



LEGAL

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I. PURPOSE

CommScope Holding Company Inc.’s Code of Ethics and Business Conduct requires all directors, officers, and employees of CommScope and its subsidiaries and affiliated companies (collectively “CommScope” or the “Company”) to comply with all applicable laws, including those that prohibit corruption and bribery, such as the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), and the anti-corruption laws of nations in which CommScope conducts its business. Although application of the numerous anti-corruption laws which govern the Company’s global operations may be complex, the central purpose is quite simple: to punish corporate entities and individuals who engage in bribery or other corrupt acts in order to obtain or retain business. To ensure compliance with these laws and to avoid even the appearance of unethical conduct, all directors, officers, and employees of CommScope and its subsidiaries and affiliated companies, and third parties acting on the Company’s behalf, must comply with this Anti-Corruption Policy (this “Policy”).

This Policy imposes a series of overarching requirements:

- (1) Individuals within the scope of this Policy may not provide, promise, or offer a Thing of Value (defined below) to any person, including Government Officials (defined below), to improperly obtain or retain business or to secure an improper business advantage.
- (2) Individuals within the scope of this Policy may not accept a Thing of Value in violation of this or any other Company policy, including but not limited to, CommScope’s Code of Ethics and Business Conduct.
- (3) Because CommScope may be held liable for the corrupt conduct of third parties acting on the Company’s behalf, CommScope will partner only with parties that are committed to ethical and lawful business practices.

(4) Individuals within the scope of the Company's Code of Ethics and Business Conduct and this Policy must ensure that CommScope maintains accurate books and records that, among other things, correctly detail the Company's expenditure of funds.

All directors, officers, and employees of CommScope and its subsidiaries and affiliated companies must read, understand, and comply with every provision of this Policy. If at any time you have any questions regarding this policy, please contact your supervisor or a lawyer in the Legal Department.

II. SCOPE

This applies to all officers, directors, and employees (both permanent and temporary) of CommScope and all of the Company's subsidiaries and affiliated companies, regardless of citizenship or location of employment (collectively "Employees"). The Policy's general principles and prohibitions also apply to all agents, distributors, consultants and any other third party acting on CommScope's behalf (collectively "Representatives") regardless of citizenship or where they do business.

CommScope recognizes that its Employees and Representatives are citizens of many countries and that its operations are subject to a variety of laws, customs, and cultures. As appropriate, CommScope's Legal Department may issue specific anti-corruption guidelines to conform to local laws or circumstances. Those guidelines will always be at least as strict as the minimum standards contained in this Policy.

III. DEFINITIONS

"Thing of Value": A "Thing of Value" is anything that the recipient might find valuable, including, among other things, cash, gifts, gift cards, items with CommScope's logo, meals, entertainment (for example tickets to concerts or sporting events), travel, lodging, transportations, loans, use of property or equipment, charitable contributions, political contributions, and job or internship offers.

"Government Official": A "Government Official" is any official or employee of federal, state, provincial, county, or municipal governments or any department or agency thereof; any officer or employee of a company or business owned in whole or in part by a government ("State-Owned Enterprise"); any officer or employee of a public international organization (e.g., the World Bank or United Nations) or local government organizations; and any foreign political party, candidate, or official. Government Officials include officials at every level of government, regardless of rank or position.

IV. BRIBERY IS PROHIBITED

Under no circumstance shall any Employee or Representative provide, offer, authorize, or promise a Thing of Value to:

1. Any person, including a "Government Official" (or a third party at a Government Official's request or assent or acquiescence), to improperly obtain or retain business or secure an improper advantage in conducting business; to induce the recipient to perform a function improperly; or while knowing or believing that the recipient is not permitted to receive the Thing of Value because of employment obligations or otherwise; or
2. Any person while knowing or being aware of a probability that such person will provide, offer, or promise a Thing of Value to another person in order to improperly obtain or retain business, persuade another person to perform his or her business functions improperly, secure an improper business advantage, or improperly direct business to any person, or while knowing that the ultimate recipient of the offer, promise, or Thing of Value is not permitted to receive it. Simply put, Employees and Representatives may not use third parties to do things they would be prohibited from doing themselves under this Policy.

It is a violation of this Policy to intentionally disregard or be willfully blind or ignorant to the making or offering of an improper payment. Moreover, there is no "de minimis" exception to these prohibitions.

Payments of reasonable and bona fide expenses incurred by or on behalf of a Government Official or another person may be permissible, but only if directly related to the promotion, demonstration, or explanation of CommScope's products or services or in the execution or performance of a written contract.

V. "FACILITATING" OR "GREASE" PAYMENTS PROHIBITED

Among other payments, this Policy specifically forbids "facilitating" or "grease" payments for routine action by Government Officials. Facilitating or grease payments are commonly defined as payments to Government Officials to further routine government actions that involve non-discretionary acts such as processing visas, obtaining licenses and permits, supplying utilities, or providing police protection.

If an Employee feels compelled to make such a payment for reasons of imminent threat to his or her health or safety, the Employee must immediately report that payment and all relevant details regarding the incident to a lawyer in the Legal Department or the General Counsel as soon after the incident as possible. CommScope shall accurately reflect such payments in its books and records.

VI. GIFTS, BUSINESS MEALS, AND HOSPITALITY

All gifts, business meals, and hospitality offered on CommScope's behalf to any person must be reasonable in value, permissible under local law, consistent with the Company's corporate and local policies, and related to the promotion, explanation, or demonstration of CommScope's products or services. Expenditures that create even the appearance of impropriety may violate this Policy.

Providing gifts, business meals, hospitality, and hosting Government Officials exposes CommScope to additional corruption risks. Extra care should be taken to ensure that what is being offered to Government Officials is consistent with the principles expressed in the preceding paragraph. The appropriate regional legal representative should be consulted before offering a gift, business meal, or other hospitality to a Government Official. In addition, written pre-approval from the appropriate regional legal representative is required before offering to pay travel and other related expenses of a Government Official to visit a CommScope facility or attend an event that promotes or demonstrates CommScope's products or services.

VII. CHARITABLE CONTRIBUTIONS

CommScope believes in and is committed to contributing to the communities in which it does business and thus permits reasonable donations to local and foreign charities. However, just as direct payments or gifts may violate applicable anti-corruption laws, so too may charitable contributions if they are made to improperly influence a Government Official or another individual. Accordingly, CommScope employees may contribute on CommScope's behalf only to bona fide charities for charitable purposes and in accordance with CommScope's Schedule of Authorizations and the Company's Charitable Contributions Policy. As appropriate, CommScope will confirm that the proposed recipient of CommScope funds is indeed a bona fide charity and that the funds will be used only for charitable purposes.

VIII. SPONSORSHIPS

In certain situations, CommScope may sponsor events or activities hosted, coordinated, or supported by third parties. For purposes of this Policy, sponsorships include any contribution in money or in kind by CommScope towards an event organized by a third party in return for the opportunity to advertise the CommScope brand by, for example, displaying the CommScope logo or otherwise publicizing CommScope during the event. All sponsorships should be made in accordance with the Company's corporate and local policies, including, as appropriate, the Schedule of Authorizations.

IX. POLITICAL CONTRIBUTIONS

It is CommScope's policy that **under no circumstances** shall CommScope funds be used to make political contributions to political parties, even if such contributions are expressly permitted under written local laws.

Employees may make voluntary personal contributions to political parties and/or candidates within their own jurisdiction, participate in the political process on their own time and at their own expense, and express their personal views on legislative or political matters, to the extent consistent with local law. Expatriate employees should, as a rule, refrain from participating in the political process in foreign countries.

X. PASSIVE CORRUPTION IS PROHIBITED

Just like CommScope's policies prohibit providing a Thing of Value for an improper purpose, CommScope also prohibits "passive corruption," which is commonly defined as the improper receipt of a Thing of Value. CommScope employees and all others performing services on behalf of the Company must not accept, receive, or agree to accept or receive a Thing of Value in violation of CommScope's Code of Ethics and Business Conduct or in connection with the recipient's or a third party's improper performance of some Company-relevant activity or function.

XI. THIRD-PARTY DUE DILIGENCE PROCEDURES

No person or entity may be authorized to represent or act on CommScope's behalf until that person or entity is reviewed, approved, and retained by written agreement with CommScope. As further detailed in CommScope's Third-Party Business Associate Retention Policy, before entering into an agreement with any sales agent, consultant, reseller, distributor, or any other third-party Representative who will act on CommScope's behalf, CommScope will conduct a due diligence inquiry regarding the prospective Representative to determine the reputation, beneficial ownership, professional capability and experience, financial standing, and credibility of the prospective Representative and the history of the prospective Representative's compliance with applicable anti-corruption laws.

A. Contracting with Representatives

All contracts with Representatives (domestic or foreign) including sales agents, joint venture partners, consultants, resellers, distributors, or other business associates who will act on CommScope's behalf, shall require the approval of CommScope's Legal Department. No payment to a Representative may be disbursed by CommScope absent a written contract. All contracts shall contain standard anti-bribery provisions unless otherwise approved in writing by the Legal Department.

B. Ongoing Monitoring Of Approved Representatives

After CommScope retains a Representative, the appropriate CommScope Employee(s) must continue to monitor the Representative's on-going activities for any anti-corruption signs or concerns. If any Employee knows or reasonably believes that a Thing of Value prohibited by the anti-corruption laws has been, is being, or may be promised or delivered by a Representative for or on CommScope's behalf, the Employee shall immediately advise the CommScope Legal Department and shall use all reasonable efforts to prevent the promise or delivery of the Thing of Value from occurring.

XII. Mergers & Acquisitions

In pursuit of CommScope's corporate strategy, the Company may be involved in merger or acquisition activity. Whenever the Company pursues the acquisition of a business entity, the due diligence process associated with the proposed acquisition shall include a due diligence inquiry regarding the acquisition target's compliance with applicable anti-corruption laws. The General Counsel shall specify what information must be obtained during such diligence and shall review and approve the written results of the diligence. After approving the transaction, CommScope shall implement appropriate anti-corruption compliance policies and internal controls, or, in the case of minority investments, make reasonable efforts to encourage the minority-owned entity to adopt such policies and controls.

XIII. Joint Ventures

Whenever the Company elects to pursue work through a joint venture, CommScope shall conduct a due diligence review of the prospective joint venture partner or partners to determine the reputation, beneficial ownership, professional capacity and experience, financial standing, credibility of the prospective joint venture partner or partners, and the history of such prospective joint venture partner's or partners' compliance with applicable anti-corruption laws. The General Counsel or his or her designee shall specify what information must be obtained during such diligence and shall review and approve the written results of the diligence. In addition, the General Counsel or his or her designee shall ensure that the joint venture implements an appropriate anti-corruption compliance program and shall periodically review that the compliance program is reasonably designed and executed to ensure compliance with anti-corruption laws around the world.

XIV. ACCOUNTING RECORDS

A. Accurate Books And Records

CommScope must make and keep books, records, and accounts, which, in reasonable detail and in a timely manner, accurately and fairly reflect the Company's transactions and dispositions of its assets, no matter the purpose or size of the transaction or disposition.

To maintain accurate books and records, Employees must create business records, including journal entries and expense reports, that accurately reflect the true substance of the underlying transaction or event in the accounting records. Employees may not make any false or misleading entry in CommScope's accounting records for any reason. Examples of prohibited conduct include making records appear to show a payment to one person or entity when the payment was made to someone else, submitting false or inaccurate invoices or expense reports, or creating records that inaccurately characterize the true nature of a transaction or payment. In addition, Employees must not create or make payments from unrecorded petty cash, "off-the-books" accounts, or "slush funds."

Employees must sign only documents, including contracts, that they believe are accurate and truthful and that the Employee is authorized to sign as described in CommScope's Schedule of Authorizations.

B. Internal Controls

CommScope shall devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that, among other things, transactions are recorded and reported in accordance with generally accepted accounting principles.

C. Minority-Owned Subsidiaries

CommScope shall, in good faith and to the extent reasonable under the circumstances, use its influence on any entity in which CommScope has 50% or less of the voting power of the entity to encourage the entity to maintain proper records and internal accounting controls.

XV. ANTI-CORRUPTION CONTROLS

A. Training

CommScope provides regular anti-corruption training to its Employees. The Company may require Employees to participate in on-line courses or in-person programs regarding anti-bribery legal requirements, CommScope's Code of Ethics and Business Conduct, and this Policy.

B. Certification of Compliance

On a periodic basis as determined by the General Counsel or his or her designee, and no less often than annually, sales and finance personnel and Representatives and other Employees and Representatives as may be determined by the General Counsel will complete a certification designed to ascertain compliance with CommScope's policies, including this Policy, and elicit information regarding any known or suspected violations of CommScope's policies. The General Counsel or his or her designee will determine the format of the certification, who shall receive the certification, and how often the certification will be required. The General Counsel or his or her designee, will review and follow-up on any adverse questionnaire responses, including conducting a formal investigation as necessary.

C. Auditing

Pursuant to its charter and as directed by the CommScope Audit Committee, the Company will maintain an audit program for CommScope to, among other things, monitor and audit systems designed to detect violations of CommScope policies and applicable laws, including, this Policy and anti-corruption laws. The Legal Department, as appropriate, will participate with Internal Audit in select audits to, among other things, measure compliance with this and other compliance-related policies.

D. Reporting

Any Employee who knows of or suspects a potential violation of any provision of this Policy should report his or her concern immediately to his or her supervisor or manager, local Human Resources Department, the Corporate Human Resources Department, the Facility Ethics Officer, or a lawyer from the Legal Department. In addition, Employees may inform the Company of any suspected or potential violation of this Policy by sending an email to ethics@commscope.com or may use CommAlert. CommScope strictly prohibits retaliation against any Employee who reports in good faith a known or suspected violation of any law or Company policy.

E. Discipline

CommScope will discipline any Employee who violates this Policy or any applicable anti-corruption law. Failure to comply with this Policy and/or applicable anti-corruption laws will constitute gross misconduct and will be grounds for termination or other disciplinary action in accordance with the disciplinary process for the relevant CommScope site or country. Violation of anti-corruption laws can also create personal criminal and civil liability for Employees and Representatives including, among other things, possible sanctions, civil and criminal fines and penalties, and incarceration.

XVI. ADMINISTRATION

The General Counsel or his or her designee is responsible for the content and periodic review of this Policy.

XVII. QUESTIONS

Any questions regarding this Policy may be addressed to: ethics@commscope.com.

Questions may also be addressed personally to CommScope's General Counsel or any member of the Legal Department.