

Region International

Guidelines for Broadband Active Networks Distributor
Channel Members

Edition Seven, 25 January 2022

Notice

The Guidelines included in this document are for Channel Members (as defined below) (the “**Guidelines**”).

Neither CommScope, Inc., nor any of its subsidiaries or designated affiliates, (“**CommScope**”), shall be liable for technical or editorial errors or omissions or for any damages resulting from the use of this material. All information contained in the Guidelines is the property of CommScope and may be subject to copyright and trade secret protection, the unauthorized disclosure of which may entitle CommScope to injunctive relief and damages. No license expressed or implied, under any patent, copyright or trade secret right is granted or implied by the conveyance of this document.

ARRIS, the ARRIS logo, PartnerPRO and the PartnerPRO logo are trademarks of CommScope, Inc. and/or its affiliates. All other trademarks are the property of their respective owners.

Contents

1 Introduction 4

2 Partner Program 5

 2.1 Product Portfolio 5

 2.2 Partner Program Structure 6

 2.2.1 Distributor 6

 2.2.2 Solution Provider Channel Members 7

 2.3 Membership Tiers 7

 2.3.1 Authorized Solution Provider 7

 2.3.2 Select Solution Provider and Elite Solution Provider 7

3 Failure to comply with the Guidelines 8

 Exhibit 1. Partner Program Summary 9

 Exhibit 2. Essential Qualitative Selective Criteria 12

 Exhibit 3. Distributor Requirements 14

 Exhibit 4. Partner Program Benefits 18

 I. Marketing Program 19

 II. Inventory Program 20

 i. Inventory Price Protection 20

 ii. Stock Rotation Program (applicable to HFC products only) 20

 III. Sales Program 21

 Exhibit 5. Co-op Marketing Fund Guidelines **22**

1 Introduction

Key Definitions:

“Distributor Channel Member” means an entity authorized for the purposes of the Partner Program, which can promote, distribute and support Broadband Active Networks products to all Channel Members but is not authorized to resell them to end customers without specific permission from CommScope.

“CALA” means the Central and Latin America region.

“Channel Member” means any authorized member of the Partner Program for Broadband Active Networks products and includes Distributors, Authorized Solution Providers, Elite Solution Providers and Select Solution Providers.

“Channel Portal” or “Partner Portal” means <https://www.commscope.com/membership/>.

“Partner Program” means the Partner Program for Broadband Active Networks to which a potential Channel Member applies and is accepted into by CommScope, authorizing the Channel Member to promote and resell Broadband Active Networks products to end customers and/or other Channel Members in accordance with the terms and conditions of the agreement to be executed directly between CommScope and the Channel Member (where applicable), incorporating fully the Channel Members Guidelines, with all such information set out on the Channel Portal.

“Broadband Active Networks” means infrastructure products within CommScope’s Access Networks Solutions (ANS), Cable and Connectivity Solutions (CCS) and Networking, Indoor Cellular & Security Solutions (NICS) product segments, (i.e. Satellite Receiver, HFC, Passive Optical Network (PON), Video Processing, CMTS and Edge QAM, Ruckus, Content Management, Network Management, and Professional Services)..

“ILT” means instructor-led training.

“Region International” means all regions with the exception of North America.

“QSC” means the qualitative selective criteria as set out in Exhibit 2.

“SLA” means a service-level agreement.

“MSD” means the Microsoft Dynamics platform.

“Candidate Solution Provider” means a prospective solution provider applying to become a member of the Channel Program that may add features or services to an existing product prior to reselling the integrated product or complete solution.

“Solution Provider Channel Member” means an entity authorized for the purposes of the Partner Program, including to sell Broadband Active Networks to end customers (and other Channel Members), and includes Authorized Solution Providers, Select Solution Providers and Elite Solution Providers.

“VILT” means virtual instructor-led training.

2 Partner Program

The Partner Program is a set of transparent rules shared with all Channel Members, allowing them to invest time and money in selling Broadband Active Networks products with confidence. The Partner Program described in these Guidelines aims to provide all Candidate Solution Providers with the necessary information to become a Channel Member and develop a set of specialized technical and sales skills to continue to meet the QSCs that enable access to a wide range of Broadband Active Networks products.

A high-level summary of the main aspects of the Partner Program is set out in Exhibit 1. Nonetheless, it is important that Channel Members are fully aware of, and comply with, all rules set out in these Guidelines.

2.1 Product Portfolio

CommScope offers a vast array of products under the Broadband Active Networks segment. These products target a wide range of market segments such as the cable and telecom operator markets. CommScope’s strategy is to ensure optimized alignment between each product and a Channel Member’s skill sets. Every Channel Member is eligible to apply for authorization to resell each of the products, or set of products, listed in Table 1. Authorization shall be granted on a Product-group basis, depending on the Channel Member’s ability to meet the relevant authorization requirements.

Table 1 – Product Categories

Categories	Product Group	Products
Broadband Active Networks	Satellite Receiver*	Satellite Receiver
Broadband Active Networks	HFC	Hybrid Fiber Coaxial (HFC), Access Technologies (AT)
Broadband Active Networks	PON	Passive Optical Network (PON), Remote OLT Manager
Broadband Active Networks	Video Processing	Encoders, Ad insertion, Video On Demand, VUE ^{Error! Bookmark not defined.} , vManager ^{Error! Bookmark not defined.}
Broadband Active Networks	CMTS and Edge QAM	Cable Modems Termination System (CMTS) and Edge QAM, Distributed Access architecture (DAA), vManager ^{Error! Bookmark not defined.} , VUE ^{Error! Bookmark not defined.}
Broadband Active Networks	Ruckus	Ruckus ¹
Broadband Active Networks	Content Management	MultiTrust MultiDRM, MultiTrust TITANIUM CAS ^{Error! Bookmark not defined.}
Broadband Active Networks	Network Management	ServAssure, Assurance ^{Error! Bookmark not defined.}
Broadband Active Networks	Professional Services	Network Transformation Consultancy, Network/Headend Design, Integration Services

¹ To purchase Ruckus, Titanium, and Assurance products from CommScope, Select Solution Providers, Elite Solution Providers and Distributors need to sign a written contract variation to their existing Solution Provider or Distributor agreement with CommScope, which varies the terms of the agreement to incorporate product-specific terms for the Ruckus, Titanium, Elemental and Assurance products that CommScope is obliged to include in all Channel Member Solution Provider or Distributor agreements.

In the case of vManager, VUE, Titanium and Assurance products, a Channel Member must ensure that the end customer provides CommScope remote access to its network. The end customer shall raise the case through the Channel Member but CommScope needs to have access to the network to assess the case.

*Note: Satellite Receiver is only available for CALA.

2.2 Partner Program Structure

The Partner Program is comprehensive in nature and is dedicated to Channel Members. [Figure 1](#) highlights the roles and responsibilities of Channel Members.



Figure 1 - Roles and Responsibilities of Solution Provider Channel Members and Distributors

2.2.1 Distributors

The Distributor is a key player in the ecosystem of the Partner Program, bringing important skill sets in logistics, order management, business planning, demonstration equipment, credit-line support and technical support. Distributors promote, distribute and support the product lines and are authorized to sell to Authorized Solution Providers (and other Channel Members) who, in turn, sell products to end customers.

The primary responsibility of a Distributor is to support Authorized Solution Providers in their region. Distributors are only appointed when a strict set of criteria is satisfied. This is due to the strategic importance of the relationship between CommScope and its Distributors.

The main criteria for CommScope to select a Distributor are:

- A clear business need in the region
- Large scale and proven expertise by the Distributor in the whole scope of distribution (logistics, order management, business planning, training, demonstration equipment, credit-line support and technical support)
- A pan-region coverage and presence
- Distributors as Channel Member must also meet the QSC as per Exhibit 2.

Distributors are not authorized to sell directly to the end customers, unless given specific permission by Distributors and only on a case by case basis with clear justification.

2.2.2 Solution Provider Channel Members

A Solution Provider Channel Member's business model objective is to specialize in delivering a variety of CommScope solutions to end customers. Solution Provider Channel Members provide integration (integrate Broadband Active Networks products with existing end-user customer equipment and equipment from other third parties), concept-validation (lab validation before end customer deployment), development of value added applications (e.g. integration with an existing OSS/BSS platform), on-site installation, maintenance services and local market knowledge. The Partner Program encompasses the Broadband Active Networks product portfolio.

2.3 Membership Tiers

The tiered structure of the Partner Program rewards Solution Providers Channel Members for hard work and dedication by providing a path for expanding their relationship with CommScope, and in turn, aims to accelerate the growth of their businesses. At the core of the Partner Program is the idea of investment. As your company increases its commitments to our products, CommScope shall also increase its investment in the relationship with you.

Three separate membership tiers define the different Solution Provider Channel Member levels in the Partner Program, each with different objectives and "value-add criteria" for selection. The first membership tier is the Authorized Solution Provider. Qualification to the Select Solution Provider and the Elite Solution Provider levels is based upon achieving specific commitments within the Partner Program.

2.3.1 Authorized Solution Provider

The Authorized Solution Provider category makes up the first tier of the Partner Program. This status gives access to the products, tools and training necessary to begin selling Broadband Active Networks products. When collaborating or working with Distributors, an Authorized Solution Provider can focus on what it does best: qualifying and serving customers. Purchases of Broadband Active Networks products and services for this tier, are made through another Channel Member, most often a Distributor, which affords the Authorized Solution Provider the benefit of their logistics expertise and stock holdings (though the Authorized Solution Provider can also purchase from other Channel Members). If a Distributor is not available in an Authorized Solution Provider's region, the Authorized Solution Provider shall have the possibility to purchase Broadband Active Networks products from an Elite Solution Provider and/or a Select Solution Provider.

2.3.2 Select Solution Provider and Elite Solution Provider

CommScope contracts directly with Select Solution Providers and Elite Solution Providers. CommScope takes full responsibility for delivering the Partner Program and providing support to Select Solution Providers and Elite Solution Providers. All Select Solution Providers and Elite Solution Providers have the option of sourcing products directly through CommScope (or another Channel Member). In addition, Distributors may choose to offer enhanced logistics value to Select Solution Providers and Elite Solution Providers for part, or all, of their business. If a Select Solution Provider or an Elite Solution Providers opts to purchase through a Distributor for this additional value, the Distributor, at its discretion, shall establish the price point and the terms of sale with the Select Solution Provider or Elite Solution Provider.

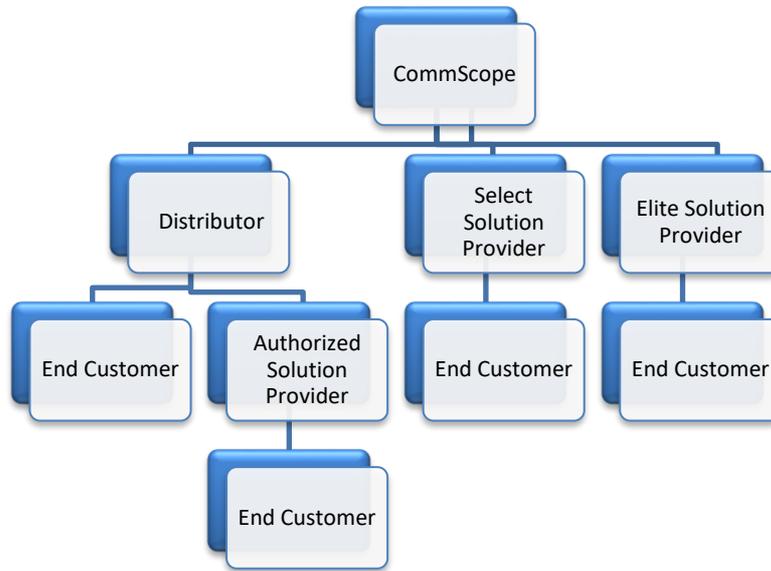


Figure 2 - Purchasing Relationships in the Partner Program*

*This is a suggested Purchasing Relationships flow. However, there is nothing that prevents a Channel Member to buy from any other Channel Member. For example, a Select Solution Provider can buy products from a Distributor.

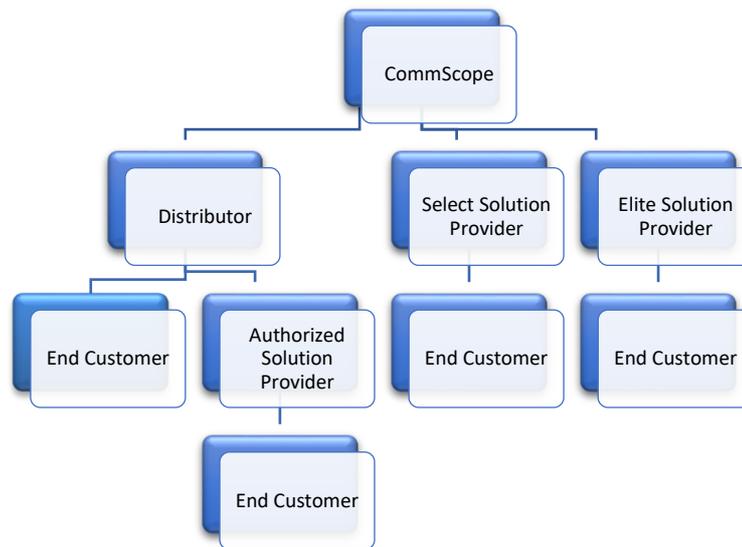
3 Failure to Comply With the Guidelines

A Distributor’s failure to adhere to the Guidelines shall be deemed to be a material breach of the Distributor’s obligations under these Guidelines. CommScope shall notify the Distributor by email of the material breach and request that the Distributor remedy such material breach within thirty (30) days, commencing from the date of CommScope’ email notification. If a Distributor fails to remedy the material breach within the time frame specified above, CommScope reserves the right to terminate the Distributor’s authorized status in the Partner Program and enforce the remedies set forth in the Distributor Agreement. For the avoidance of doubt, in the event that a Channel Member’s authorized status in the Partner Program is terminated, the Channel Member shall cease to be entitled to any benefits under the Co-op Fund (see further Exhibit 5).

Exhibit 1. Partner Program Summary

This is a high-level summary of the main aspects of the Partner Program. Nonetheless, it is important that Channel Members are fully aware of, and comply with, all rules set out in the Guidelines.

Channel Membership Level (See 2.3)



Partner Program Application Process (See Exhibit 3)

- **Step 1** Review Partner Program as detailed in the Guidelines.
- **Step 2** Submit an on-line application through the Channel Portal.
- **Step 3** Participate in an interview with CommScope.
- **Step 4** Be notified of the application result.
- **Step 5** Be able to purchase products in approved categories, after receiving the appropriate training.

Essential Qualitative Selective Criteria (See Exhibit 2)

- To become a Channel Member, a Candidate Solution Provider must meet certain mandatory QSC. Satisfying the QSC is a critical aspect of the Partner Program as it ensures that CommScope maintains integrity within the Partner Program.
- The minimum QSC that must be met for each product to which the Channel Member wishes to gain access are set out below:

	HFC	PON	Video Processing*	CMTS and Edge QAM	Ruckus	Content Management	Network Management	Professional Services
Product Example	Hybrid Fiber Coaxial	Passive Optical Network (PON), Remote OLT Manager	Encoders, Ad insertion, Video on Demand, (Software Encoders, Transcoders, Packagers and Origin Servers), VUE, vManager	Cable Modems Termination System (CMTS) and Edge QAM, R-PHY, Distributed Access architecture (DAA), vManager, VUE	Ruckus	MultiTrust MultiDRM, MultiTrust TITANIUM CAS	ServAssure, Assurance	Network Transformation Consultancy, Integration Services
Major Customer Impact	Level 1	Level 2	Level 2	Level 2	Level 2	Level 2	Level 2	
Recent Track Record	✓	✓	✓	✓	✓	✓	✓	
Demonstrated Expertise	✓	✓	✓	✓	✓	✓	✓	
Technical Training engineers	1	1	3	3	3	3	3	
Information Tracking and technical Support	8 hours a day, 5 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	
Lab		✓	✓	✓	✓		✓	
Valid CommScope Technical Support contract		✓	✓	✓	✓	✓	✓	

***Note:** For video processing products, Elite Solution Providers, Select Solution Providers, Authorized Solution Providers and Distributors may enlist the services of CommScope to cover for the lab and CommScope Technical Support contract requirements. This will be subject to CommScope pre-authorization and a higher SLA fee to the end customer.

Benefit (See Exhibit 4)

Category	Training Program	Marketing Program	Inventory Program	Sales Program
Description	Training & Support	Sales tools (Portal, Webinars, Brand Centre/My CommScope, Newsletters); Case study; Advisory Council; Channel survey	Inventory Price Protection	Opportunity Register; Lead Management
Distributor	✓	✓	✓	✓

Co-op Fund (See Exhibit 5)

- One (1%) per cent of the Distributor and Elite Solution Provider’s quarterly invoiced value related to purchases of Broadband Active Networks products only (up to a maximum of US\$50,000 per annum).
- Half (0.5%) per cent of the Select Solution Provider’s quarterly invoiced value related to purchases of Broadband Active Networks products only (up to a maximum of US\$50,000 per annum).
- Thirty (30%) per cent of the Co-op Fund (up to a maximum of ten thousand (\$10,000) for Elite Solution Providers and Select Solution Providers) is dedicated to support funding of CommScope’s extensive range of training courses.
- The Co-op Fund supports a wide range of methods for promotion of Broadband Active Network’s products and services, including for Distributors, Elite Solution Providers and Select Solution Providers: Literature Development; Events; Training & Seminars; Promotional Materials & Signage; Demonstration Equipment for Lab Purposes.
- To make a claim for reimbursement, complete the Co-op Claim Form online via MSD, accessed through the Channel Portal, with supporting documents. A copy of the third party invoice “paid” or to be paid must accompany all claims. Claims for branded goods must be accompanied by artwork or samples. All claims must be calculated in U.S. dollars and the exchange rate used must be shown on the form. All claims must be presented in the English language.
- The Co-op Fund shall accrue from January 1st to December 31st

Requirement (See 2.4)

	Authorization of Technical Personnel	Authorization of Dedicated Sales Staff	Minimum Revenue	Responsiveness	Information
Distributor	At least 2 (refer to Exhibit 3, Table 3)	3	US\$3,000,000	Help desk, guarantee call back, call tracking (as per QSC) for each country where products are sold	Primary Contact, Channel Member Business and Marketing Plan, Point of Sales and Inventory Report

Training (See 2.4.1)

- To satisfy end customer needs, it is crucial for Channel Members to maintain up-to-date CommScope product knowledge. As part of the Partner Program, CommScope offers technical and sales education delivered through electronic modules and instructor-led classes.
- A Learning Management System is available and can be accessed via the Channel Portal or directly through CommScope University so that all Channel Members have access to on-line training, schedules and information concerning the availability of each training session.

Training				Technical Support Reauthorization			
	Min number of people trained/ (per product)	Type of Training	Frequency	Price	Min number of people reauthorized	Type of authorization	Frequency of reauthorization
Distributor	3	ILT, VILT or eLearning	<ul style="list-style-type: none"> When requesting to first re-sell product When certification is missed Whenever Channel Member asks for it Whenever there is a technical personnel change 	Refer to CommScope University	3	Technical Support Scorecard	3 years

Exhibit 2. Essential Qualitative Selective Criteria

Distributors are only appointed when a strict set of criteria are satisfied. This is due to the strategic importance of the relationship between CommScope and the Distributors. In a very competitive market environment, there is an imperative requirement for co-investment in order for the relationship to maintain a competitive advantage.

The main criteria for CommScope to select a new Distributor are:

- Clear CommScope business need in the region.
- Large scale and proven expertise in every aspect of distribution (logistics, order management, business planning, pre-sales support, post-sales support, training, demonstration equipment and credit-line support).
- Pan-region coverage and presence.
- The Distributor, as a Channel Member, must also meet the QSC following:

Exhibit 2, Table 1 - Essential QSC

	HFC	PON	Video Processing*	CMTS and Edge QAM	Ruckus	Content Management	Network Management	Professional Services
Product Example	Hybrid Fiber Coaxial	Passive Optical Network (PON), Remote OLT Manager	Encoders, Ad insertion, Video on Demand, (Software Encoders, Transcoders, Packagers and Origin Servers), VUE, vManager	Cable Modems Termination System (CMTS) and Edge QAM, R-PHY, Distributed Access architecture (DAA), vManager, VUE	Ruckus	MultiTrust MultiDRM, MultiTrust TITANIUM CAS	ServAssure, Assurance	Network Transformation Consultancy, Integration Services
Major Customer Impact	Level 1	Level 2	Level 2	Level 2	Level 2	Level 2	Level 2	
Recent Track Record	✓	✓	✓	✓	✓	✓	✓	
Demonstrated Expertise	✓	✓	✓	✓	✓	✓	✓	
Technical Training engineers	1	1	3	3	3	3	3	

Information Tracking and technical Support	8 hours a day, 5 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	24 hours a day, 7 days a week	
Lab		✓	✓	✓	✓		✓	
Valid CommScope Technical Support contract		✓	✓	✓	✓	✓	✓	

***Note:** For video processing products, Elite Solution Providers, Select Solution Providers, Authorized Solution Providers and Distributors may enlist the services of CommScope to cover for the lab and CommScope Technical Support contract requirements. This will be subject to CommScope pre-authorization and a higher SLA fee to the end customer.

Exhibit 3. Distributor Requirements

As a key component of the Partner Program, Distributors are asked to satisfy the following requirements:

- Authorization
- Revenue
- Responsiveness
- Information

Exhibit 3, Table 1 - Membership Level Criteria

Distributor	
Authorization of Technical Personnel	At least 3 (refer to Exhibit 3, Table 3)
Authorization of Dedicated Sales Staff	2
Minimum Revenue	US\$3,000,000
Responsiveness	Help desk, guarantee call back, call tracking (as per QSC) for each country where products are sold
Information	Primary Contact, Channel Member Business and Marketing Plan, Point of Sales and Inventory Report

I. Authorization of Technical Personnel, Dedicated Sales Staff and Training Requirements for all Channel Members

To satisfy end customer needs, it is crucial for all Channel Members to maintain up-to-date CommScope product knowledge. As part of the Partner Program, CommScope offers technical and sales education delivered through electronic modules and instructor-led classes.

Dedicated Sales Staff

Each Channel Member must appoint a minimum number of dedicated sales staff, as per [Exhibit 4, Table 1](#). The Channel Member’s dedicated sales staff are advised to attend all CommScope webinars and all CommScope channel conferences.

Technical Training

Product and solution technical training includes education on CommScope product components, features, functionality and configuration.

The engineers must be able to provide solution and/or network design, install equipment, configure customer information and interface with customers as a subject-matter expert and provide Level 1 and Level 2 support on a per product category basis. Exhibit 3, Table 2, highlights the training authorization requirements.

Exhibit 3, Table 2 – Training Authorization Requirements

Training				Technical Support Reauthorization			
	Min number of people trained/ (per product)	Type of Training	Frequency	Price	Min number of people reauthorized	Type of authorization	Frequency of reauthorization
Distributor	3	ILT, VILT or eLearning	<ul style="list-style-type: none"> When requesting to first re-sell a product When certification is missed Whenever Channel Member asks for it Whenever there is a technical personnel change 	Refer to CommScope University	3	Technical Support Scorecard	3 years

Note: Technical Support Scorecard is a quantitative measurement based on online training followed and number of cases opened. Criteria are released on a yearly basis.

Registration and Enrollment in Training Courses

Each Channel Member must enroll in courses according to the product access granted when joining the Partner Program. For the avoidance of doubt, mandatory ethics training follows the same enrollment process but does not count as technical training. To register for training, a Distributor, Elite Solution Provider or Select Solution Provider must issue CommScope with a binding, non-cancellable purchase order. Authorized Solution Providers can place a purchase order with a Distributor, Elite Solution Provider or Select Solution Provider.

After successful completion of a particular product course, a Channel Member will be granted authorization to resell the relevant products. For product compliancy, Channel Members are required to maintain authorized product knowledge levels for technical staff as indicated in Exhibit 3, Table 2:

- Distributors are required to have at least three (3) personnel with training validity in force per product or be reauthorized.

Reauthorization is on a three (3)-year basis. Training validity is on a two (2)-year basis. However, if a Channel Member passes the reauthorization process, they are then exempt from the training requirement for a period of three (3) years.

In case of any questions, a Channel Member can find information on-line by accessing the Learning Management System through the Channel Portal, or a Channel Member can contact training@commscope.com directly for help and advice on: (a) training course objectives; (b) how to book specific training courses; (c) when future training courses will be scheduled for the year; and (d) their training obligation status. Alternatively, a Channel Member can contact their local CommScope sales representative, who can advise on the Channel Member’s training obligation status.

For the avoidance of doubt, a Channel Member’s failure to complete the mandatory ethics training shall be considered a material breach of these Guidelines and the terms set forth in Section 3 below shall apply. Revenue Target.

A Distributor’s revenue is based on the cumulative CommScope sales of Broadband Active Networks products to the Distributor. A Distributor shall be required to meet the applicable annual target (as shown in Table 3) (the “Revenue Target”). Sales shall be monitored annually by CommScope. Exhibit 3, Table 1, highlights the contribution requirements for each membership level. Revenue should be estimated at sales of the previous year.

II. Responsiveness Requirements

Ensuring the satisfaction of CommScope end customers is a critical outcome of the Partner Program. CommScope requires that Distributors maintain prescribed levels of support for help desk, call management and/or call tracking as well as guaranteed call back times. These stipulations help to ensure agreement on levels of responsiveness to customer requests. Exhibit 3, Table 1, highlights the requirements for each membership level.

For Product Groups that don't have an SLA with CommScope:

Distributors are required to provide Level 1 support to all Solution Provider Channel Members purchasing through them, during business hours, 5 (five) days per week (excluding weekends and holidays) for each country where products are sold. Minimum coverage is 8 (eight) hours a day, 5 (five) days a week.

The Level 1 support help desk should, at a minimum be able to cover the following:

- Order a repair or a service on behalf of the end customer
- Provide details concerning the warranty status of any items

When selling to a Solution Provider Channel Member, a Distributor should use its best efforts to promote the value of CommScope services and highlight the risk and the cost of the Solution Provider Channel Member not purchasing these plans.

For Product Groups that have an SLA with CommScope:

Distributors have an obligation to deliver a customer support experience consistent with that of CommScope-delivered support services, the minimum requirements of which are described in the following paragraph.

The Level 1 support help desk should, at a minimum, be able to:

- Provide the technical resources that serve as the first line of support to resolve technical issues.
- Resolve a high percentage (i.e. 80%) of common issues.
- Employ basic troubleshooting configuration and "how-to" processes.
- Provide education to seek a prompt remedy to problems.
- Unresolved Level 1 issues are considered Level 2 only after basic trouble shooting, configuration and "how-to" attempts are made.

Note: In the case of Titanium, due to restricted access to systems, it is not expected that the Candidate Solution Provider will be able to resolve a high percentage of issues, but other Level 1 requirements are applicable.

The Level 2 support help desk should, at a minimum, be able to:

- Provide Level 2 help desk escalation for Solution Provider Channel Members. Level 2 support issues are usually defined as in-depth operating system or product functionality questions that may require engineering assistance.
- Utilize environment and application troubleshooting, advanced configuration and engineering escalations (if required) to try to promptly provide Solution Provider Channel Members with the information they need to resolve their issue.

When selling to a Solution Provider Channel Member, a Distributor should use its best efforts to promote the value of CommScope services and highlight the risk and the cost of the Solution Provider Channel Member not purchasing these plans.

III. Information Requirements

Information requirements reflect the extent to which the Channel Member and CommScope are proactively cooperating to develop the market. Specific commitment requirements include the Channel Member Business and Marketing Plan as well as the Point of Sales Reporting and Inventory Report.

- **Channel Member Business and Marketing Plan**
All Select Solution Providers, Elite Solution Providers and Distributors should provide to CommScope a business and marketing plan for each calendar year by the end of November of the previous year (the “**Channel Member Business and Marketing Plan**”). The template for the Channel Member Business and Marketing Plan can be located on the Channel Portal under the Partner Program Information Library. The Channel Member Business and Marketing Plan template helps Channel Members to outline their business, strategies and key marketing objectives for the year, and helps with the overall planning process for aligning efforts, accelerating time to market and defining opportunities and challenges.
- **Point of Sales Reporting and Inventory Report**
Distributors, Elite Solution Providers and Select Solution Providers are required to provide their point of sales data on a quarterly basis (the “**Point of Sales Reporting and Inventory Report**”) and upload this to a MDC platform. CommScope must receive this data no later than the end of the month following the month for which such data is required. For example, CommScope must receive point of sales data for March no later than April 30th. The Point of Sales Reporting and Inventory Report contains critical information for CommScope. This information helps to provide the basic data to run market analysis to align marketing and business development efforts while ensuring our Channel Member inventory remains under control. Templates for the Point of Sales Reporting and Inventory Report are available on the Channel Portal.

The information provided by Channel Members as part of the Business and Marketing Plan and the Point of Sales Reporting and Inventory Report shall be kept confidential and shall not be shared by CommScope with any other Channel Member

IV. Primary Contact

CommScope will, at times, need to send certain important legal and compliance communications to Channel Members. These may include notifications on product discontinuance, important updates as to how the Partner Program is going to operate and other legal information that we are required to provide to you. All Channel Members are therefore required to provide CommScope with the name, work address and email address of a member of their organization with appropriate seniority (the “Primary Contact”). The Primary Contact must provide this information by accessing the Channel Portal. CommScope will send all such communications by email to the Primary Contact using the email address they provide and Channel Members are responsible for ensuring that all such communications are monitored and distributed to relevant members of their organization as they deem appropriate. Any change to the identity or email address of the Primary Contact must promptly and without delay be notified to CommScope by sending an email to: channelprogram-sp@commscope.com.

As well as sending legal and compliance information about the Channel Program, CommScope may also use the contact information that the Primary Contact provides to send copies of the Channel newsletter and other useful marketing communications about events and new products. If, as a Primary Contact, you would rather not receive such marketing communication then please just let CommScope know by sending a message to the following address: marketing-arris@commscope.com. Primary Contacts will be reminded of their right to “opt-out” of any CommScope marketing emails both at the time that they first provide their contact details and at the time of each subsequent marketing communication. However, Primary Contacts will not be able to opt-out of the legal and compliance notifications discussed in the paragraph above.

Exhibit 4. Partner Program Benefits

All Channel Members receive valuable benefits specifically designed to help grow their businesses. Each Channel Member can maximize these benefits by achieving higher levels of authorization, contribution, commitment and customer support services requirements.

Exhibit 4, Table 1 - Partner Program Benefits

Category	Description		Distributor Channel Member
Training Program	Training & Support	Sales and Technical Product Training	
		Central Technical pre-sales Support	2 Hours/Month + on site visit
Marketing Program	Sales Tools	CommScope Channel	
		Brand Centre/My CommScope: Sales Kits; Collateral; Print-Ready Artwork, Email; etc.	
		Newsletters	
		Webinars	
	Events	Access to online & in-person events as available	
	Programs	Cooperative Marketing Fund	
	Case Study Program	CommScope contribution to joint customer case study writing	
	Channel logo	PartnerPRO Network logo	
	Welcome Certificate	Signed Program Certificate Issued Yearly on qualification	
	CommScope Promotional Merchandise Stores	Store offering a variety of CommScope branded items	
	Advisory Council	Regional Committee with a broad representation of Channel Members	Invite only
	Customer Experience Centre	Provision of CommScope facility to arrange customer visits	
	Channel Survey	Regionally focussed Channel Survey	
	Lead Management	Access to New Leads	Priority Access
Inventory Program	Inventory Price Protection	Subject to compliance with the terms and conditions noted below in Section 9.	
Sales Program	Opportunity Register	Facilitate the register of Channel Member opportunities	

I. Marketing Program

- **CommScope Channel Portal** – Online resource for all Channel Members providing access to various tools and information to help you market and resell Broadband Active Networks products and solution information.
- **Brand Centre/My CommScope** – On-line Co-Branding Marketing tool available to all Channel Members, accessible through the Channel Portal. This tool provides an array of marketing materials such as datasheets, print ready artwork, advertisements, brochures, email campaign materials available to co-brand, translate, etc.
- **CommScope Promotional Merchandise Store** - CommScope provides access to a store where all Channel Members can purchase a variety of CommScope branded merchandise at reasonable prices. Access to the promotional merchandise store is through the Channel Portal.
-
- **Newsletters** – Issued to Channel Members on a regional basis, these quarterly newsletters shall provide updates on products and solution information, key CommScope dates, event details, training dates, press release related news and market research.
- **Webinars** – Presented to Channel Members on a regional basis, CommScope shall deliver regular webinars to provide focused product updates, new releases, general channel updates, and other pertinent information to be shared with Channel Members.
- Channel Events:
 - **Channel Conference** - Target audience: management, sales and marketing. The Annual Channel Conference to encompass sales, marketing and product updates as well as access to key CommScope executives and is the prime opportunity for each Channel Members to attend this dedicated channel focussed event.
- **Advisory Council** – Regional Advisory Council Meetings will take place with a select group of Channel Members who provide a broad representation of all Channel Members. CommScope will randomly select the advisory members so that each level in the Partner Program and each product category is evenly represented. Periodically CommScope will renew the advisory members. The Advisory Council is designed to give a platform for CommScope and the advisory members to openly share, discuss and explore issues, ideas, strategies and direction, together achieving a greater understanding of each party's mutual needs and creating positive momentum to greater mutual success.
- **Customer Experience Centre** – CommScope has a number of Customer Experience Centres around the globe which Channel Members can utilise to arrange customer visits at an appropriate CommScope facility.
- **Case Study Program** – Offering Channel Members a case study program allowing the opportunity to showcase customer wins in the form of case studies written and funded by CommScope.
- **Marketing Support Funds** – Provide access to co-op marketing funds to Select Solution Providers and Elite Solution Providers to fund CommScope marketing activities in line with standardized global coop Guidelines.
- **Channel logo** – Provision of program-level PartnerPRO logos to be used by Channel Members to promote their inclusion in the Partner Program on all marketing and sales-related materials.

- **Welcome Certificate** – Provision of a signed Program Certificate indicating the assigned level in the Partner Program provided on a yearly basis, upon qualification in line with the Guidelines, to be made available through the Channel Portal.
- **Channel Survey** – CommScope will regularly conduct regionally focused surveys to measure our Channel Member's loyalty as well as areas requiring improvement.
- **Lead Management** – Consistent process to collate enquiries/leads and distribute to all Channel Members which are authorized to resell Broadband Active Networks products in the product category of the enquiry. The follow-up shall be done through the MDC platform.

II. Inventory Program

i. Inventory Price Protection

CommScope may decrease the prices for products at its absolute discretion. Where price decreases apply, accepted purchase orders in backlog, or purchase orders received by CommScope subsequent to the effective date of the price decrease, shall be invoiced at the new reduced price. In the case of products which are held by Distributor's in inventory at the time of a price decrease, then CommScope shall credit the Distributor's account with the amount of the price decrease provided that:

- (i) the price decrease is unrelated to movements in currency exchange rates relative to the US dollar;
- (ii) CommScope has been paid, when due, in full for the products concerned, (subject to the agreed payment terms);
- (iii) the Distributor can evidence that the products are held in inventory by the Distributor on the effective date of the price decrease;
- (iv) the products are unsold, unused and undamaged;
- (v) each of the products were shipped from CommScope to the Distributor no more than three (3) months before the price decrease;
- (vi) the Distributor is in full compliance with the Partner Program, particularly in relation to reporting requirements.

For the avoidance of doubt promotional prices shall not be considered to be price decreases and the Distributor shall not be entitled to benefit from price decreases where the Distributor has obtained products at promotional prices.

ii. Stock Rotation Program (applicable to HFC products only)

Provided that the Distributor can document that, at any point in time, it had (i) an inventory of CommScope hybrid fibre-coaxial ("HFC") products worth twenty per cent (20%) of the net US dollar value of the HFC product orders that it has placed during the previous twelve (12) months; and (ii) that the value of such orders are equal to or greater than one million US dollars (\$1,000,000), the Distributor can apply for a rotation of stock on a quarterly basis ("Stock Rotation"). The Distributor must place an initial order specifically for stock (which is subsequently accepted by CommScope) and the Stock Rotation program shall come into effect once eighty percent (80%) of such initial stocking order has been shipped to the Distributor ("Implementation"). The application shall be made to CommScope via an order.

During the first two (2) quarters immediately following Implementation, the Distributor may return HFC products purchased and delivered to it with a value equal to or less than twenty percent (20%) of the net

dollar (USD) value of the CommScope HFC products purchased by the Distributor and delivered to the Distributor during the previous calendar quarter. During any subsequent calendar quarter, the Distributor may return HFC products purchased with a value equal to or less than two percent (2%) of the net US dollar value of CommScope HFC products purchased by the Distributor during the previous twelve (12) months.

In order to be eligible for a Stock Rotation, the following conditions must be met:

- a) A Stock Rotation request must be submitted to CommScope by the Distributor no later than the tenth (10th) business day of the calendar month, following the calendar quarter for which the Stock Rotation is requested. A return authorization number shall be issued within five (5) business days from the date CommScope receives the request (the “**Return Authorization**”);
- b) Products shall be returned new, unsold, undamaged and unopened in its original sealed packaging. Demonstration equipment or used products are not eligible for Stock Rotation;
- c) The Distributor must provide complete valid serial numbers for all products, and associated invoice numbers, to qualify for the full invoice value of products returned;
- d) Returned products must be shipped prepaid (at the Distributor’s expense), to the CommScope designated location, within fourteen (14) business days from CommScope providing the Return Authorization to the Distributor;
- e) The products must have been shipped to the Distributor less than four (4) months before the Distributor’s Stock Rotation request, except during the first two (2) calendar quarters following Implementation, where product must have been shipped to the Distributor less than six (6) months before the Distributor Stock Rotation request. For the avoidance of doubt, the initial first two (2) calendar quarters period starts when eighty percent (80%) of the initial stocking order have been shipped;
- f) The Distributor’s Stock Rotation request must be accompanied by a new Order of equal or greater value than the value of the HFC products returned; and
- g) The Distributor is in full compliance with the Terms and Conditions of the Partner Program, particularly in relation to reporting requirements.

Provided that the Distributor complies with all product return requirements, as detailed above and in respect of returned products that the Distributor has already paid for, a full credit will be applied to the Distributor’s account in respect of any rotated product returns. Credit will be issued toward invoices to which rotated products relate in accordance with section (f) above.

III. Sales Program

Opportunity Register-- Channel Members can register opportunities where one Channel Member can provide proof of work undertaken over and above its contractual obligations, by emailing channelprogram-sp@commscope.com, with your sales representative on copy.

Authorized Solution Providers can enter up to two (2) opportunities at a time (through their Distributor), Select Solution Providers can enter up to three (3) opportunities at a time and Elite Solution Providers can enter up to five (5) opportunities at a time. This information shall be kept strictly confidential and shall not be shared by CommScope with any other Channel Member. CommScope shall treat all Channel Members fairly as regards opportunities.

The Opportunities Register is subject to the following conditions:

- All fields on the MDC platform must be completed accurately and correctly;
- All relevant mandatory training with CommScope must have been completed by the relevant Channel Member and be up-to-date for each Broadband Active Networks product category; and
- All Channel Member account data must be up-to-date, e.g. Channel Member Business and Marketing Plan etc.

Exhibit 5. Co-op Marketing Fund Guidelines

Please refer to Solution Provider Guidelines – Region International.