is prohibited by this Code.

### **F. Procurement Practices**

#### ***1. Dealing with Suppliers***

CommScope directors, officers, employees and representatives may not use their position to derive personal benefits from current or prospective suppliers. It is CommScope's practice to make purchases based solely upon quality, service and price. Procurement decisions are based upon business benefits to CommScope and its customers.

#### ***2. Authorization to Bind CommScope***

No director, officer, employee or representative shall make purchases on CommScope's behalf without proper authority or in a manner that is inconsistent with Company policy. Unauthorized personnel may not create or modify agreements with suppliers.

### **G. Dealing with Employees**

Each director, officer, employee and representative should endeavor to deal ethically with other CommScope directors, officers, employees and representatives. No one should take unethical advantage of any other employee.

### **H. Consultants, Attorneys and Auditors**

All arrangements with consultants, attorneys and auditors should be based on CommScope's need for technical or professional advice or assistance. The background and professional ability of any new consultant should be reviewed carefully. Any retention of a consultant should receive prior approval by the immediate supervisor and be in compliance with CommScope's policies. Attorneys or auditors shall only be engaged with the express permission of the Board of Directors, Chief Executive Officer, Chief Financial Officer or General Counsel, as appropriate for the circumstance.

### **I. Business with U.S. Government**

The laws and regulations governing contracting with the federal government impose different and more extensive requirements than those encountered with most other customers.

### ***1. Special Nature of Federal Government Business***

Violating government requirements could subject CommScope to termination of a contract, damaging litigation, a reduction of negotiated contract prices or a prohibition from bidding for future contracts. Involved directors, officers, employees and representatives could be subject to civil or criminal prosecution, with possible fines and prison sentences. CommScope directors, officers, employees and representatives must comply with all laws and regulations in transactions with the government.

### ***2. Prevention of Bribery and Illegal Gratuities***

In addition to compliance with Section V-A-2 of this Code, no CommScope director, officer, employee or representative may offer, give or transfer anything of value, for inappropriate personal or CommScope benefit, to any official, employee or agent of the federal government. “Anything of value” includes both tangible benefits (such as money, goods, services or entertainment) and intangible benefits (such as promises of future employment or beneficial treatment).

### ***3. Government Officials and Employees (Current and Former)***

No active official or employee of any government shall be retained by CommScope to perform legal, consulting or other services. In addition, applicable laws and regulations may prohibit the employment of, or limit the duties assigned to, former government employees. No former government official should be retained without first consulting with the General Counsel.

### ***4. Procurement Integrity***

Violation of government procurement requirements could result in criminal and civil penalties and other liabilities. A federal contractor is:

- prohibited from obtaining bid or proposal information or agency source selection information prior to award of a federal government contract;
- limited in its ability to discuss potential employment with certain federal employees;
- restricted from utilizing certain former government officials and employees, as noted above; and
- restricted in its access to and dissemination of both proprietary information provided to the government by other contractors and source selection information developed by the government during procurement.

### ***5. Lobbying Restrictions***

The federal government regulates activities (including face-to-face meetings and correspondence) conducted to influence a federal official’s decision regarding the award, modification, continuation, extension or renewal of a federal executive agency contract. A federal contractor is prohibited from using appropriated funds to attempt to influence the award or modification of a contract and may not charge its lobbying costs to federal contracts.

## ***6. Government Subcontracts***

Special procedures must be followed when procuring services, equipment and materials from other companies for use under a federal government contract. It is important that employees pass through to subcontractors certain required federal government contract provisions. Failure to do so may expose CommScope to risk and liability.

## ***7. Finance, Accounting and Time Sheet Reporting***

Officers, employees and representatives should ensure that all costs and time of work performed are properly classified and charged accurately to the correct project, federal government contract or department. Accounting for contract costs must comply with cost accounting standards, cost principles, CommScope's financial policies and related federal regulations. Officers, employees and representatives also should ensure that all invoices accurately reflect the actual amount due for any product provided and/or services rendered, are properly screened for unallowable costs, and are presented for payment in accordance with the terms of the contract. Noncompliance penalties may be severe.

## ***8. False Claims and False Statements***

The Truth in Negotiations Act requires CommScope to submit "cost or pricing data" to the government under certain circumstances and to certify that such data is accurate as of the date of agreement on price. The Act requires these extensive disclosures to permit the government to determine whether the price submitted by CommScope is fair and reasonable. Discrepancies can lead to a "defective pricing" claim resulting in financial penalties and possible criminal charges against CommScope and the individuals involved. Any false statement to the government may subject CommScope to civil or criminal liabilities. In addition, a false representation regarding CommScope's ability to comply with government contracts may subject CommScope, its directors, officers, employees and representatives to criminal liability.

## ***9. Product Specifications and Testing***

All goods and/or services provided to the federal government under contract must conform to the contract's specifications. No substitutions (for example, foreign-made materials when domestic are specified) or deviations are permitted.

All testing and quality control requirements specified in a federal government contract should be performed. Knowingly furnishing goods and/or services that do not meet government specifications is a fraudulent act that exposes CommScope and any individuals involved to severe penalties.

## **J. Government Investigations**

It is CommScope's policy to cooperate with any government investigation. All inquiries or document requests from any government agency should be referred immediately to the Legal Department. This includes any requested investigation or inspection of CommScope's facilities or records. Tax audits should be referred to the Tax Department.

## **K. International Business**

### ***1. Export Regulations***

Extensive federal regulations apply to exports from the United States (including delivery to foreign nationals in the U.S.) of information, products or technology (including software). These regulations describe which products (produced in the U.S. or elsewhere on the basis of U.S. technology) and which technology of U.S. origin may be sold, disclosed or otherwise transferred to foreign countries or foreign nationals (including CommScope employees who may be foreign nationals).

Certain commercial information, products, software and associated technology may not be exported without prior written approval from the federal government. Many common business transactions are considered exports, including:

- written or verbal disclosure of certain technical information to foreign nationals, whether in the U.S. or abroad;
- faxing certain technical information to a foreign national or country;
- physical shipment of U.S.-origin goods and technical information; and
- visual disclosure of certain technical information to foreign nationals in connection with research lab visits.

Directors, officers, employees and representatives should be aware of and comply with all applicable U.S. export regulations in the performance of their duties. Fines and criminal penalties may be imposed for violating U.S. export regulations.

### ***2. Foreign Corrupt Practices Act***

The Foreign Corrupt Practices Act prohibits CommScope and its directors, officers, employees or representatives from authorizing, giving, or promising to give, anything of value to a foreign official or other government employee or to a foreign political party to influence any act within his or her official capacity, to obtain or retain business for CommScope, or to entice a foreign official to violate his or her lawful duty. This Act further prohibits giving money or items of value to any person or firm where there is reason to believe that it will be passed on to a government official, employee or political party for an unlawful purpose. The criminal and civil penalties for violating this Act apply individually to the directors, officers, employees and representatives of CommScope, as well to CommScope itself. Certain exceptions may apply under the Act, but the applicability of such exceptions must be determined by the General Counsel. The General Counsel should be contacted prior to

making any business arrangements involving the hiring of foreign consultants or agents, or any payment to or transactions with foreign government personnel.

### ***3. Anti-boycott Laws***

Federal laws provide for civil and criminal penalties, denial or suspension of export privileges and loss of U.S. tax benefits for U.S. companies that agree to comply with a foreign country's boycott of a country friendly to the United States. The anti-boycott laws also prohibit CommScope from furnishing any information that would further the boycott of countries friendly to the U.S. CommScope is required to report any request for such information.

### ***4. Payment of Employees Abroad***

All persons employed abroad by CommScope must comply with all applicable law, including the tax and currency control laws, of their place of principal employment.

### ***5. Trade Embargoes***

From time to time, the United States imposes embargoes on trade with foreign countries. These embargoes generally prohibit U.S. individuals and corporations (sometimes including foreign subsidiaries) from engaging in any transactions with the embargoed countries. These prohibitions sometimes extend to citizens of the embargoed country.

Appropriate international conduct is a complex and changing matter. Any questions in this area should be addressed to the Legal Department.

### ***6. Economic Espionage Act***

It is a federal crime to take, download, receive or process trade secret information without the owner's consent. Violation of the Economic Espionage Act may subject CommScope, its directors, officers, employees and representatives to civil and criminal penalties.

## **L. Antitrust Issues**

The Company is firmly committed to compliance at all times with both the letter and spirit of United States and international antitrust and trade regulation laws, which generally prohibit agreements or actions that unreasonably restrain trade or competition (such as price fixing, market or customer allocation and boycotts). See CommScope's Antitrust Compliance Policy contained in OPM No. 31, available upon request from the Legal Department.

## **M. Contract Approvals**

No director, officer, employee or authorized representative shall enter into or sign any agreement, contract, amendment or modification to the same that may bind the Company, or otherwise bind the Company, without proper authority or in a manner inconsistent with Company policy. Any questions in this area should be addressed to the Legal Department or Controller's Department.

## **VI. RELATED ACTIVITIES**

### **A. Employment and Work Environment**

#### ***1. Nondiscrimination***

It is the policy of CommScope to provide an equal employment opportunity without regard to race, color, religion, gender (including pregnancy), national origin, age, handicap, disability, veteran status or any other legally protected status. This applies to decisions including, but not limited to, recruiting, hiring, training, promotion, transfer, termination, layoffs, return from layoffs, compensation, benefits, educational assistance, and social and recreational programs.

#### ***2. Harassment***

CommScope does not tolerate illegal discrimination and harassment. Harassment covers a wide range of conduct. The Company's goal is to provide a workplace free from all forms of unlawful harassment based on an employee's protected status.

#### ***3. Substance Abuse***

CommScope maintains a drug-free work environment. The unlawful manufacture, distribution, dispensing, possession or use of controlled substances is strictly prohibited on CommScope property. The use or abuse of alcohol, over-the-counter and prescription drugs, and controlled substances is prohibited if it affects work.

#### ***4. Health and Safety***

CommScope and its directors, officers, employees and representatives all are responsible for maintaining a safe and healthy work place. It is CommScope's policy to comply with all federal, state and local health and safety laws and regulations.

#### ***5. Environmental Concerns***

The violation of environmental laws and regulations may result in civil and criminal fines, compliance orders or imprisonment. Each officer, employee, and representative is responsible for being generally familiar with the environmental requirements which are likely to apply to his or her function.

Each of CommScope's facilities must comply with federal, state, local or foreign laws and regulations governing environmental matters, including but not limited to the use, storage, emission and disposal of hazardous substances. Directors, officers, employees and representatives of the Company who have a question regarding compliance with these laws should consult with his or her corporate EHS manager, facility EHS employee or plant manager.

## **B. Recording and Reporting Information**

### ***1. Accurate Books and Records***

No code of conduct can review the extensive accounting requirements that the Company must fulfill. To meet these obligations, however, the Company must rely on employee truthfulness in accounting practices. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements, generally accepted accounting principles and to the Company's system of internal controls. All transactions should be posted promptly. Directors, officers, employees and representatives may not participate in any misstatement of the Company's accounts. Reports or records should not be intentionally used to mislead those who receive them, or to conceal anything that is improper.

There are no circumstances that justify the maintenance of unrecorded funds or assets and any off-balance sheet items shall be recorded in accordance with applicable law and accounting principles.

Business records and communications, such as e-mails, internal reports, memos and similar items, often become public. E-mails should be given the same forethought as any written memoranda. You should assume e-mails will be saved and that they may be forwarded to others. You should avoid references that could be misunderstood or misinterpreted. You should retain or discard records only in accordance with the Company's established record retention policies. In the event of litigation or governmental investigation please consult the Legal Department.

### ***2. Records Retention***

CommScope is required by law to retain certain records for various periods of time, especially records concerning finance, tax, human resources, health and safety, environment, contracts and corporate matters. Additionally, when litigation or a government investigation or audit is pending, relevant records must not be destroyed until authorized by CommScope's attorneys and General Counsel. Destruction of records pertinent to an ongoing legal proceeding is a serious offense and may constitute a crime. If a director, officer, employee or representative is in doubt about the retention or destruction of documents, the director, officer, employee or representative should contact the Legal Department.

### ***3. Accurate Disclosure in Public Documents***

All disclosures contained in reports and documents filed with or submitted to the Securities and Exchange Commission, or other government agencies, on behalf of CommScope or contained in other public communications made by CommScope must be complete and correct in all material respects and understandable to the intended recipient.

## **C. Political Activities**

### ***1. Participation in Political Life/Public Service***

CommScope encourages employees to participate in civic and political activities, but employees may do so only on an individual basis, on the employee's own time and at his or her own expense. When speaking on public issues, an employee must be clear that the statements are his or her own and not those of CommScope.

### ***2. Political Contributions***

No CommScope funds or assets may be used for federal political campaign contributions. CommScope employees may not make any political contribution, directly or indirectly, on behalf of CommScope. Personal political contributions to a candidate or a political action committee (PAC) may be made only with non-reimbursable personal funds. CommScope sponsored PACs may be funded solely by voluntary donations from CommScope employees unless otherwise permitted in the limited exceptions allowed under Company policies or as waived in accordance with Section VII-E of this Code.

Except for permitted PAC solicitations, and except as specifically approved in advance by the Legal Department, no employee may use any CommScope property or facility, or the time of any CommScope employee, for any political activity. Examples of prohibited conduct would include using CommScope secretarial time to send invitations for political fund-raising events or using CommScope telephone or e-mail systems to make politically-motivated solicitations.

## **D. Media Relations**

News media contact, responses to inquiries from media, securities analysts, stockholders or the general public and public discussion of CommScope's business should be made only through an Authorized Spokesperson. The Media Relations Spokesperson will serve as the primary contact for the media. Employees who are not Authorized Spokespersons should refer all inquiries from the news media, stockholders or financial community to Authorized Spokespersons. The heads of manufacturing facilities located outside the United States are authorized to respond to local media inquiries. Others within the Company may from time to time be designated as an Authorized Spokesperson to respond to specific inquiries as necessary or appropriate.

## **E. Investor Relations**

CommScope values highly its relationships with its stockholders and the financial community. Any communication from a stockholder requesting information relating to CommScope should be referred to an Investor Relations Spokesperson. The Investor Relations Officer and Chief Financial Officer will serve as the primary contacts to the financial community. Any questions or communications from the investment community should likewise be referred to the Authorized Spokespersons ([Appendix A](#)).

## **VII. CODE ENFORCEMENT**

### **A. Procedures**

All of us must work to ensure appropriate compliance with this Code and prompt and consistent action against violations. This Code sets forth certain general guidelines and does not deal with every specific situation that may arise. Therefore, we have provided several mechanisms to deal with questions you may have or matters that you may wish to report.

If any director, officer, employee or representative has any questions or uncertainties about whether a potential act would be considered a violation, he or she should contact the Facility Ethics Officer or Corporate Ethics Officer. If any director, officer, employee or representative wishes to report any suspected violation of the Code, he or she may contact the Facility Ethics Officer or Corporate Ethics Officer or, if he or she wishes to remain anonymous, may call CommAlert ([Section VII-F](#)).

The Corporate Ethics Officer has primary responsibility for investigating and monitoring compliance with the Code and with specific requirements of various laws.

### **B. Discipline and Sanctions**

Any director, officer, employee or representative violating any provision of the Code may be subject to discipline, up to and including termination. Where appropriate, CommScope will not limit itself to disciplinary action but may pursue legal action against offending directors, officers, employees and representatives and other individuals involved. In some cases, CommScope may have a legal or ethical obligation to call violations to the attention of appropriate enforcement authorities.

### **C. Non-Retaliation**

It is against the Code for any director, officer, employee or representative to retaliate, directly or indirectly, or encourage others to do so, against any employee who reports in good faith any misconduct solely because that employee raised a legitimate ethical issue. Any director, officer, employee or representative who believes retaliation has

occurred should follow the Code Enforcement Procedures as set forth herein.

## **D. Audits**

Compliance with the Code may be monitored by audits performed by the Corporate Ethics Officer and/or Legal Department (for example, compliance with necessary approvals for Company contracts) or by Corporate Internal Audit or CommScope's outside auditors (for example, compliance with the requirement of accurate books and records). All directors, officers, employees and representatives are required to cooperate fully with any such audits and to provide truthful and accurate information.

## **E. Waivers**

Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors or a Board committee and will be promptly disclosed to stockholders and others, as required by applicable law and New York Stock Exchange Rules. Any waiver for other officers, employees or representatives may be made only by the Company's Chief Executive Officer.

## **F. CommAlert™**

### **WHAT IS COMMALERT™?**

The CommAlert™ is a telephone-based communication line that allows you to ask questions or discuss your concerns about issues that could negatively affect CommScope. CommAlert is available 24 hours a day, 7 days a week; you can use it if you want to speak with someone other than those persons identified in the Code. CommAlert is staffed by Communications Specialists who work for an outside company.

### **WHAT ISSUES SHOULD I REPORT?**

There are many types of behavior that CommScope considers unacceptable in our business practices and workplace . These include violations of law or the Code, including but not limited to:

- Substance abuse
- Harassment or discrimination
- Safety, health or environmental issues
- Theft, fraud, bribes or kickbacks
- Workplace violence
- Conflicts of interest
- Breaches of confidentiality

- Security and safeguarding Company property
- Inaccurate reporting and documentation
- Insider trading

## **WHAT HAPPENS WHEN I CALL?**

When you dial the toll-free CommAlert line at 866-277-2410, a third-party communications specialist answers your call. (If you are calling from outside the United States, you must use a country-specific access code (See [Appendix A](#)) before dialing the CommAlert line.) The communications specialist will verify your work location, which is needed to properly follow-up on the situation. The communications specialist will listen to the details of your concern and then ask follow-up questions to clarify the situation. At the end of the call, the communication specialist will assign you a confidential case number for identification and a date for you to call back and check on the status of your concern.

## **MAY I REMAIN ANONYMOUS?**

You are not required to give your name when calling CommAlert. If you do choose to identify yourself, your information will still be handled responsibly and with as much confidentiality as possible.

## **WHAT HAPPENS AFTER THE CALL?**

After each call to CommAlert, the communications specialist prepares a report and forwards it to a designated contact at CommScope. Once CommScope has the information, the matter will be investigated and, based on the results, appropriate action will be taken. The CommScope contact will inform a CommAlert communications specialist of the outcome so that you can obtain the status when you call back with your case number. There will be no retaliation solely for reporting legitimate ethical issues in good faith.

## I. APPENDIX A

### Code of Ethics and Business Conduct Contact Information

<b>Facility Ethics Officer</b>	Human Resources Manager at facility.	
<b>Corporate Compliance and Ethics Officer</b>	Frank B. Wyatt, II, <i>Senior Vice President, General Counsel and Secretary</i>	(828) 323-4917
<b>Media Relations Spokesperson</b>	Rick Aspen, <i>Director, Corporate Communications</i>	(708) 236-6568
<b>Authorized Corporate Spokesperson</b>	Frank M. Drendel, <i>Chairperson of the Board of Directors and Chief Executive Officer</i>	(828) 323-4881
	Marvin S. Edwards Jr., <i>President and Chief Operating Officer</i>	(828) 323-4841
	Jearld L. Leonhardt, <i>Executive Vice President and Chief Financial Officer</i>	(828) 323-4874
	Philip M. Armstrong, Jr., <i>Senior Vice President Investor Relations and Corporate Communications</i>	(828) 323-4848
	Frank B. Wyatt, II, <i>Senior Vice President, General Counsel and Secretary</i>	(828) 323-4917
	Rick Aspen, <i>Director, Corporate Communications</i>	(708) 236-6568
<b>Primary Investor Relations Spokesperson</b>	Philip M. Armstrong, Jr., <i>Senior Vice President Investor Relations and Corporate Communications</i>	(828) 323-4848

Effective 01/01/10

CommAlert * Updated: 2.16.09			
Country	Number	Special Instructions	Program*
US / Canada	1-866-277-2410		7544/Domestic-all allegations
Algeria	888-732-1414		7544/Domestic-all allegations
Australia	1-800-881-011 or 1-800-551-155	When calling from Australia an employee would first dial either 1-800-881-011 to place calls using Telstra telecom provider or 1-800-551-155 to place calls using Optus telecom provider.	7544/Domestic-all allegations
Austria*	800-443-1943	First you must dial 00-800-1010 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://www.usa.att.com/traveler/index.jsp">http://www.usa.att.com/traveler/index.jsp</a> if the Direct Access Code	4392/CNIL
Belgium*	800-443-1943	First you must dial 0-800-100-10 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	4392/CNIL
Brazil	0800-891-4302		7544/Domestic-all allegations
<b>China * Updated: 2.16.09</b>	<b>See Special Instructions</b>	<b>Choose the number associated with your local Telecomm Provider: 10-800-711-0688 (China Netcom) or 10-800-110-0629 (South China Telecom)</b>	<b>7544/Domestic-all allegations</b>
Czech Republic*	800-143161		4392/CNIL
Denmark*	800-443-1943	First you must dial 8001-0010 (Direct Access) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://www.usa.att.com/traveler/index.jsp">http://www.usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	4392/CNIL
Egypt	888-732-1414	First you must dial 510-0200 (Cairo) or 02-510-0200 (outside of Cairo) (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 888-732-1414. Please reference <a href="http://www.usa.att.com/traveler/index.jsp">http://www.usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
Finland*	800-443-1943	First you must dial 0-8001-10015 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	4392/CNIL
France*	0-800-91-7649		4392/CNIL
Germany*	0800-181-8428		4392/CNIL
<b>Hong Kong * Updated: 2.16.09</b>	<b>800-96-8531</b>		<b>7544/Domestic-all allegations</b>
India	800-443-1942	First you must dial 000-117 (Direct Access Code) "only" to obtain an International Operator or hear an AT&T Greeting, then you will be required to enter 800-443-1942. Please reference <a href="http://www.usa.att.com/traveler/index.jsp">http://www.usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
Ireland*	800-443-1943	First you must dial 1-800-500-000 or 00-800-222-55-288 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	4392/CNIL
Italy*	800-788594		4392/CNIL
Japan	See Special Instructions	Choose the number associated with your local Telecom Provider: 00531-11-2401 (CDD) or 0066-33-801233 (NPT) or 0044-22-112625 (Cable & Wireless IDC) or 0034-800-900107 (Japan)	7544/Domestic-all allegations
Mexico	001-800-974-4959		7544/Domestic-all allegations
Netherlands*	800-443-1943	First you must dial 0800-0222-9111 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	4392/CNIL
Norway*	800-443-1943	First you must dial 800-190-11 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	4392/CNIL
Peru	888-732-1414	First you must dial 0-800-50-000 (for Spanish Speaking Operator) or 0-800-50-288 or 0-800-70-088 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	7544/Domestic-all allegations
Poland*	800-443-1943	First you must dial 0-0-800-111-1111 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	4392/CNIL
Russia*	800-443-1943	Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> to obtain the correct Direct Access Code. Please enter the correct Direct Access Code "only" to obtain an International Operator, then you will be required to enter 800-443-1943.	4392/CNIL
Saudi Arabia	888-732-1414	First you must dial 1-800-10 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
Scotland*	800-443-1943	First you must dial 0-800-89-0011 or 0-500-89-0011 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	4392/CNIL
The Republic of South Africa	888-732-1414	First you must dial 0-800-000-101 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does	7544/Domestic-all allegations
Spain*	900-97-1202		4392/CNIL
Sweden*	020-79-8352		4392/CNIL
Switzerland*	0800-56-4584		4392/CNIL
Turkey	888-732-1414	First you must dial 00-800-122-77 (Direct Access Code) "only" to obtain an International Operator or hear an AT&T Greeting, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
United Arab Emirates	888-732-1414	First you must dial 0-800-121 (Direct Access Code) "only" to obtain an International Operator or hear an AT&T Greeting, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
United Kingdom*	800-443-1943	First you must dial 0-800-89-0011 or 0-500-89-0011 (Direct Access Code) "only" to obtain an International Operator, then you will be required to enter 800-443-1943. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	4392/CNIL
Venezuela	888-732-1414	First you must dial 0-800-552-6288 (Direct Access Code) "only" to obtain a Spanish Speaking International Operator or hear an AT&T Greeting, then you will be required to enter 888-732-1414. Please reference <a href="http://usa.att.com/traveler/index.jsp">http://usa.att.com/traveler/index.jsp</a> if the Direct Access Code does not work.	7544/Domestic-all allegations
*To comply with data protection requirements in the EU, the CommAlert Line is set up			

Appendix A, continued

**Note:** CNIL Is a French Acronym for the “National Commission for Data Protection and the Liberties”

## II. ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the CommScope Code of Ethics and Business Conduct and will comply with its terms.

Signature: \_\_\_\_\_ Print

Name: \_\_\_\_\_

Date: \_\_\_\_\_