

ANDREW CORP  
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The following is a communication from Robert E. Switz, President and CEO of ADC Telecommunications, Inc. to ADC employees

Date: June 2, 2006

To: ADC Employees Global

From: Bob Switz, President and Chief Executive Officer

Subject: Update on Andrew Merger Announcement

After our Wednesday announcement of the Andrew merger and ADC's 2QFY06 results, the price of ADC's stock decreased approximately 20%. I would like to share with you why we continue to believe this merger is an extremely exciting and significant opportunity for ADC.

For the last two years, the ADC leadership team has been telling our shareholders, customers and employees that we intend to become a global leader in network infrastructure. We stated that we planned to accomplish this through both internal product and market developments, and acquisitions. During this time we have launched new products, opened new markets and acquired KRONE, OpenCell and FONS. Through all of these efforts, together we have grown the company to a point where we could pursue a merger with the leader in wireless infrastructure - Andrew.

ADC has a vision and strategy to build a great company with long-term value to our shareowners. We continue to believe our vision and strategy will drive shareholder value in the long run.

We believe that ADC and Andrew together will be able to create more value for our customers, shareowners and employees than we could on our own. I believe we can achieve superior operating and financial performance with our shared mission to provide innovative wireline and wireless infrastructure solutions supported with superior customer service. I strongly believe that this is the correct plan and we will continue in our pursuit to become a leader.

I said it on Wednesday but want to highlight this point again. Remain vigilant in the support you provide to our customers. Stay focused on our business so that together we can successfully execute on our third and fourth quarter goals.

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### **Safe Harbor for Forward Looking Statements**

This press release contains statements regarding the proposed transaction between ADC and Andrew, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the proposed transaction and other statements about the future expectations, beliefs, goals, plans or prospects of the management of each of ADC and Andrew. These statements are based on current expectations, estimates, forecasts and projections and management assumptions about the future performance of each of ADC and Andrew and the combined company, as well as the businesses and markets in which they do and are expected to operate. These statements constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as expects, believes, estimates, anticipates, targets, goals, projects, intends, plans, seeks, and words and similar expressions are intended to identify such forward-looking statements which are not statements of historical fact. These forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to assess. Actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Factors that may cause actual outcomes to differ from what is expressed or forecasted in these forward-looking statements, include, among other things: the ability to consummate the proposed transaction; difficulties and delays in obtaining regulatory approvals for the proposed transaction; difficulties and delays in achieving synergies and cost savings; potential difficulties in meeting conditions set forth in the definitive merger agreement; fluctuations in the telecommunications market; the pricing, cost and other risks inherent in long-term sales agreements; exposure to the credit risk of customers; reliance on contract manufacturers and other vendors to provide goods and services needed to operate the businesses of ADC and Andrew; fluctuations in commodity prices; the social, political and economic risks of the respective global operations of ADC and Andrew; the costs and risks associated with pension and postretirement benefit obligations; the complexity of products sold; changes to existing regulations or technical standards; existing and future litigation; difficulties and costs in protecting intellectual property rights and exposure to infringement claims by others; and compliance with environmental, health and safety laws. For a more complete list and description of such risks and uncertainties, refer to ADC's Form 10-K for the year ended October 31, 2005 and Andrew's Form 10-K for the year ended September 30, 2005 as well as other filings made by ADC and Andrew with the United States Securities and Exchange Commission (the SEC). Except as required under the US federal securities laws and the rules and regulations of the SEC, ADC and Andrew disclaim any intention or obligation to update any forward-looking statements after the distribution of this press release, whether as a result of new information, future events, developments, changes in assumptions or otherwise.

### **Additional Information and Where to Find It**

In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. SHAREHOLDERS OF ADC AND STOCKHOLDERS OF ANDREW ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE JOINT PROXY STATEMENT/ PROSPECTUS THAT WILL BE PART OF THE REGISTRATION STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER. The final joint proxy statement/prospectus will be mailed to shareholders of ADC and stockholders of Andrew. Investors and security holders will be able to obtain the documents free of charge at the SEC's web site, [www.sec.gov](http://www.sec.gov). Investors and security holders may also obtain the documents free of charge from Investor Relations at ADC by writing Investor Relations, ADC Telecommunications, Inc., P.O. Box 1101, Minneapolis, Minnesota 55440-1101; or calling 952-917-0991; or at [www.adc.com/investorrelations/financialinformation/secfilings/](http://www.adc.com/investorrelations/financialinformation/secfilings/). Investors and security holders may also obtain the documents free of charge from Investor Relations at Andrew by writing Investor Relations, Andrew Corporation, Westchester, Illinois 60154; or calling 800-232-6767; or at [www.andrew.com/investors/sec](http://www.andrew.com/investors/sec)

### **Participants in Solicitation**

ADC, Andrew and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the merger. Information concerning ADC's participants is set forth in the proxy statement dated, January 24, 2006, for ADC's 2006 annual meeting of shareholders as filed with the SEC on Schedule 14A. Information concerning Andrew's participants is set forth in the proxy

statement, dated December 30, 2005, for Andrew's 2006 annual meeting of stockholders as filed with the SEC on Schedule 14A. Additional information regarding the interests of participants of ADC and Andrew in the solicitation of proxies in respect of the merger will be included in the registration statement and joint proxy statement/prospectus to be filed with the SEC.