

CommScope Holding Company, Inc.
Form DEF 14A
March 12, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-12.

COMMSCOPE HOLDING COMPANY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

(6) Amount Previously Paid:

(7) Form, Schedule or Registration Statement No.:

(8) Filing Party:

(9) Date Filed:

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March 12, 2015

Dear Stockholder:

You are cordially invited to the Annual Meeting of Stockholders (the Annual Meeting) of CommScope Holding Company, Inc., a Delaware corporation (the Company), to be held on Friday, May 1, 2015 at 1:30 p.m., local time, at JPMorgan Chase & Co., 270 Park Avenue 2nd Floor Conference Center, New York, NY 10017.

At the Annual Meeting we will review the Company s activities in 2014, as well as the outlook for 2015. Details of the business to be conducted and the matters to be considered at the Annual Meeting are provided in the attached Notice of Annual Meeting and Proxy Statement.

You will also find information regarding the matters to be voted on in the attached Notice of Annual Meeting and Proxy Statement. We are sending our stockholders a notice regarding the availability of this Proxy Statement, our 2014 Annual Report to Stockholders and other proxy materials via the Internet. This electronic process gives you fast, convenient access to the materials, reduces the impact on the environment and reduces our printing and mailing costs. You may request a paper copy of these materials using one of the methods described in the materials.

Whether or not you attend in person, **it is important** that your shares be represented and voted at the meeting. I urge you to sign, date and return the enclosed proxy card, or vote via telephone or the Internet as directed on the proxy card, at your earliest convenience. You are, of course, welcome to attend the Annual Meeting and vote in person, even if you have previously returned your proxy card or voted over the Internet or by telephone.

Sincerely,

Marvin S. Edwards, Jr.

President and Chief Executive Officer

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COMMSCOPE HOLDING COMPANY, INC.

1100 CommScope Place, SE

Hickory, North Carolina 28602

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

Time and Date: 1:30 p.m. E.D.T. on Friday, May 1, 2015

Place: JPMorgan Chase & Co.

270 Park Avenue, 2nd Floor Conference Center

New York, NY 10017

Who Can Vote: Only holders of our common stock at the close of business on March 10, 2015 will be entitled to receive notice of, and to vote at, the Annual Meeting.

Annual Report: Our 2014 Annual Report to Stockholders accompanies but is not part of these proxy materials.

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

Items of Business: To elect three Class II directors for terms ending at the 2018 Annual Meeting of Stockholders;

To approve, on a non-binding advisory basis, the compensation paid to our named executive officers;

To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015; and

To transact any other business that may properly come before the Annual Meeting.

Date of Mailing:

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A Notice of Internet Availability of Proxy Materials or this Proxy Statement are first being mailed to stockholders on or about March 12, 2015.

BY ORDER OF THE BOARD OF DIRECTORS,

Sincerely,

Frank B. Wyatt, II

Secretary

March 12, 2015

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PROXY STATEMENT

Annual Meeting of Stockholders

May 1, 2015

This proxy statement and accompanying proxy (the Proxy Statement) are being furnished to the stockholders of CommScope Holding Company, Inc., a Delaware corporation (the Company or CommScope), in connection with the solicitation of proxies by the Board of Directors of the Company (the Board or the Board of Directors) for use at the Annual Meeting of Stockholders, and at any adjournment or postponement thereof (the Annual Meeting), for the purposes set forth in the accompanying Notice of 2015 Annual Meeting of Stockholders. The Annual Meeting will be held on May 1, 2015 at 1:30 p.m., local time, at JPMorgan Chase & Co., 270 Park Avenue 2nd Floor Conference Center, New York, NY 10017.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

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

You are receiving this Proxy Statement because you owned shares of CommScope common stock at the close of business on March 10, 2015 (the Record Date), and that entitles you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting.

We are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about March 12, 2015, we mailed a Notice of Internet Availability of Proxy Materials (the Notice) to our stockholders. The Notice contains instructions about how to access our proxy materials and vote via the Internet. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via e-mail unless you elect otherwise.

Who is entitled to vote at the Annual Meeting?

Holders of our common stock outstanding at the close of business on the Record Date are entitled to vote their shares at the Annual Meeting. As of the Record Date, 189,108,463 shares of our common stock were issued and outstanding. Each share of our common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

The presence at the Annual Meeting in person or by proxy of the holders of record of a majority in voting power of the shares entitled to vote at the Annual Meeting, or 94,554,232 shares, will constitute a quorum for the transaction of business at the Annual Meeting.

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

There are three proposals that stockholders will vote on at the Annual Meeting:

Proposal No. 1 Election of three Class II directors to serve until the 2018 Annual Meeting of Stockholders;

Proposal No. 2 Advisory vote to approve the compensation paid to our named executive officers;

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Proposal No. 3 Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.

The Board recommends that you vote:

Proposal No. 1 **FOR** the election of the three nominees to the Board;

Proposal No. 2 **FOR** the advisory vote to approve the compensation paid to our named executive officers;

Proposal No. 3 **FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015.

Mark A. Olson and Frank B. Wyatt, II, two of our executive officers, have been selected by our Board to serve as proxy holders for the Annual Meeting. All shares of our common stock represented by properly delivered proxies received in time for the Annual Meeting will be voted at the Annual Meeting by the proxy holders in the manner specified in the proxy by the stockholder. If you sign and return a proxy card without indicating how you want your shares to be voted, the persons named as proxies will vote your shares in accordance with the recommendations of the Board.

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

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered, with respect to those shares, the stockholder of record. The Notice has been or will be sent directly to you.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of those shares held in street name. The Notice has been or will be sent to you by your broker, bank or other holder of record who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote the shares in your account.

How do I vote?

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

Through the Internet. You may vote by proxy through the Internet by following the instructions on the Notice or the instructions on the proxy card if you request printed copies of the proxy materials by mail.

By Telephone. If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free telephone number shown on the proxy card and following the recorded instructions.

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By Mail. If you request printed copies of the proxy materials by mail, you may vote by proxy by completing, signing and dating the proxy card and sending it back to the Company in the envelope provided.

In Person at the Annual Meeting. If you attend the Annual Meeting, you may vote your shares in person. We encourage you, however, to vote through the Internet, by telephone or by mailing us your proxy card even if you plan to attend the Annual Meeting so that your shares will be voted in the event you later decide not to attend the Annual Meeting.

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

Through the Internet. You may vote by proxy through the Internet by following the instructions provided in the Notice and the voting instruction form provided by your broker, bank or other holder of record.

By Telephone. If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free number found on the voting instruction form and following the recorded instructions.

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By Mail. If you request printed copies of the proxy materials by mail, you may vote by proxy by completing, signing and dating the voting instruction form and sending it back to the record holder in the envelope provided.

In Person at the Annual Meeting. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from your broker, bank or other holder of record and present it at the Annual Meeting. Please contact that organization for instructions regarding obtaining a legal proxy.

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

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

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

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

delivering to our Corporate Secretary an instrument revoking the proxy;

delivering a new proxy in writing, through the Internet or by telephone, dated after the date of the proxy being revoked; or

attending the Annual Meeting and voting in person (attendance without casting a ballot will not, by itself, constitute revocation of a proxy).

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other holder of record. You may also revoke your previous voting instructions by voting in person at the Annual Meeting if you obtain a legal proxy from your broker, bank or other holder of record and present it at the Annual Meeting.

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

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

What vote is required to approve each proposal?

The shares of a stockholder whose ballot on any or all proposals is marked as *abstain* will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present.

If you are a beneficial owner of shares and do not provide the record holder of your shares with specific voting instructions, your record holder may vote your shares on the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2015 (Proposal No. 3). However, your record holder cannot vote your shares without specific instructions on the election of directors (Proposal No. 1) or the advisory vote on the compensation paid to our named executive officers (Proposal No. 2). If your record holder does not receive instructions from you on how to vote your shares on Proposals 1 or 2, your record holder will inform the inspector of election that it does not have the authority to vote on that proposal with respect to your shares. This is generally referred to as a broker non-vote. Broker non-votes will be counted as present for purposes of determining whether enough votes are present to hold the Annual Meeting, but they will not be counted in determining the outcome of the vote.

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

Proposal	Vote Required	Impact of Abstentions and Broker Non-Votes, if any
No. 1 Election of directors	Directors will be elected by a plurality of the votes cast, meaning the directors receiving the largest number of for votes will be elected	Abstentions and broker non-votes will not affect the outcome of the vote
No. 2 Advisory vote to approve compensation paid to our named executive officers	Approval by a majority of the voting shares entitled to vote and represented in person or by proxy	Abstentions will count as votes against the proposal; broker non-votes will not affect the outcome of the vote.
No. 3 Ratification of appointment of independent registered public accounting firm	Approval by a majority of the voting shares entitled to vote and represented in person or by proxy	Abstentions will count as votes against the proposal; broker non-votes will not affect the outcome of the vote.

Who is paying for the cost of this proxy solicitation?

Our Board is soliciting the proxy accompanying this Proxy Statement. We will pay all proxy solicitation costs. Proxies may be solicited by our officers, directors, and employees, none of whom will receive any additional compensation for their services. These solicitations may be made personally or by mail, facsimile, telephone, messenger, email, or the Internet. We will pay brokers, banks, and certain other holders of record holding shares of common stock in their names or in the names of nominees, but not owning such shares beneficially, for the expense of forwarding solicitation materials to the beneficial owners. The Company has retained Morrow & Co., LLC, 470 West Avenue, Stamford, Connecticut 06902, to assist in the solicitation of proxies from stockholders. Morrow & Co., LLC will receive a solicitation fee of approximately \$6,500, plus reimbursement of certain out-of-pocket expenses.

What do I need to do to attend the meeting in person?

In order to be admitted to the Annual Meeting, you must present proof of ownership of CommScope stock as of the close of business on the Record Date. This can be:

a brokerage statement or letter from a bank or broker that is a record holder indicating your ownership of CommScope stock as of the close of business on March 10, 2015;

the Notice of Internet Availability of Proxy Materials;

a printout of the proxy distribution email (if you received your materials electronically);

a proxy card;

a voting instruction form; or

a legal proxy provided by your broker, bank or nominee.

Any holder of a proxy from a stockholder must present the proxy card, properly executed, and a copy of the proof of ownership. Stockholders and proxy holders must also present a form of photo identification such as a driver's license. We will be unable to admit anyone who does not present identification or refuses to comply with our security procedures.

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

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

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

To reduce costs and reduce the environmental impact of our Annual Meeting, we have adopted a procedure approved by the Commission called householding. Under this procedure, stockholders of record who have the same address and last name and who do not participate in electronic delivery of proxy materials will receive only a single copy of our Proxy Statement and 2014 Annual Report, unless we have received contrary instructions from such stockholder. Stockholders who participate in householding will continue to receive separate proxy cards and Notices.

We will promptly deliver, upon written or oral request, individual copies of the proxy materials to any stockholder that received a householded mailing. If you would like an additional copy of the Proxy Statement or 2014 Annual Report, please contact our Corporate Secretary, by mail at 1100 CommScope Place, SE, Hickory, North Carolina 28602 or by phone at (828) 324-2200. If you are a beneficial owner, you may contact the broker or bank where you hold the account.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of our Proxy Statement and Annual Report, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our transfer agent, American Stock Transfer & Trust Company, LLC, at 6201 15th Avenue, Brooklyn, NY 11219 or by phone at (800) 937-5449.

Could other matters be decided at the Annual Meeting?

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

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CORPORATE GOVERNANCE MATTERS AND COMMITTEES OF THE BOARD OF DIRECTORS

Controlled Company

We are no longer a controlled company for purposes of the rules of Nasdaq. Controlled companies under those rules are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. On January 14, 2011, CommScope Holding Company, Inc., an affiliate of the Carlyle Group, or Carlyle, acquired the equity of CommScope, Inc. (the Acquisition). In March and June 2014, Carlyle conducted secondary offerings of an aggregate of 40.25 million shares of our common stock, and on March 9, 2015, Carlyle sold an additional 20 million shares of our common stock in another secondary offering (the Sell-Down Offering). From the Acquisition until the Sell-Down Offering, Carlyle controlled more than 50% of the voting power of our common stock. The sale by Carlyle in the Sell-Down Offering resulted in its ownership falling below 50% of our outstanding common stock and the loss of our controlled company status. Following the Sell-Down Offering, Carlyle continues to own approximately 43% of our outstanding common stock and continues to have the right to designate a majority of the members of our Board of Directors for nomination for election.

While we were a controlled company, we took advantage of certain exemptions from corporate governance requirements provided in the rules of Nasdaq. Specifically, as a controlled company, we were not required to have (i) a majority of independent directors, (ii) a compensation committee composed entirely of independent directors or (iii) our director nominees selected, or recommended for selection by the Board of Directors, either by (a) independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate or (b) a nomination committee comprised solely of independent directors. Pursuant to the transition period provided by the rules of Nasdaq, our Nominating and Compensation Committees must be fully independent and a majority of the members of our Board of Directors must be independent within one year of our loss of controlled company status. During these transition periods, we may continue to utilize the available exemptions from certain corporate governance requirements as permitted by Nasdaq rules. The controlled company exemption does not modify the independence requirements for audit committees, and we are in compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the Nasdaq rules.

Policies on Corporate Governance

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

Board Leadership Structure

The Company currently has separate individuals serving in the positions of Chairman of the Board and Chief Executive Officer. The Board of Directors does not have a set policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer, as the Board believes it is in the best interests of the Company to

make that determination based on the position and direction of the Company and the membership of the Board. The Board regularly evaluates whether or not the roles of Chairman of the Board and Chief Executive

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Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee of the Company. The Board believes these issues should be considered as part of the Board's broader oversight and succession planning process.

Board Role in Risk Oversight

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

The Audit Committee is specifically tasked with reviewing with management, the independent auditors and our legal counsel, as appropriate, our compliance with legal and regulatory requirements and any related compliance policies and programs. The Audit Committee is also tasked with reviewing our financial and risk management policies. Members of our management who have responsibility for designing and implementing our risk management processes regularly meet with the Audit Committee. The Board's other committees oversee risks associated with their respective areas of responsibility.

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

Director Independence

Our Corporate Governance Guidelines, which are available on our website as described above, require that the Board be comprised of a majority of directors who qualify as independent directors under applicable Nasdaq rules, unless we are a controlled company as defined by Nasdaq rules. As described above, we no longer qualify as a controlled company under applicable Nasdaq rules and therefore our Corporate Governance Guidelines require us to have a majority of independent directors (although the rules of Nasdaq provide a one year transition period). The Board has determined that each of our non-employee directors, Timothy T. Yates, Austin A. Adams, Claudius E. Watts IV, Campbell R. Dyer, Marco De Benedetti, Peter J. Clare, Stephen C. Gray, L. William Krause and Thomas J. Manning, is independent under applicable Nasdaq rules. The Board has determined that each of Marvin S. Edwards, Jr. and Frank M. Drendel is not independent. In making its independence determinations, the Board considered the relationship between our Company and Carlyle, as Carlyle owns approximately 43% of our outstanding common stock. Specifically, the Board considered the fact that (i) Messrs. Yates, Adams, Watts, Dyer, De Benedetti, Clare, Gray, Krause and Manning serve on our Board as designees of Carlyle pursuant to the terms of the amended and restated stockholders agreement, (ii) Messrs. Clare, De Benedetti, Dyer and Watts serve as Managing Directors of Carlyle, (iii) Messrs. Gray and Krause serve as Senior Advisors to Carlyle, and (iv) we paid a termination fee of approximately \$20.2 million to Carlyle in 2013 to terminate the management agreement we entered into with Carlyle in 2011 (which termination fee was below the thresholds set forth under the Nasdaq listing rules which might otherwise preclude a finding a director independence). The Board considered these matters and the other relationships with these directors and the Company and Carlyle and the Board determined that none of such directors have a relationship which, in the opinion of the Board, would interfere with the exercise of such director's independent judgment in carrying out the responsibilities as a director or otherwise impair such director's independence.

Nominations for Directors

Subject to our amended and restated stockholders agreement, the Nominating Committee will consider director nominees recommended by stockholders. For more information regarding our amended and restated stockholders

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agreement, see below under the heading **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**. A stockholder who wishes to recommend a director candidate for consideration by the Nominating Committee should send such recommendation to our Corporate Secretary at CommScope Holding Company, Inc., 1100 CommScope Place, SE, Hickory, NC 28602, who will then forward it to the committee. Any such recommendation should include a description of the candidate's qualifications for board service, the candidate's written consent to be considered for nomination and to serve if nominated and elected, and addresses and telephone numbers for contacting the stockholder and the candidate for more information. A stockholder who wishes to nominate an individual as a candidate for election, rather than recommend the individual to the Nominating Committee as a nominee, must comply with the advance notice requirements set forth in our Bylaws. See **Stockholder Proposals for the Company's 2016 Annual Meeting** for more information on these procedures.

The Nominating Committee will consider and evaluate persons recommended by the stockholders in the same manner as it considers and evaluates other potential directors. However, as described in more detail below, pursuant to our amended and restated stockholders agreement, Carlyle currently has the right to designate nine of our eleven board members, and Messrs. Drendel and Edwards have the right to be nominated for the remaining two board positions. See **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**.

Director Qualifications

Subject to our amended and restated stockholders agreement, the Nominating Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board of Directors those candidates to be nominated for election to the Board of Directors. For more information regarding our amended and restated stockholders agreement, see below under the heading **Certain Relationships and Related Party Transactions Amended and Restated Stockholders Agreement**. In reviewing such candidates, our Corporate Governance Guidelines, which are available on our website as described above, set forth criteria that the Nominating Committee must consider when evaluating a director candidate for membership on the Board of Directors. These criteria are as follows: (i) reputation for integrity, honesty and adherence to high ethical standards; (ii) demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to our current and long-term objectives and a willingness to contribute positively to the decision-making process; (iii) commitment to understand us and our industry and to regularly attend and participate in meetings of the Board of Directors and its committees; and (iv) ability to understand the sometimes conflicting interests of our various constituencies, which include stockholders, employees, clients, governmental units, creditors and the general public, and to act in the interests of all stockholders. The Nominating Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee. Our Corporate Governance Guidelines also require the Nominating Committee to consider the mix of backgrounds and qualifications of the directors in order to assure that the Board of Directors has the necessary experience, knowledge and abilities to perform its responsibilities effectively and to consider the value of diversity on the Board of Directors. While diversity and variety of experiences and viewpoints represented on the Board should always be considered, a director nominee should not be chosen nor excluded solely or largely because of race, religion, national origin, sex, sexual orientation or disability.

Board Composition

Our Board of Directors currently consists of eleven members. Frank M. Drendel is our Chairman of the Board of Directors.

The number of members on our Board of Directors may be modified from time to time exclusively by resolution of our Board of Directors, subject to the terms of our amended and restated stockholders agreement. Our Board is divided into three classes whose members serve three-year terms expiring in successive years. Directors hold office

until their successors have been duly elected and qualified or until the earlier of their respective death, resignation or removal.

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At each annual meeting of stockholders, the successors to the directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting of stockholders following such election. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

In connection with the Acquisition, we entered into a stockholders agreement with Carlyle, members of management who hold common stock and certain other stockholders. Upon the effectiveness of the registration statement that was filed in connection with the Initial Public Offering, the stockholders agreement was amended and restated. See **Certain Relationships and Related Party Transactions** Amended and Restated Stockholders Agreement. Pursuant to the amended and restated stockholders agreement, but subject to the annual election process, Carlyle has the right to designate nine of our eleven directors. Mr. Drendel will also be a director, and shall serve as the non-executive chairman of the Board, for so long as he is employed by us pursuant to his employment agreement. See **Compensation Discussion and Analysis** Employment, Severance and Change in Control Arrangements for more information regarding the employment agreement we have entered into with Mr. Drendel. The final director is our senior ranking executive officer, who, for so long as he serves as our chief executive officer, will be Marvin S. Edwards, Jr. All parties to the amended and restated stockholders agreement have agreed to vote their shares in favor of such designees. Carlyle is not obligated to designate the entire number of directors to which it is entitled and any such undesigned positions shall remain vacant until such time as Carlyle exercises its right to designate such additional directors. Currently, Carlyle has designated all nine director positions which it is entitled to designate under the amended and restated stockholders agreement. If Carlyle loses its right to designate any directors pursuant to the terms of the amended and restated stockholders agreement, these positions will be filled by our stockholders in accordance with our amended and restated certificate of incorporation, or the **Certificate of Incorporation**, and **Bylaws**. Messrs. Adams, Clare, De Benedetti, Dyer, Gray, Krause, Manning, Watts, and Yates have been designated by Carlyle.

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

Stockholder Communications with Board of Directors

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

Board Meetings, Attendance and Executive Sessions

The Board meets on a regularly scheduled basis during the year to review significant developments affecting us and to act on matters requiring Board approval. It also holds special meetings when an important matter requires Board action between scheduled meetings. Members of senior management regularly attend meetings of the Board and its committees to report on and discuss their areas of responsibility. Directors are expected to attend Board meetings and meetings of committees on which they serve. In addition, all directors are invited, but not required, to attend our annual stockholder meetings. In 2014, all of the directors attended our annual stockholder meeting either in person or via telephone. Directors are expected to spend the time needed and meet as frequently as necessary to properly

discharge their responsibilities. In 2014, the Board held eight meetings and committees

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of the Board held a total of eleven meetings. All directors attended 75% or more of the meetings of the Board and committees on which they served, other than Mr. De Benedetti who attended 62.5% of the meetings of the Board.

In general, the Board reserves time following each regularly scheduled meeting to allow the non-management Board members and the independent directors to each meet in executive sessions.

Board Committees

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

Each of the Audit Committee, Compensation Committee and Nominating Committee operate under a charter that was approved by our Board of Directors. A copy of each of these charters is available on our website at www.commscope.com.

Audit Committee

The Audit Committee, which consists of Messrs. Yates (Chairman), Adams and Manning, is responsible for, among its other duties and responsibilities, assisting the Board of Directors in overseeing: our accounting and financial reporting processes and other internal control processes, the audits and integrity of our financial statements, our compliance with legal and regulatory requirements, the qualifications and independence of our independent registered public accounting firm, our Code of Conduct and Code of Ethics and Business Conduct, the approval of related-person transactions, and the performance of our internal audit function and independent registered public accounting firm. Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. Our Audit Committee also has the authority to review and approve our decision to enter into derivatives and swaps and to establish policies and procedures with respect thereto, including utilizing the commercial end-user exemption to enter into non-cleared swaps which are not executed through a board of trade or swap execution facility. Mr. Yates was appointed as the Chairman of the Audit Committee on February 20, 2014. A former member of the Audit Committee, Mr. Dyer, served as the Chairman of the Audit Committee prior to the appointment of Mr. Yates to this position. The Board of Directors has determined that each of Messrs. Yates, Adams and Manning is an audit committee financial expert as such term is defined under the applicable regulations of the Commission and has the requisite accounting or related financial management expertise and financial sophistication under the applicable rules and regulations of Nasdaq. The Board of Directors has also determined that Messrs. Yates, Adams and Manning are each independent under Rule 10A-3 under the Exchange Act and the Nasdaq standard, for purposes of the Audit Committee. All members of the Audit Committee are able to read and understand fundamental financial statements, are familiar with finance and accounting practices and principles and are financially literate.

In 2014, the Audit Committee met six times.

Compensation Committee

The Compensation Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is responsible for, among its other duties and responsibilities, reviewing and approving the compensation philosophy for our chief executive officer, reviewing and approving all forms of compensation and benefits to be provided to our other executive officers and reviewing and overseeing the administration of our equity incentive plans. The Compensation

Committee may also engage independent compensation advisers to provide advice regarding our executive compensation program. The Compensation Committee s processes for fulfilling its responsibilities and

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duties with respect to executive compensation and the role of executive officers and management in the compensation process are each described under the heading "Determination of Compensation Awards" in this Proxy Statement. The Board of Directors has determined that each member of the Compensation Committee satisfies the enhanced independence standards for compensation committee members as defined in the rules of Nasdaq and the Commission.

In 2014, the Compensation Committee met three times.

Nominating Committee

The Nominating Committee, which consists of Messrs. Watts (Chairman), Dyer and Krause, is, subject to our amended and restated stockholders agreement, responsible for, among its other duties and responsibilities, identifying and recommending candidates to the Board of Directors for election to our Board of Directors and reviewing the composition of the Board of Directors and its committees. For more information regarding the amended and restated agreement, see "Certain Relationships and Related Party Transactions" Amended and Restated Stockholders Agreement. The Board of Directors has determined that each member of the Nominating Committee is independent as defined in the Nasdaq rules.

In 2014, the Nominating Committee met two times.

Compensation Committee Interlocks and Insider Participation

During the year ended December 31, 2014, our Compensation Committee consisted of Messrs. Watts (Chairman), Dyer and Krause. None of the members of our Compensation Committee is currently one of our officers or employees. Messrs. Watts and Dyer are employed by Carlyle, and Mr. Krause is a Senior Advisor to Carlyle. Carlyle is a party to a stockholders agreement with our Company and certain other stockholders. See "Certain Relationships and Related Party Transactions" Stockholders Agreement. During the year ended December 31, 2014, none of our executive officers served as a member of the board of directors or compensation committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our Board of Directors or our Compensation Committee.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

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

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

review the relevant facts and circumstances of each related person transaction, including the financial terms of such transaction, the benefits to us, the availability of other sources for comparable products or services, if the transaction is on terms no less favorable to us than those that could be obtained in arm's-length dealings with an

unrelated third party or employees generally and the extent of the related person's interest in the transaction;
and

take into account the impact on the independence of any independent director and the actual or apparent conflicts of interest.

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

certain employment and compensation arrangements;

transactions where the related person's interest is only as an employee, director or owner of less than ten percent (10%) of the equity in another entity, if the aggregate amount involved does not exceed the greater of \$200,000 or five percent (5%) of the recipient's total annual revenues for such year;

charitable contributions to an organization, foundation or university at which the related person's only relationship is as an employee or a director, if the aggregate amount involved does not exceed the greater of \$200,000 or five percent (5%) of the charitable organization's total annual receipts;

transactions where the interest of the related person arises solely from the ownership of a class of equity securities in our Company where all holders of such class of equity securities will receive the same benefit on a pro rata basis;

transactions determined by competitive bids;

certain regulated transactions involving the rendering of services at rates or charges fixed by law or governmental authority; and

certain transactions involving banking-related services such as services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services.

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

Amended and Restated Stockholders Agreement

In connection with the Acquisition, on January 14, 2011, we entered into a stockholders agreement with Carlyle, members of management who held our common stock and certain other of our stockholders. Upon the effectiveness of the registration statement that was filed in connection with the IPO, the stockholders agreement was amended and restated. Pursuant to the amended and restated stockholders agreement, our Board of Directors will consist of up to eleven members, with Carlyle having the right to designate nine of the board members, Mr. Drendel shall also have the right to serve as a board member, and shall serve as the non-executive chairman of the Board, for so long as he is employed by us pursuant to his employment agreement. See Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements for more information regarding the employment agreement we have entered into with Mr. Drendel. In addition, our senior ranking executive officer has the right to serve as a board member, who, for so long as he serves as our chief executive officer, will be Mr. Edwards. All parties to the amended

and restated stockholders agreement have agreed to vote their shares in favor of such designees. Carlyle is not obligated to designate the entire number of directors to which it is entitled and any such undesignated positions shall remain vacant until such time as Carlyle exercises its right to designate such additional directors. Currently, Carlyle has designated all nine director positions to which it is entitled under the amended and restated stockholders agreement. If Carlyle loses its right to designate any directors pursuant to the terms of the amended and restated stockholders agreement, these positions will be filled by our stockholders in accordance with our Certificate of Incorporation and Bylaws. Although we are no longer a controlled company, Carlyle will continue to be able to significantly influence our decisions.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and certain of our officers. These indemnification agreements provide the directors and officers with contractual rights to indemnification and expense advancement which are, in some cases, broader than the specific indemnification provisions under Delaware law. We believe that these indemnification agreements are, in form and substance, substantially similar to those commonly entered into by similarly situated companies.

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Employment Agreements

See Compensation Discussion and Analysis Employment, Severance and Change in Control Arrangements for information regarding the employment agreements that we have entered into with our executive officers.

Registration Rights Agreement

Pursuant to a registration rights agreement that we entered into on January 14, 2011 in connection with the Acquisition, we have granted Carlyle the right to cause us, in certain instances, at our expense, to file registration statements under the Securities Act of 1933, a