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Report of the statutory auditor

with financial statements as of 31 December 2014 of

Andrew AG, Zurich

for COMMScope TECHNOLOGIES AG

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COMPANIES HOUSE

To the General Meeting of
Andrew AG, Zurich

Zurich, 27 October 2015

Report of the statutory auditor on the financial statements

As statutory auditor, we have audited the accompanying financial statements of Andrew AG, which comprise the balance sheet, income statement and notes, for the year ended 31 December 2014.

Board of Directors' responsibility

The Board of Directors is responsible for the preparation of the financial statements in accordance with the requirements of Swiss law and the company's articles of incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements for the year ended 31 December 2014 comply with Swiss law and the company's articles of incorporation.



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Report on other legal requirements

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 CO) and that there are no circumstances incompatible with our independence.

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Additionally, we point out that, contrary to the requirements of article 699 paragraph 2 CO, the ordinary general meeting of shareholders was not held within six months after the balance sheet date.

Ernst & Young Ltd

Michael Bugs
Licensed audit expert
(Auditor in charge)

p.p. Marc Hegetschweiler
Licensed audit expert

Enclosures

- ▶ Financial statements (balance sheet, income statement and notes)
- ▶ Proposed appropriation of available earnings

ANDREW AG, ZURICH

BALANCE SHEET AS OF DECEMBER 31, 2014

	December 31, 2014	December 31, 2013
	CHF	CHF
ASSETS		
Current assets		
Cash	9'823'274	7'274'364
Accounts receivable		
Trade	106'168'338	87'764'277
Less allowance for doubtful accounts	- 1'999'215	- 1'759'021
Affiliated companies	6'534'172	20'797'655
Other	520'667	374'131
	<u>111'223'962</u>	<u>107'177'042</u>
Inventories	22'577'248	22'408'827
Prepaid expenses	2'089'575	3'770'340
Total current assets	<u>145'714'059</u>	<u>140'630'573</u>
Fixed assets		
Land and land improvements	27'261	26'153
Buildings	6'103'830	5'815'204
Equipment	32'420'555	30'931'689
	<u>38'551'646</u>	<u>36'773'046</u>
Less allowances for depreciation	- 36'337'574	- 34'631'738
	<u>2'214'072</u>	<u>2'141'308</u>
Investments	85'386'449	85'734'356
Less allowances on investments	- 5'227'638	- 3'734'000
	<u>80'158'811</u>	<u>82'000'356</u>
Long term loan to affiliate	0	0
Total fixed assets	<u>82'372'883</u>	<u>84'141'664</u>
TOTAL ASSETS	<u>228'086'942</u>	<u>224'772'237</u>

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ANDREW AG, ZURICH

BALANCE SHEET AS OF DECEMBER 31, 2014

	December 31, 2014	December 31, 2013
	CHF	CHF
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable		
Trade	10'655'441	8'068'436
Parent company	0	0
Payables affiliated companies	55'417'996	47'697'556
Loan affiliated companies	0	7'475'620
	<u>66'073'437</u>	<u>63'241'612</u>
Accrued taxes	3'541'913	1'906'174
Advance payments	0	0
Accrued liabilities	2'211'603	1'490'053
Pension liabilities	0	0
Other liabilities	249'388	874'593
Total liabilities	<u>72'076'341</u>	<u>67'512'432</u>
Stockholders' equity		
Share capital	17'200'000	17'200'000
Legal reserve	8'600'000	8'600'000
Available earnings		
Balance brought forward	105'735'915	120'103'428
Net income for the year	24'474'686	11'356'377
	<u>130'210'601</u>	<u>131'459'805</u>
Total stockholders' equity	<u>156'010'601</u>	<u>157'259'805</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>228'086'942</u>	<u>224'772'237</u>

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ANDREW AG, ZURICH

INCOME STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2014

	2014 12 months CHF	2013 12 months CHF
OPERATING INCOME		
Net sales	410'721'956	380'241'574
Cost of sales	347'354'037	332'959'118
Gross profit	<u>63'367'919</u>	<u>47'282'456</u>
Operating expenses		
Engineering expenses / -income	167'297	10'888
Sales and business development	19'654'236	16'464'359
Administrative and other expenses	3'186'968	2'878'548
Research and development	72'914	- 19'980
Total operating expenses	<u>23'081'415</u>	<u>19'333'815</u>
NET OPERATING INCOME	<u>40'286'504</u>	<u>27'948'641</u>
Other income / expense (-)		
Interest expense	0	- 18'055
Interest income	51'444	654'924
Dividend income	0	0
Gain /(loss) on exchange and translation	1'992'873	- 599'938
Gain (loss) on sale of fixed assets	- 163'410	23'722
Increase (-) / release (+) allowance on investments	- 1'584'164	- 3'734'000
Pension fund expenses	- 7'271'032	- 5'406'154
Miscellaneous expenses	- 6'117'031	- 4'841'296
Net other income / expense (-)	<u>- 13'091'320</u>	<u>- 13'920'797</u>
INCOME BEFORE TAXES	<u>27'195'184</u>	<u>14'027'844</u>
Income and capital taxes	- 2'720'498	- 2'671'467
NET INCOME FOR THE YEAR	<u>24'474'686</u>	<u>11'356'377</u>

ANDREW AG, ZÜRICH

NOTES AS OF DECEMBER 31, 2014

Basis of Financial Statements

The financial statements of Andrew AG incorporate the accounts of Andrew AG, Zürich, Switzerland, and the accounts of Andrew Ltd., Lochgelly, Scotland, a branch of Andrew AG.

Both companies maintain their official accounting records and prepare their financial statements in their own currencies for domestic purposes (Euro and British Pound Sterling, respectively). The combined financial statements, prepared in Swiss francs for Swiss reporting purposes, include the accounts of Andrew AG, Zürich, and its branch, Andrew Ltd., Lochgelly. They are prepared in accordance with accounting practices in Switzerland.

All significant balances and transactions between Andrew AG and its branch, Andrew Ltd., Lochgelly, have been eliminated on combination.

Foreign Currency Translation

The accounting records of Andrew AG are maintained in Euros and those of Andrew Ltd. are maintained in British Pound Sterling. In the combination, current assets and liabilities have been translated into Swiss francs at the approximate exchange rates prevailing at the balance sheet date.

The statement of income have been translated at average exchange rates for the year. Net translation differences are included in the income statement.

Branch Account

The branch account included in the financial statements of Andrew AG, Zürich, of CHF 43'473'464 originally amounted to CHF 17'029'023. It represented the net asset value of Andrew Ltd., Lochgelly, acquired from Andrew Corp., USA, in September 1984. In September 1989, the account balance was reduced from an extraordinary dividend declared by Andrew AG and partly remitted to the parent company through the branch in Scotland. In the year ended September 30, 1995, the balance further changed from the transfer of accumulated earnings of the branch and the transfer of advances made by the branch to an affiliated company. Between 2003 - 2005 the balance further changed due to the transfer of the Quasar investment and increased investments into Andrew Ltd.

ANDREW AG, ZURICH

NOTES AS OF DECEMBER 31, 2014 (Continued)

Risk assessment / Internal Control System

According to Art. 663b pt 12 of the Swiss Code of Obligations the Board of Directors have established an internal control system / risk assessment procedure. The Board of Directors have identified in a memorandum the scope of the internal control system and the strategic risks of the company. The Board of Directors are regularly reviewing the risk assessments, analysing risks and are implementing and maintaining corrective actions if required.

Internal and external auditors review the operating effectiveness of internal controls including appropriate documentation.

There are no significant deficiencies in the design or operation of internal controls.

Deferred tax assets

In accordance with Swiss law, deferred tax assets on timing differences and on loss carry forwards have been expensed in 2014 and 2013.

Insurance Value

	December 31, 2014	December 31, 2013
	CHF	CHF
Insurance value of fixed assets including buildings under operating leases	53'875'904	46'384'000

ANDREW AG, ZURICH

NOTES AS OF DECEMBER 31, 2014 (Continued)

	December 31, 2014 12 months CHF	December 31, 2013 12 months CHF
Details to Income Statement		
<u>Personnel cost</u> are included in cost of sales and operating expenses at	17'998'381	14'432'846
<u>Depreciation</u> of fixed assets	597'796	1'060'611
Investments		
Andrew Cayman Islands Ltd., Cayman Islands Activity: Holding company Common stock and additional paid-in capital: USD 65'365'836 (2001 - USD 58'365'836, 2003 - USD 3 mio., 2004 - USD 4 mio.) 2007: Contribution of Andrew Brazil shares and issuing in exchange one share of common stock of Andrew Cayman Islands 100 % owned at cost of	75'725'739	76'034'285
Andrew Telecommucations s.r.o. Modrice, Czech Republic Activity: Supplier of communication systems and services Share capital: CZK 242,4 million 100 % owned at cost of	9'660'709	9'700'070
Precision Antennas Limited, UK Activity: Supplier of communication systems and services Share capital: GBP 27'500 100 % owned at cost of 100 % owned at residual value	n/a 1	n/a 1

Precision Antennas Limited, UK has ceased business in 2009. The investment is valued at an estimated residual value as of December 31, 2014 and 2013.

ANDREW AG, ZURICH

APPROPRIATION OF AVAILABLE EARNINGS
(Proposal of the Board of Directors)

	December 31, 2014	December 31, 2013
	CHF	CHF
Balance brought forward	105'735'915	120'103'428
Net income for the year	24'474'686	11'356'377
Earnings available for distribution	130'210'601	131'459'805
Dividend (US\$ 28'900'000)		
- as approved by the extraordinary general meeting dated February 28, 2014	0	- 25'723'890
Dividend (Euro 28'800'000)		
- as approved by the extraordinary general meeting dated April 24, 2015	- 29'818'080	
Available earnings to be carried forward	100'392'521	105'735'915