

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-16441



CROWN CASTLE INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

76-0470458
(I.R.S. Employer
Identification No.)

8020 Katy Freeway, Houston, Texas 77024-1908
(Address of principal executive offices) (Zip Code)
(713) 570-3000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to
Section 12(b) of the Act

Trading Symbols

Name of Each Exchange
on Which Registered

Common Stock, \$0.01 par value

CCI

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: NONE.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of a "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$72.6 billion as of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, based on the New York Stock Exchange closing price on that day of \$168.38 per share.

Applicable Only to Corporate Registrants

As of February 21, 2023, there were 433,437,494 shares of common stock outstanding.

Documents Incorporated by Reference

The information required to be furnished pursuant to Part III of this Form 10-K will be set forth in, and incorporated by reference from, the registrant's definitive proxy statement for the annual meeting of stockholders ("2023 Proxy Statement"), which will be filed with the Securities and Exchange Commission not later than 120 days after the end of the fiscal year ended December 31, 2022.

CROWN CASTLE INC.

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Cautionary Language Regarding Forward-Looking Statements

This Annual Report on Form 10-K ("2022 Form 10-K") contains forward-looking statements that are based on our management's expectations as of the filing date of this report with the Securities and Exchange Commission ("SEC"). Statements that are not historical facts are hereby identified as forward-looking statements. In addition, words such as "estimate," "anticipate," "project," "plan," "intend," "believe," "expect," "likely," "predicted," "positioned," "continue," "target," "seek," "focus" and any variations of these words and similar expressions are intended to identify forward-looking statements.

Examples of forward-looking statements include our outlook and plans, projections and estimates regarding (1) the value of our business model and demand for our communications infrastructure, (2) the growth of the U.S. market for shared communications infrastructure, (3) growth in the communications infrastructure industry, (4) demand for data and factors driving such demand, (5) the duration of our construction projects, (6) tenants' investment in wireless networks, (7) use of high-bandwidth applications, (8) our ability to service our debt and comply with debt covenants, (9) the level of commitment under our debt instruments, (10) our ability to remain qualified as a real estate investment trust ("REIT"), (11) sources and uses of liquidity, (12) impact to our financial results from the T-Mobile and Sprint network consolidation, (13) drivers of cash flow growth, (14) our competitive advantage, (15) our dividends, including timing, amount, growth, targets, payment or tax characterization, (16) our carbon neutral goal, (17) timing of small cell deployments, (18) discretionary capital expenditures and expansion of our business and (19) impact of interest rate increases. All future dividends are subject to declaration by our board of directors.

Such forward-looking statements should, therefore, be considered in light of various risks, uncertainties and assumptions, including prevailing market conditions, risk factors described under "Item 1A. Risk Factors" herein and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected.

Our filings with the SEC are available through the SEC website at www.sec.gov or through our investor relations website at investor.crowncastle.com. We use our investor relations website to disclose information about us that may be deemed to be material. We encourage investors, the media and others interested in us to visit our investor relations website from time to time to review up-to-date information or to sign up for e-mail alerts to be notified when new or updated information is posted on the site.

Interpretation

As used herein, the term "including," and any variation thereof, means "including without limitation." The use of the word "or" herein is not exclusive. Unless this 2022 Form 10-K indicates otherwise or the context otherwise requires, the terms, "we," "our," "our company," "the company" or "us" as used in this 2022 Form 10-K refer to Crown Castle Inc. (formerly, Crown Castle International Corp.) and its predecessor (organized in 1995), as applicable, each a Delaware corporation (together, "CCI"), and their subsidiaries. Additionally, unless the context suggests otherwise, references to "U.S." are to the United States of America and Puerto Rico, collectively.

PART I

Item 1. Business

Overview

We own, operate and lease shared communications infrastructure that is geographically dispersed throughout the U.S., including (1) more than 40,000 towers and other structures, such as rooftops (collectively, "towers"), (2) approximately 120,000 small cells on air or under contract and (3) approximately 85,000 route miles of fiber primarily supporting small cells and fiber solutions. We refer to our towers, small cells and fiber assets collectively as "communications infrastructure," and to our customers on our communications infrastructure as "tenants." Our operating segments consist of (1) Towers and (2) Fiber, which includes both small cells and fiber solutions. Our core business is providing access, including space or capacity, to our shared communications infrastructure via long-term contracts in various forms, including lease, license, sublease and service agreements (collectively, "tenant contracts"). We seek to increase our site rental revenues by adding more tenants on our shared communications infrastructure, which we expect to result in significant incremental cash flows due to our low incremental operating costs. We operate as a REIT for U.S. federal income tax purposes. See "Item 1. Business—REIT Status" and notes 2 and 9 to our consolidated financial statements.

Over the last two decades, we have assembled a leading portfolio of towers predominately through acquisitions from large wireless carriers or their predecessors. More recently, both through acquisitions and new construction of small cells and fiber, we have extended our communications infrastructure presence by investing significantly in our Fiber segment. Through our product offerings of towers and small cells, we seek to provide a comprehensive solution to enable our wireless tenants to expand coverage and capacity for their wireless networks. Furthermore, within our Fiber segment, we seek to generate cash flow growth and stockholder return by deploying our fiber for both small cells' and fiber solutions' tenants.

Approximately 56% and 71% of our towers are located in the 50 and 100 largest U.S. basic trading areas ("BTAs"), respectively. Our towers have a significant presence in each of the top 100 BTAs. We derive approximately 40% of our towers site rental gross margin from towers located on land that we own, including through fee interests and perpetual easements, and we derive approximately 60% of our towers site rental gross margin from towers located on land that we lease, sublease, manage or license. The contracts for the land under our towers have an average total remaining life of approximately 36 years (including all renewal terms exercisable at our option), weighted based on towers site rental gross margin. The majority of our small cells and fiber assets are located in major metropolitan areas, including a presence within every major U.S. market. The vast majority of our fiber assets are located on public rights-of-way.

Our largest tenants are T-Mobile, AT&T and Verizon Wireless, which collectively accounted for approximately three-fourths of our 2022 consolidated site rental revenues. See note 14 to our consolidated financial statements for further information regarding our largest tenants. Site rental revenues represented 90% of our 2022 consolidated net revenues, of which 69% and 31% were from our Towers segment and Fiber segment, respectively. Within our Fiber segment, 68% and 32% of our 2022 site rental revenues related to fiber solutions and small cells, respectively. The vast majority of our site rental revenues are of a recurring nature and are derived from long-term tenant contracts. See "Item 1. Business—The Company" for further information. As of December 31, 2022, exclusive of renewals exercisable at the tenants' option, our tenant contracts had a weighted-average remaining life of approximately six years and represented \$40 billion of expected future cash inflows.

As part of our effort to provide comprehensive communications infrastructure solutions, as an ancillary business, we also offer certain services primarily relating to our Towers segment, predominately consisting of (1) site development services relating to existing or new tenant equipment installations, including: site acquisition, architectural and engineering, or zoning and permitting (collectively, "site development services") and (2) tenant equipment installation or subsequent augmentations (collectively, "installation services").

Strategy

As a leading provider of shared communications infrastructure in the U.S., our strategy is to create long-term stockholder value via a combination of (1) growing cash flows generated from our existing portfolio of communications infrastructure, (2) returning a meaningful portion of our cash generated by operating activities to our common stockholders in the form of dividends and (3) investing capital efficiently to grow cash flows and long-term dividends per share. Our strategy is based, in part, on our belief that the U.S. is the most attractive market for shared communications infrastructure investment with the greatest long-term growth potential. We measure our efforts to create "long-term stockholder value" by the combined payment of dividends to stockholders and growth in our per-share results. The key elements of our strategy are to:

- *Grow cash flows from our existing communications infrastructure.* We are focused on maximizing the recurring site rental cash flows generated from providing our tenants with long-term access to our shared infrastructure assets,

which we believe is the core driver of value for our stockholders. Tenant additions or modifications of existing tenant equipment (collectively, "tenant additions") enable our tenants to expand coverage and capacity in order to meet increasing demand for data, while generating high incremental returns for our business. We believe our product offerings of towers and small cells through our shared communications infrastructure model provide a comprehensive, efficient and cost-effective solution for our wireless tenants' growing networks. Additionally, we believe our ability to share our fiber assets across multiple tenants to both deploy small cells and offer fiber solutions allows us to generate cash flows and increase stockholder return.

- *Return cash generated by operating activities to common stockholders in the form of dividends.* We believe that distributing a meaningful portion of our cash generated by operating activities appropriately provides common stockholders with increased certainty for a portion of expected long-term stockholder value while still allowing us to retain sufficient flexibility to invest in our business and deliver growth. We believe this decision reflects the translation of the high-quality, long-term contractual cash flows of our business into stable capital returns to common stockholders.
- *Invest capital efficiently to grow cash flows and long-term dividends per share.* In addition to adding tenants to existing communications infrastructure, we seek to invest our available capital, including the net cash generated by our operating activities and external financing sources, in a manner that will increase long-term stockholder value on a risk-adjusted basis. These investments include constructing and acquiring new communications infrastructure that we expect will generate future cash flow growth and attractive long-term returns by adding tenants to those assets over time. Our historical investments have included the following (in no particular order):
 - construction of towers, fiber and small cells;
 - acquisitions of towers, fiber and small cells;
 - acquisitions of land interests (which primarily relate to land assets under towers);
 - improvements and structural enhancements to our existing communications infrastructure;
 - purchases of shares of our common stock from time to time; and
 - purchases, repayments or redemptions of our debt.

Our strategy to create long-term stockholder value is based on our belief that there will be considerable future demand for our communications infrastructure based on the location of our assets and the rapid and continuing growth in the demand for data. We believe that such demand for our communications infrastructure will continue, will result in growth of our cash flows due to tenant additions on our existing communications infrastructure, and will create other growth opportunities for us, such as demand for newly constructed or acquired communications infrastructure, as described above. Further, we seek to augment the long-term value creation associated with growing our recurring site rental cash flows by offering certain ancillary site development and installation services within our Towers segment.

REIT Status

We operate as a REIT for U.S. federal income tax purposes. As a REIT, we are generally entitled to a deduction for dividends that we pay and, therefore, are not subject to U.S. federal corporate income tax on our net taxable income that is currently distributed to our stockholders. We may be subject to certain federal, state, local and foreign taxes on our income or assets, including (1) taxes on any undistributed income, (2) taxes related to our taxable REIT subsidiaries ("TRSs"), (3) franchise taxes, (4) property taxes and (5) transfer taxes. In addition, we could, under certain circumstances, be required to pay an excise or penalty tax, which could be significant in amount, in order to utilize one or more relief provisions under the Internal Revenue Code of 1986, as amended ("Code"), to maintain qualification for taxation as a REIT. For taxable years beginning before 2026, qualified REIT dividends (within the meaning of Section 199A(e)(3) of the Code) constitute a part of a non-corporate taxpayer's "qualified business income amount" and thus our non-corporate U.S. stockholders may be eligible to take a qualified business income deduction in an amount equal to 20% of such dividends received from us. Without further legislative action, the 20% deduction applicable to qualified REIT dividends will expire on January 1, 2026.

The vast majority of our assets and revenues are in the REIT. See notes 2 and 9 to our consolidated financial statements. Additionally, we have included in TRSs certain other assets and operations. Those TRS assets and operations will continue to be subject, as applicable, to federal and state corporate income taxes or to foreign taxes in the jurisdictions in which such assets and operations are located.

Our foreign assets and operations (including our tower operations in Puerto Rico) most likely will be subject to foreign income taxes in the jurisdictions in which such assets and operations are located, regardless of whether or not they are included in a TRS.

To remain qualified and be taxed as a REIT, we will generally be required to annually distribute to our stockholders at least 90% of our REIT taxable income, after the utilization of our NOLs (determined without regard to the dividends paid deduction and excluding net capital gain) (see notes 2 and 9 to our consolidated financial statements). Our quarterly common stock dividend will delay the utilization of our NOLs and may cause certain of the NOLs to expire without utilization. See *"Item 1A. Risk Factors"* for risks associated with our REIT status.

Industry Overview

Consumer demand for data continues to grow due to increases in data consumption and increased penetration of bandwidth-intensive devices. This increase in data consumption is driven by factors such as growth in (1) mobile entertainment (such as mobile video, mobile applications and social networking), (2) mobile internet usage (supporting web browsing and trends in telehealth, remote working, online learning and other remote communications), (3) machine-to-machine applications or the "Internet of Things" (such as connected cars and smart city technologies), and (4) the adoption of other bandwidth-intensive applications (such as cloud services and video communications). As a result, consumer wireless devices are trending toward bandwidth-intensive devices, including smartphones, laptops, tablets, wearables and other emerging and embedded devices, and U.S. wireless carriers are among the first carriers in the world to begin offering commercial 5th Generation ("5G") mobile cellular communications services to further support such growth.

We expect the following factors to contribute to potential demand for our communications infrastructure:

- consumers' growing wireless data consumption leading major wireless carriers to upgrade and enhance their networks through the efficient use of both towers and small cells, including in connection with 5G deployments, in an effort to improve network quality and capacity and customer retention or satisfaction;
- prior and future potential spectrum auctioned, licensed or made available by the Federal Communications Commission ("FCC") enabling additional wireless carrier network development;
- next-generation technologies and new uses for wireless communications may potentially result in new entrants or increased demand in the wireless industry, which may include companies involved in the continued evolution and deployment of the Internet of Things;
- the continued adoption of bandwidth-intensive applications could result in demand for high-capacity, multi-location, fiber-based network solutions; and
- increased government initiatives to expand broadband infrastructure to support connectivity throughout the U.S.

The Company

Virtually all of our operations in both our Towers and Fiber operating segments are located in the U.S. For more information about our operating segments, see *"Item 7. MD&A—Results of Operations"* and note 14 to our consolidated financial statements. Our core business is providing access, including space or capacity, to our shared communications infrastructure via long-term tenant contracts in the U.S. We believe our communications infrastructure is integral to our tenants' networks and organizations. See *"Item 1. Business—Strategy."*

Towers Segment. We believe towers are the most efficient and cost-effective solution for providing coverage and capacity for wireless carrier network deployments. We acquired ownership interests or exclusive rights to the majority of our towers directly or indirectly from the largest U.S. wireless carriers (or their predecessors) through transactions consummated since 1999, including towers from (1) AT&T in 2013, (2) T-Mobile in 2012, (3) companies now part of T-Mobile in 2007, (4) companies now part of Verizon Wireless in 1999 and 2000 and (5) companies now part of AT&T in 1999 and 2000.

We generally receive monthly rental payments and, in some cases, upfront payments, from our Towers tenants pursuant to long-term tenant contracts with (1) initial contract terms of five to 15 years, (2) multiple renewal periods of five to 10 years each, exercisable at the option of the tenant, (3) limited termination rights for our tenants and (4) contractual escalations of the rental price. We strive to negotiate with our existing tenant base for longer contractual terms, which often contain fixed escalation rates.

Our Towers tenant contracts, while amended and re-negotiated over time, have historically led to a long-term relationship with tenants on our towers, resulting in a retention rate generally between 98% and 99% each year. In general, each renewable tenant contract automatically renews at the end of its term unless (1) the tenant provides prior notice of its intent not to renew or (2) the contract is amended or re-negotiated. See *"Item 1A. Risk Factors"* for additional information regarding expected higher non-renewals (which we define as the reduction in site rental revenues as a result of tenant churn, terminations and, in limited circumstances, reductions of existing lease rates) as a result of the T-Mobile and Sprint network consolidation. See note 3 to our

consolidated financial statements for a tabular presentation of the minimum rental payments due to us by tenants pursuant to tenant contracts without consideration of tenant renewal options as of December 31, 2022.

The average monthly rental payment from a new tenant added to towers can vary based on (1) aggregate tenant volume, (2) the location of the tower, or (3) the amount of tower and ground space leased to a tenant, which can be influenced by the quantity, size, and weight of the tenant's antenna installation or related equipment. When possible, we seek to receive rental payment increases in connection with tenant contract amendments, pursuant to which our tenants add antennas or other equipment to our towers or ground space on which they already have equipment pursuant to preexisting tenant contracts. Our Towers tenant contracts and pricing are not influenced by whether or not we perform the respective site development or installation services. See "*Services*" below for a further discussion of our tower installation services.

As of December 31, 2022, the average number of tenants (calculated as a unique license together with any related amendments thereto) per tower was approximately 2.4.

Fiber Segment. Our Fiber segment consists of small cells and fiber solutions.

- Our small cells offload data traffic from towers and bolster our tenants' network capacity where data demand is the greatest and are typically attached to public right-of-way infrastructure, including utility poles and street lights.
- We offer fiber solutions to large wireless carriers and organizations with high-bandwidth and multi-location demands. Our fiber solutions provide essential connectivity resources needed to create integrated networks and support organizations.

Most of our fiber assets were acquired through transactions dating back to 2012, with the largest transactions occurring in 2017. Our fiber assets include those we acquired from: (1) NextG Networks, Inc. in 2012, (2) Quanta Fiber Networks, Inc. in 2015, (3) FPL FiberNet Holdings, LLC and certain other subsidiaries of NextEra Energy, Inc. in 2017, (4) Wilcon Holdings LLC in 2017 and (5) LTS Group Holdings LLC in 2017.

We generally receive monthly recurring payments and, in some cases, upfront payments, from our Fiber tenants pursuant to tenant contracts with initial terms that generally vary between three to 20 years. The average monthly rental payment from a new tenant can vary based on the amount or cost of (1) construction for initial and subsequent tenants, (2) fiber strand requirements and supply, (3) equipment at the site, (4) the market in the U.S. where the fiber is located and (5) any upfront payment received.

Additional Site Rental Information. For both our Towers and Fiber segments, we have existing master agreements with our largest tenants, including T-Mobile, AT&T and Verizon Wireless. Such agreements provide certain terms (including economic terms) that govern underlying contracts (entered into during the term of the master agreements) regarding the right to use our communications infrastructure by such tenants.

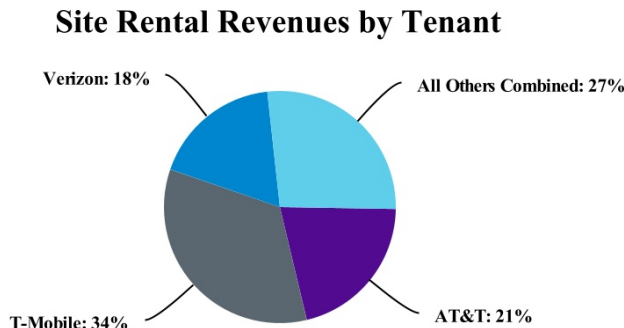
Approximately half of our site rental costs of operations consists of Towers ground lease expenses, and the remainder includes fiber access expenses (primarily leases of fiber assets and other access agreements to facilitate our communications infrastructure), property taxes, repairs and maintenance, employee compensation or related benefit costs, and utilities. Assuming current leasing activity levels, our cash operating expenses generally tend to escalate at approximately the rate of inflation. We seek to add tenants to our existing communications infrastructure at a low incremental operating cost, delivering high incremental returns to our business. Once constructed, our communications infrastructure requires minimal sustaining capital expenditures, including maintenance or other non-discretionary capital expenditures, which are typically between 1% and 2% of net revenues. See note 13 to our consolidated financial statements for a tabular presentation of the rental payments we owe to landlords pursuant to our operating lease agreements.

Services. As part of our effort to provide comprehensive communications infrastructure solutions, as an ancillary business, we also offer certain services primarily relating to our Towers segment, predominately consisting of (1) site development services and (2) installation services. In 2022, approximately 45% of our services and other revenues related to installation services, and the remainder predominately related to site development services. We seek to grow our services revenues by capitalizing on (1) increased leasing volumes that may result from carrier network upgrades, (2) promoting site development services, (3) expanding the scope of our services, and (4) focusing on tenant service and deployment speed. We have the capability and expertise to install, with the assistance of our network of subcontractors, equipment or antenna systems for our tenants. We do not always provide the installation services or site development services for our tenants on our communications infrastructure as other service providers also provide these services (see also "*Competition*" below). These services are typically non-recurring and highly competitive, with several competitors in most markets. Typically, our site development services and installation services are billed on a fixed fee basis, and the terms and pricing of both site development services and installation services are negotiated separately from our tenant contracts.

Customers. Our Towers customers are primarily comprised of large wireless carriers that operate national networks.

Our Fiber customers generally consist of large wireless carriers and organizations with high-bandwidth and multi-location demands, such as enterprise (including healthcare and financial), wholesale, government and education institutions.

Our three largest tenants are T-Mobile, AT&T and Verizon Wireless. Collectively, these three tenants accounted for approximately three-fourths of our 2022 site rental revenues. See "Item 1A. Risk Factors" for risks associated with our dependence on a small number of customers and note 14 to our consolidated financial statements. For 2022, our site rental revenues by tenant were as follows:



Sales and Marketing. Our sales organization markets our communications infrastructure with the objective of contracting access with tenants to existing communications infrastructure or to new communications infrastructure prior to construction. We seek to become the critical partner and preferred independent communications infrastructure provider for our tenants and increase tenant satisfaction relative to our peers by leveraging our (1) existing unique communications infrastructure footprint, (2) tenant relationships, (3) process-centric approach, (4) technological tools and (5) construction capabilities and expertise.

Our sales team is organized based on a variety of factors, including tenant type (such as large wireless carriers, vertical customers and organizations), product offering and geography. A team of national account directors maintains our relationships with our largest tenants. These directors work to develop new business opportunities, as well as to ensure that tenants' communications infrastructure needs are efficiently translated into new contracts for our communications infrastructure. Sales personnel in our local offices develop and maintain relationships with our tenants that are expanding their networks, entering new markets, seeking new or additional communication infrastructure offerings, bringing new technologies to market or requiring maintenance or add-on business. In addition to our full-time sales or marketing staff, a number of senior-level employees spend a significant portion of their time on sales and marketing activities and call on existing or prospective tenants.

Competition. We face competition for site rental tenants from various sources, including (1) other independent communications infrastructure owners or operators, including competitors that own, operate, or manage towers, rooftops, broadcast or transmission towers, utility poles, fiber (including non-traditional competitors, such as cable providers) or small cells, (2) tenants who elect to self-perform or (3) new alternative deployment methods for communications infrastructure.

Some of our largest competitors in the Towers segment are American Tower Corporation and SBA Communications Corporation. Our Fiber segment business competitors can vary significantly based on geography. Some of the larger competitors in the Fiber segment include other owners of fiber, tenants who elect to self-perform and recent and potential entrants into small cells and the fiber solutions business. We believe that location, existing communications infrastructure footprint, deployment speed, quality of service, expertise, reputation, capacity and price have been and will continue to be the most significant competitive factors affecting our businesses. See "Item 1A. Risk Factors" for a discussion of competition in our industry.

Competitors to our services offering can include site acquisition consultants, zoning consultants, real estate firms, right-of-way consulting firms, construction companies, tower owners or managers, radio frequency engineering consultants, our tenants' internal staff or contractors, or telecommunications equipment vendors who can provide turnkey site development services through multiple subcontractors. We believe that our tenants base their decisions on the outsourcing of services on criteria such as a company's experience, record of accomplishment, reputation, price and time for completion of a project.

Environmental, Social and Governance ("ESG")

Our shared communications infrastructure model results in the use of fewer resources, including water, energy, metals and other materials, than would otherwise be needed to construct and maintain communications infrastructure. We are committed to operating responsibly and ethically and considering social and environmental impacts as we make business decisions. We maintain annual sustainability targets in our senior unsecured credit facility. Further, we have a goal to be carbon neutral by 2025 in Scope 1 and 2 emissions by continuing to invest in energy reduction initiatives, sourcing renewable energy, and, to a lesser extent, utilizing carbon credits or offsets. We plan to continue investing in projects that are both good for our business and good for the environment.

The Nominating, Environmental, Social and Governance Committee assists the board of directors with ESG oversight. Our executive management team and senior management keep our board of directors apprised of our ESG priorities, goals and initiatives. Together, our board of directors and executive management team define our strategic approach to managing actual and potential impacts of significant ESG risks and opportunities.

Additional information regarding our sustainability initiatives and progress is also available through the Investors section of our website at <https://investor.crowncastle.com>. The information on our website, including our ESG Reports, is not, and shall not be deemed to be, incorporated by reference into this 2022 Form 10-K or any other filings with the SEC unless expressly noted in any such other filings.

Human Capital

The people who work for Crown Castle are essential to our ability to execute on our strategy. As of January 31, 2023, we employed approximately 5,000 people, all of whom were based in the U.S. From time to time, we also add contingent workers to support our business.

We believe attracting, developing and retaining talented employees is paramount to serving our customers and our communities and creating value for our stockholders. Our core values shape our culture, drive our decision-making and guide our interactions with one another and our customers. Our 2022 annual employee survey indicated strong employee engagement exceeding U.S. company norms.

We continue to focus on building and retaining a more diverse workforce and a more inclusive community to make our company stronger and more innovative. We actively partner with non-profit and community organizations to create a diverse talent pipeline. In addition, our board of directors is currently comprised of 60% female or racially diverse directors, including each of the four most recently appointed directors.

The well-being of our employees is a crucial element of our safety culture, employee engagement and productivity. We offer a competitive total rewards package which includes market-based pay, performance-based annual incentive awards, healthcare and retirement benefits, mental health benefits, parental and family leave, holiday and paid time off and tuition assistance. We further invest in our employees' professional growth and development by providing resources and opportunities to hone their skills and expand their subject-matter expertise, which empowers them to advance their careers and enables our business to prosper.

We are not a party to any collective bargaining agreements and have not experienced any strikes or work stoppages.

Regulatory and Environmental Matters

We are required to comply with a variety of federal, state and local regulations and laws in the U.S., including FCC and Federal Aviation Administration ("FAA") regulations and those discussed under "*—Environmental*" below. To date, we have not incurred any material fines or penalties or experienced any material adverse effects to our business as a result of any domestic or international regulations, including any environmental regulations. The summary below is based on regulations currently in effect, and such regulations are subject to review or modification by the applicable governmental authority from time to time. If we fail to comply with applicable laws and regulations, we may be fined or lose our rights to conduct some of our business.

Federal Regulations. Both the FCC and the FAA regulate towers used for wireless communications, radio, or television broadcasting. Such regulations control the siting, construction, modification, lighting, and marking of towers and may, depending on the characteristics of particular towers, require the registration of tower facilities with the FCC and the issuance of determinations confirming no hazard to air traffic. Wireless communications devices operating on towers are separately regulated and independently licensed based upon the particular frequency used. In addition, the FCC and the FAA have developed standards to consider proposals for new or modified tower or antenna structures based upon the height or location, including proximity to airports. Proposals to construct or to modify existing tower or antenna structures above certain heights

are reviewed by the FAA to ensure the structure will not present a hazard to aviation, which determination may be conditioned upon compliance with lighting or marking requirements. The FCC requires its licensees to operate communications devices only on towers that comply with FAA rules and are registered with the FCC, if required by its regulations. Where tower lighting is required by FAA regulation, tower owners bear the responsibility of notifying the FAA of any tower lighting outage and ensuring the timely restoration of such outages.

State and Local Regulations. The U.S. Telecommunications Act of 1996 amended the Communications Act of 1934 to preserve state and local zoning authorities' jurisdiction over the siting of communications towers and small cells. The law, however, limits state and local zoning authority by prohibiting actions by such authorities that discriminate between different service providers of wireless communications or prohibit altogether (actually or effectively) the provision of wireless communications. Additionally, the law prohibits state and local restrictions based on the environmental effects of radio frequency emissions to the extent the facilities comply with FCC regulations.

Local regulations include city and other local ordinances (including subdivision and zoning ordinances), approvals for construction, modification and removal of towers and small cells, and restrictive covenants imposed by community developers. These regulations vary greatly, but typically require us to obtain prior approval from local officials. Local zoning authorities may render decisions that prevent the construction or modification of towers or small cells, or place conditions on such construction or modifications that are responsive to community residents' concerns regarding the height, visibility, or other characteristics of such infrastructure. Over the last several years, the FCC has adopted regulations and 30 states have passed legislation intended to expedite and streamline the deployment of wireless networks, including establishing presumptively reasonable timeframes for reviews by local and state governments. Notwithstanding such developments, decisions of local regulatory authorities and utilities in certain jurisdictions may continue to adversely affect deployment timing and cost.

Certain of our subsidiaries hold state authorizations, including authorizations to act as competitive local exchange carriers ("CLECs"), to provide intrastate telecommunication services in addition to FCC authorization to provide domestic interstate telecommunication services. State authorizations may help promote access to public rights-of-way, which is beneficial to the timely deployment of fiber and small cells, and often allow us to deploy such infrastructure in locations where zoning restrictions might otherwise delay, restrict, or prevent building or expanding traditional wireless tower and rooftop sites. See "*Item 1A. Risk Factors*" for additional information regarding rights to our infrastructure.

Environmental. We are required to comply with a variety of federal, state and local environmental laws and regulations protecting environmental quality, including air and water quality, and wildlife. To date, we have not incurred any material fines or penalties or experienced any material adverse effects to our business as a result of any domestic or international environmental regulations or matters. See "*Item 1A. Risk Factors*" for additional information regarding compliance with laws and regulations.

The construction of new towers and small cells or, in some cases, their modification in the U.S. may be subject to environmental review under the National Environmental Policy Act of 1969, as amended ("NEPA"), which requires federal agencies to evaluate the environmental impact of major federal actions. NEPA regulations require applicants to investigate the potential environmental impact of the proposed tower or small cells construction. If the FCC determines that the proposed tower or small cells construction or modification presents a significant environmental impact, the FCC is required to prepare an environmental impact statement, which is subject to public comment. Such determination could significantly delay the FCC's approval of the construction or modification.

Our operations are also subject to federal, state and local laws and regulations relating to the management, use, storage, disposal, emission, or remediation of, or exposure to, hazardous or non-hazardous substances, materials, or wastes. As an owner, lessee, or operator of real property, we are subject to certain environmental laws that impose strict, joint-and-several liability for the cleanup of on-site or off-site contamination relating to existing or historical operations; or we could also be subject to personal injury or property damage claims relating to such contamination. In general, our tenant contracts prohibit our tenants from using or storing any hazardous substances on our communications infrastructure sites in violation of applicable environmental laws and require our tenants to provide notice of certain environmental conditions caused by them.

We are subject to Occupational Safety and Health Administration and similar guidelines regarding employee protection from radio frequency exposure. In recent years, the scientific community has extensively studied low-level radio frequency emissions to determine whether they have any connection to certain negative health effects, such as cancer.

We have compliance programs and monitoring projects designed to promote compliance with applicable environmental laws and regulations. Nevertheless, there can be no assurance that the costs of compliance with existing or future environmental laws will not have a material adverse effect on us.

Available Information

We maintain a website at www.crowncastle.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K (and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act")), proxy statements and other information about us are made available, free of charge, through the Investors section of our website at <https://investor.crowncastle.com> and at the SEC's website at <http://sec.gov> as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

In addition, our Corporate Governance Guidelines, Proper Business Practices and Ethics Policy, Financial Code of Ethics, and the charters of our Audit Committee, Compensation Committee and Nominating, Environmental, Social and Governance Committee are available through the Investors section of our website at <https://investor.crowncastle.com>, and such information is also available in print to any stockholder who requests it. We intend to post to our website any amendments to or waivers from each of the Business Practices and Ethics Policy and Financial Code of Ethics applicable to our Chief Executive Officer, Chief Financial Officer and Controller that are required to be disclosed.

Item 1A. Risk Factors

You should carefully consider all of the risks described below, as well as the other information contained in this document, when evaluating your investment in our securities.

Risks Relating to Our Business and Industry

Our business depends on the demand for our communications infrastructure (including towers, small cells and fiber), driven primarily by demand for data, and we may be adversely affected by any slowdown in such demand. Additionally, a reduction in the amount or change in the mix of network investment by our tenants may materially and adversely affect our business (including reducing demand for our communications infrastructure or services).

Tenant demand for our communications infrastructure depends on consumers' and organizations' demand for data. Additionally, the willingness of our tenants to utilize our communications infrastructure, or renew or extend existing tenant contracts on our communications infrastructure, is affected by numerous factors, including:

- availability or capacity of our communications infrastructure or associated land interests;
- location of our communications infrastructure;
- financial condition of our tenants, including their profitability and availability or cost of capital, including through government funding;
- willingness of our tenants to maintain or increase their network investment or changes in their capital allocation strategy;
- need for integrated networks and organizations;
- availability and cost of spectrum for commercial use;
- increased use of network sharing, roaming, joint development, or resale agreements by our tenants;
- mergers or consolidations by and among our tenants;
- changes in, or success of, our tenants' business models;
- governmental regulations and initiatives, including local or state restrictions on the proliferation of communications infrastructure;
- cost of constructing communications infrastructure;
- our market competition, including tenants that may elect to self-perform;
- technological changes, including those (1) affecting the number or type of communications infrastructure needed to provide data to a given geographic area or which may otherwise serve as a substitute or alternative to our communications infrastructure or (2) resulting in the obsolescence or decommissioning of certain existing wireless networks; and
- our ability to efficiently satisfy our tenants' service requirements.

A slowdown in demand for data or our communications infrastructure may negatively impact our growth or otherwise have a material adverse effect on us. If our current or potential tenants are unable to raise adequate capital to fund their business plans, as a result of disruptions in the financial and credit markets or otherwise, they may reduce their spending, which could adversely affect our anticipated growth or the demand for our communications infrastructure or services.

The amount, timing, and mix of our tenants' network investment is variable and can be significantly impacted by the various matters described in these risk factors. Changes in tenant network investment typically impact the demand for our communications infrastructure. As a result, changes in tenant plans such as delays in the implementation of new systems, new and emerging technologies (including small cells and fiber solutions), or plans to expand coverage or capacity may reduce demand for our communications infrastructure. Furthermore, the industries in which our tenants operate (particularly those in the wireless industry) could experience a slowdown or slowing growth rates as a result of numerous factors, including a reduction in consumer demand for data or general economic conditions. There can be no assurances that weakness or uncertainty in the economic environment will not adversely impact our tenants or their industries, which may materially and adversely affect our business, including by reducing demand for our communications infrastructure or services. In addition, a slowdown may increase competition for site rental tenants or services. Such an industry slowdown or a reduction in tenant network investment may materially and adversely affect our business.

A substantial portion of our revenues is derived from a small number of tenants, and the loss, consolidation or financial instability of any of such tenants may materially decrease revenues, reduce demand for our communications infrastructure and services and impact our dividend per share growth.

Our three largest tenants are T-Mobile, AT&T and Verizon Wireless. The loss of any one of our largest tenants as a result of consolidation, merger, bankruptcy, insolvency, network sharing, roaming, joint development, resale agreements by our tenants or otherwise may result in (1) a material decrease in our revenues, (2) uncollectible account receivables, (3) an impairment of our deferred site rental receivables, communications infrastructure assets, or intangible assets (including goodwill), or (4) other adverse effects to our business. We cannot guarantee that tenant contracts with our largest tenants will not be terminated or that these tenants will renew their tenant contracts with us. In addition to our three largest tenants, we also derive a portion of our revenues and anticipated future growth from (1) fiber solutions tenants and (2) new entrants offering or contemplating offering wireless services. Such tenants (including those dependent on government funding) may be smaller or have less financial resources than our three largest tenants, may have business models which may not be successful, or may require additional capital.

Consolidation among our tenants will likely result in duplicate or overlapping parts of networks, for example, where they are co-residents on a tower or small cell network, which may result in the termination, non-renewal or re-negotiation of tenant contracts and negatively impact revenues from our communications infrastructure. Due to the long-term nature of our tenant contracts, we generally expect that the impact to our site rental revenues from any termination of our tenant contracts as a result of such potential consolidation would be spread over multiple years. Such consolidation (or potential consolidation) may result in a reduction or slowdown in such tenants' network investment in the aggregate because their expansion plans may be similar. Tenant consolidation could decrease the demand for our communications infrastructure and services, which in turn may result in a reduction in our revenues or cash flows and may trigger a review for impairment of certain long-lived assets.

On January 6, 2022, we entered into an agreement with T-Mobile that contemplates T-Mobile and Sprint network consolidation. We anticipate that this consolidation will result in higher Towers non-renewals in 2025, which are expected to reduce site rental revenues by approximately \$200 million. Except for full year 2025, we expect our annual Towers non-renewals to remain in line with our historical range of 1% to 2% of annual site rental revenues. Additionally, we anticipate that the T-Mobile and Sprint network consolidation will result in small cell non-renewals, which are expected to reduce site rental revenues by approximately \$45 million, with approximately half occurring in 2023 and the remainder occurring in 2024 and 2025. Excluding the anticipated impact from the T-Mobile and Sprint network consolidation, we expect consolidated annual small cell non-renewals to remain in line with our historical range of 1% to 2% of annual site rental revenues.

Due to network consolidation non-renewals and interest rate increases discussed in "*Risks Related to Our Debt and Equity*," we expect our annual dividend per share growth through 2025 to be below our long-term annual target.

See "*Item 1. Business—The Company*" and note 14 to our consolidated financial statements for further information regarding our largest tenants.

The expansion or development of our business, including through acquisitions, increased product offerings or other strategic growth opportunities, may cause disruptions in our business, which may have an adverse effect on our business, operations or financial results.

We seek to expand and develop our business, including through acquisitions, increased product offerings, or other strategic growth opportunities. In the ordinary course of our business, we review, analyze and evaluate various potential transactions or other activities in which we may engage. Such transactions or activities could be complex, costly and time-consuming, or cause disruptions in, increase risk to or otherwise negatively impact our business. Among other things, such transactions and activities may:

- disrupt our business relationships with our tenants, depending on the nature of or counterparty to such transactions and activities;
- divert capital and the time or attention of management away from other business operations, including as a result of post-transaction integration activities;
- fail to achieve revenue or margin targets, operational synergies or other benefits contemplated;
- increase operational risk or volatility in our business;
- not result in the benefits management had expected to realize from such expansion and development activities, or those benefits may take longer to realize than expected;
- impact our cost structure and result in the need to hire additional employees;
- increase demands on current employees or result in current or prospective employees experiencing uncertainty about their future roles with us, which might adversely affect our ability to retain or attract key employees; or

- result in the need for additional TRSs or contributions of certain assets to TRSs, which are subject to federal and state corporate income taxes.

Our Fiber segment has expanded rapidly, and the Fiber business model contains certain differences from our Towers business model, resulting in different operational risks. If we do not successfully operate our Fiber business model or identify or manage the related operational risks, such operations may produce results that are lower than anticipated.

Over the last decade, we have allocated a significant amount of capital to our Fiber business, which is a much less mature business for us than our Towers business. Our Fiber segment represented 31% and 33% of our site rental revenues for the years ended December 31, 2022 and 2021, respectively. The business model for our Fiber operations contains certain differences from our business model for our Towers operations, including those relating to tenant base, competition, contract terms (including requirements for service level agreements regarding network performance and maintenance), upfront capital requirements, landlord demographics, deployment and ownership of certain network assets, operational oversight requirements, government regulations, growth rates and applicable laws.

While our Fiber operations have certain risks that are similar to our Towers operations, they also have certain operational risks (including the scalability of processes) that are different from our Towers business, including:

- the use of public rights-of-way and franchise agreements;
- the use of poles and conduits owned solely by, or jointly with, third parties;
- risks relating to overbuilding competitive fiber assets;
- risks relating to the specific markets in which we choose or plan to operate;
- risks relating to construction hazards, including boring, trenching, utility and maintenance of traffic hazards;
- construction management and construction-related billings to tenants;
- risks relating to wireless carriers building their own small cell networks, or tenants utilizing their own or alternative fiber assets;
- the risk of failing to optimize the use of our finite supply of fiber strands;
- damage to our assets and the need to maintain, repair, upgrade and periodically replace our assets;
- the risk of failing to properly maintain or operate highly specialized hardware and software;
- network data security risks;
- the risk of new technologies that could enable tenants to realize the same benefits with less utilization of our fiber;
- potential damage to our overall reputation as a communications infrastructure provider; and
- the use of CLEC status.

In addition, the rate at which tenants adopt or prioritize small cells and fiber solutions may be lower or slower than we anticipate or may cease to exist altogether. For example, our tenants have initially focused on utilizing towers in the first phase of deploying their 5G networks, which has led to delays in some of our small cell deployments. We anticipate that these delays will be temporary, as our tenants plan for the next phase of their 5G network deployment which we believe will require small cells at scale. Our Fiber operations also expose us to different safety or liability risks or hazards than our Towers business as a result of numerous factors, including those stemming from the deployment, location or nature of the assets involved. There may be risks and challenges associated with small cells and fiber solutions being comparatively new and emerging technologies that are continuing to evolve, and there may be other risks related to small cells and fiber solutions of which we are not yet aware.

Failure to timely, efficiently and safely execute on our construction projects could adversely affect our business.

Our construction projects and related contracts can be long-term, complex in nature, dangerous, costly and challenging to execute. The quality of our performance on such construction projects depends in large part upon our ability to manage (1) the associated tenant relationship and (2) the project itself by timely deploying and properly managing appropriate internal and external project resources. In connection with our construction projects, we generally bear the risk of cost over-runs, labor availability and productivity, and contractor pricing and performance.

In addition, the construction projects (including modifications of existing communications infrastructure) can pose certain safety risks, including:

- risks resulting from elevated work, including falling hazards;
- risks of third-party non-compliance with safety regulations, industry best practices or other applicable standards;
- risks associated with utility hazards, including gas line, electrical or sewage strikes, which may result in explosions, electrocution and other potentially catastrophic events; and
- risk of potential wildfires, including due to welding, grinding, cutting, or other construction activity.

Such safety risks may cause personal injury or loss of life, severe damage to or destruction of property, suspension of operations or services, or significant damage to the environment, creating financial, regulatory or reputational damage that could adversely affect our business. See *"Our business may be adversely impacted by climate-related events, natural disasters, including wildfires, and other unforeseen events"* below for additional information regarding potential adverse impacts to our business which may result from wildfires and other climate-related events.

Further, investments in newly constructed communications infrastructure may result in lower initial returns compared to returns on our existing communications infrastructure or us not being able to realize future tenant additions at anticipated levels. Additionally, contracts with our tenants for these projects typically specify delivery dates, performance criteria and penalties for our failure to perform. We often experience unforeseen delays from municipalities and utility companies that result in longer construction timelines than expected, which impact our ability to timely deliver on our projects. We may also experience unforeseen delays and increased project costs as a result of supply chain disruptions and labor shortages, which may impact the availability of equipment and materials needed for, and availability of contractors to work on, our construction projects. Our failure to manage such tenant relationships, project resources, and project milestones in a timely and efficient manner and appropriately manage safety risks could have a material adverse effect on our business.

New technologies may reduce demand for our communications infrastructure or negatively impact our revenues.

Improvements in the efficiency, architecture, and design of communication networks may reduce the demand for our communications infrastructure. For example, new technologies and spectrum that may promote network sharing, joint development, backhaul and fronthaul efficiency or resale agreements by our tenants, such as signal combining technologies or network virtualization, may reduce the need for our communications infrastructure. In addition, other technologies, such as WiFi, blimps, satellite (such as low earth orbiting) and mesh transmission systems may, in the future, serve as substitutes for, or alternatives to, leasing on communications infrastructure that might otherwise be anticipated or expected had such technologies not existed. In addition, new technologies that enhance the range, efficiency and capacity of communication equipment could reduce demand for our communications infrastructure. Any significant reduction in demand for our communications infrastructure resulting from the new technologies may negatively impact our revenues or otherwise have a material adverse effect on us.

If we fail to retain rights to our communications infrastructure, including the rights to land under our towers and the right-of-way and other agreements related to our small cells and fiber, our business may be adversely affected.

The property interests and other rights to our communications infrastructure, including the land under our towers, are derived from leasehold and sub-leasehold interests, fee interests, easements, licenses, rights-of-way, and franchise and other agreements. A loss of these interests and other rights may interfere with our ability to conduct our business or generate revenues. For various reasons, we may not always have the ability to access, analyze, or verify all information regarding titles or other issues prior to acquiring communications infrastructure. Further, we may not be able to renew ground leases or other agreements on commercially viable terms.

Our ability to retain rights to the land on which our towers are located depends on our ability to purchase such land, by acquiring fee interests and perpetual easements, or renegotiate or extend the terms of the agreements relating to such land. Approximately 10% of our towers site rental gross margin for the year ended December 31, 2022 was derived from towers where the leases for the land under such towers had final expiration dates of less than 10 years. If we are unable to retain rights to the property on which our communications infrastructure is located, our business may be adversely affected.

As of December 31, 2022, approximately 53% of our towers were leased or subleased or operated and managed under master leases, subleases, or other agreements with AT&T and T-Mobile (including those which T-Mobile assumed in its merger with Sprint). We have the option to purchase these towers at the end of their respective lease terms. We have no obligation to exercise such purchase options. We may not have the required available capital to exercise our right to purchase some or all of these towers at the time these options are exercisable. Even if we do have available capital, we may choose not to exercise our right to purchase these towers or some or all of the T-Mobile or AT&T towers for business or other reasons. In the event that we do not exercise these purchase rights, or are otherwise unable to acquire an interest that would allow us to continue to operate these towers after the applicable period, we will lose the cash flows derived from such towers, which may have a material adverse effect on our business. In the event that we decide to exercise these purchase rights, the benefits of the acquisition of these towers may not exceed the costs, which could adversely affect our business. Additional information concerning these towers and the applicable purchase options as of December 31, 2022 is as follows:

- 22% of our towers are leased or subleased or operated and managed under a master lease or other related agreements with AT&T for a weighted-average initial term of approximately 28 years, weighted based on towers site rental gross margin. We have the option to purchase the leased and subleased towers from AT&T at the end of the

respective lease or sublease terms for aggregate option payments of approximately \$4.2 billion, which payments, if such option is exercised, would be due between 2032 and 2048.

- 31% of our towers are leased or subleased or operated and managed under master leases, subleases or other agreements with T-Mobile (including those which T-Mobile assumed in its merger with Sprint). Approximately half of such towers have an initial term of 32 years (through May 2037), and we have the option to purchase in 2037 all (but not less than all) of such leased and subleased towers from T-Mobile for approximately \$2.3 billion. The remainder of such towers have a weighted-average initial term of approximately 28 years, weighted based on towers site rental gross margin. We have the option to purchase such towers from T-Mobile at the end of the respective terms for aggregate option payments of approximately \$2.0 billion, which payments, if such option is exercised, would be due between 2035 and 2049. In addition, another 1% of our towers under master leases, subleases, and other agreements with T-Mobile are subject to a lease and sublease or other related arrangements with AT&T. We have the option to purchase these towers from AT&T at the end of their respective lease terms for aggregate option payments of up to approximately \$405 million, which payments, if such option is exercised, would be due prior to 2032 (less than \$10 million would be due before 2025).

Under master lease or master prepaid lease arrangements we have with AT&T and T-Mobile (including those which T-Mobile assumed in its merger with Sprint), certain of our subsidiaries lease or sublease, or are otherwise granted the right to operate and manage, towers from bankruptcy remote subsidiaries of such carriers. If one of these bankruptcy remote subsidiaries should become a debtor in a bankruptcy proceeding and is permitted to reject the underlying ground lease, our subsidiaries could lose their interest in the applicable sites. If our subsidiaries were to lose their interest in the applicable sites or if the applicable ground leases were to be terminated, we would lose the cash flow derived from the towers on those sites, which may have a material adverse effect on our business. We have similar bankruptcy risks with respect to sites that we operate under management agreements.

For our small cells and fiber, we must maintain rights-of-way, franchise, pole attachment, conduit use, fiber use and other agreements to operate our assets. For various reasons, we may not always have the ability to maintain these agreements or obtain future agreements to construct, maintain and operate our fiber assets. Access to rights-of-way may depend on our CLEC status, and we cannot be certain that jurisdictions will (1) recognize such CLEC status or (2) not change their laws concerning CLEC access to rights-of-way. If a material portion of these agreements are terminated or are not renewed, we might be forced to abandon our assets, which may adversely impact our business. In order to operate our assets, we must also maintain fiber agreements that we have with public and private entities. There is no assurance that we will be able to renew these agreements on favorable terms, or at all. If we are unable to renew these agreements on favorable terms, we may face increased costs or reduced revenues.

Additionally, in order to expand our communications infrastructure footprint to new locations, we often need to obtain new or additional rights-of-way and other agreements. Our failure to obtain these agreements in a prompt and cost-effective manner may prevent us from expanding our footprint, which may be necessary to meet our contractual obligations to our tenants and could adversely impact our business.

Our services business has historically experienced significant volatility in demand, which reduces the predictability of our results.

The operating results of our services business for any particular period may experience significant fluctuations given its non-recurring nature and should not necessarily be considered indicative of longer-term results for this activity. Our services business is generally driven by demand for our communications infrastructure and may be adversely impacted by various factors, including:

- competition;
- the timing, mix and amount of tenant network investments;
- the rate and volume of tenant deployment plans;
- unforeseen delays or challenges relating to work performed;
- economic weakness or uncertainty;
- labor availability and productivity;
- our market share; and
- changes in the size, scope, or volume of work performed.

If radio frequency emissions from wireless handsets or equipment on our communications infrastructure are demonstrated to cause negative health effects, potential future claims could adversely affect our operations, costs or revenues.

The potential connection between radio frequency emissions and certain negative health effects, including some forms of cancer, has been the subject of substantial study by the scientific community in recent years. We cannot guarantee that claims relating to radio frequency emissions will not arise in the future or that the results of such studies will not be adverse to us.

Public perception of possible health risks associated with cellular or other wireless connectivity services and wireless technologies (such as 5G) may slow or diminish the growth of wireless companies and deployment of new wireless technologies, which may in turn slow or diminish our growth. In particular, negative public perception of, and regulations regarding, these perceived health risks may slow or diminish the market acceptance of wireless services and technologies. If a connection between radio frequency emissions and possible negative health effects were established, our operations, costs, or revenues may be materially and adversely affected. We currently do not maintain any significant insurance with respect to these matters.

Cybersecurity breaches or other information technology disruptions could adversely affect our operations, business, and reputation.

Despite existing security measures, certain of our information technology and communications infrastructure may be subject to damage, disruptions, or shutdowns due to unauthorized access, computer viruses, ransomware or other malicious software, cyber-attacks and other security breaches. In addition, our increased reliance on cloud- or internet-based services and on remote access to information systems to accommodate our hybrid work environment increases our exposure to potential cybersecurity incidents. An attack attempt or security breach, such as a distributed denial of service attack, could potentially result in (1) interruption or cessation of certain of our services to our tenants or access by our tenants to certain of our information technology systems, (2) our inability to meet expected levels of service to our tenants, (3) data transmitted over our tenants' networks being compromised or misappropriated, or (4) business or other sensitive data being compromised, misappropriated or lost. Although we believe we have a comprehensive incident response plan and other cybersecurity measures and policies in place, we cannot guarantee that our security measures will not be circumvented, resulting in tenant network failures or interruptions that could impact our tenants' network availability and have a material adverse effect on our business, financial condition, or operational results. Additionally, security incidents impacting our tenants, vendors and business partners could result in a material adverse effect on our business. We may be required to expend significant resources to protect against or recover from such threats. If an actual or perceived breach of our cybersecurity or information technology, or that of our cloud- or internet-based service providers, occurs, the market perception of the effectiveness of our security measures could be harmed, and we could lose tenants. Further, the perpetrators of cyber-attacks are not restricted to particular groups or persons. These attacks may be committed by our employees or external actors operating in any geography. In addition, our acquisitions, both past and future, may alter our potential exposure to the risks described above. While we maintain insurance that includes coverage in the event of cybersecurity or other information technology breaches, there can be no assurances that such coverage will be adequate to cover exposure from such incidents.

Our business may be adversely impacted by climate-related events, natural disasters, including wildfires, and other unforeseen events.

We could be negatively impacted by other unforeseen events, such as extreme weather events or natural disasters (including as a result of any potential effects of climate change), or acts of vandalism. There is increasing concern that global climate change is occurring and could result in increased frequency of certain types of natural disasters and extreme weather events. Although we have implemented a wildfire risk mitigation program, the effects of climate change have increased the risk and extent of wildfires that could potentially result from certain of our construction and maintenance projects and other operating activities. We cannot predict with certainty the rate at which climate change is occurring or the potential direct or indirect impacts of climate change to our business. Any such unforeseen events could, among other things, damage or delay deployment of our communications infrastructure, interrupt or delay service to our tenants or could result in legal claims or penalties, disruption in operations, damage to our reputation, negative market perception, or costly response measures, which could adversely affect our business.

While we currently maintain insurance policies that include coverage in the event of natural disasters and other unforeseen events, including possible incidents in which our actions (or the actions of those acting on our behalf) contribute to such events, there can be no assurances that such coverage will be adequate to cover exposure from such events. Further, we do not maintain, and do not expect to maintain, insurance policies that provide adequate coverage in the event that our actions (or those actions of those acting on our behalf) contribute to a wildfire event, as a result of the fact that such insurance policies are generally not economically available.

As a result of competition in our industry, we may find it more difficult to negotiate favorable rates on our new or renewing tenant contracts.

Our growth is dependent on our entering into new tenant contracts (including amendments to tenant contracts upon modification of existing towers, small cells or fiber), as well as renewing or renegotiating tenant contracts when existing tenant contracts terminate. Competition in our industry may make it more difficult for us to attract new tenants, maintain or increase our gross margins, or maintain or increase our market share. In addition, competition (primarily in our fiber solutions business) may, in certain circumstances, cause us to renegotiate certain existing tenant contracts to avoid early contract terminations. We face competition for site rental tenants and associated contractual rates from various sources, including (1) other independent communications infrastructure owners or operators, including those that own, operate, or manage towers, rooftops, broadcast or transmission towers, utility poles, fiber (including non-traditional competitors such as cable providers) or small cells, or (2) new alternative deployment methods for communications infrastructure.

Our Fiber business generally has different competitors than those in our Towers business, including other owners of fiber, as well as new entrants into small cells and fiber solutions, some of which may have larger networks, greater financial resources or more experience in managing such assets than we have.

New wireless technologies may not deploy or be adopted by tenants as rapidly or in the manner projected.

There can be no assurances that new wireless services or technologies, which may drive demand for our communications infrastructure, will be introduced or deployed as rapidly or in the manner projected by the wireless carriers. In addition, demand or tenant adoption rates for such new technologies may be lower or slower than anticipated for numerous reasons. As a result, growth opportunities or demand for our communications infrastructure arising from such technologies may not be realized at the times or to the extent anticipated.

Our focus on and disclosure of our ESG position, metrics, strategy, goals and initiatives expose us to potential litigation and other adverse effects to our business.

In recent years, our investors, tenants, employees and other stakeholders have increased their focus on ESG matters and disclosure. In response, we have published ESG reports and related materials and made other public announcements regarding our ESG position, initiatives and goals. Our ESG metrics, initiatives and goals, and progress against those goals, may be based on standards that are still developing and that may not be uniformly adopted or applied by other companies, processes and internal controls that continue to evolve, potentially missing or deficient third-party data, wide range of acceptable estimation techniques, and estimates and assumptions that are subject to a greater degree of uncertainty and may change more frequently than those underlying our financial metrics. Our ESG initiatives and goals may be difficult to implement and may increase operating costs and result in changes to certain of our operations, assets and processes. In addition, a number of governmental and self-regulatory organizations are developing climate change-based laws and regulations, with varying scopes and complexity, that could, if adopted, significantly increase compliance burdens and associated costs.

Any failure, or perceived failure, by us to achieve our goals, further our initiatives, accurately report our metrics or adhere to public statements exposes us to potential litigation, which may materially adversely affect our business, results of operations, financial condition and stock price.

We operate in a challenging labor market and failure to attract, recruit and retain qualified and experienced employees could adversely affect our business, operations and costs.

Our ability to sustain and grow our business and execute on our strategy requires us, in part, to attract, recruit and retain qualified and experienced employees, including key management personnel and other talent. We have experienced an extremely competitive labor market that continues to tighten due to macroeconomic conditions and elevated levels of turnover stemming from the COVID-19 pandemic. To remain competitive, some employers are offering increased compensation and benefits and opportunities to work with greater flexibility, including remote work on a permanent basis. We currently operate under a hybrid work model, meaning that the majority of our employees have the flexibility to work remotely for a portion of the workweek.

As the competition for talent remains intense, we have experienced, and may continue to experience, increased costs to attract, recruit and retain necessary talent, including increased compensation, benefits or other employee-related costs. Our failure to successfully attract, recruit and retain key employees could adversely impact our business, operations, and costs.

Risks Related to Our Debt and Equity

Our substantial level of indebtedness could adversely affect our ability to react to changes in our business, and the terms of our debt instruments limit our ability to take a number of actions that our management might otherwise believe to be in our best interests. In addition, if we fail to comply with our covenants, our debt could be accelerated.

We have a substantial amount of indebtedness (approximately \$21.7 billion as of February 21, 2023). See "Item 7. MD&A—Liquidity and Capital Resources" for a tabular presentation of our contractual debt maturities. As a result of our substantial indebtedness:

- we may be more vulnerable to general adverse economic or industry conditions;
- we may find it more difficult to obtain additional financing to fund discretionary investments or other general corporate requirements or to refinance our existing indebtedness;
- we are or will be required to dedicate a substantial portion of our cash flows from operations to the payment of principal or interest on our debt, thereby reducing the available cash flows to fund other projects, including the discretionary investments discussed in "Item 1. Business" and "Item 7. MD&A—Liquidity and Capital Resources";
- we may have limited flexibility in planning for, or reacting to, changes in our business or in the industry;
- we may have a competitive disadvantage relative to other companies in our industry with less debt;
- we may be adversely impacted by changes in interest rates (see below);
- we may be adversely impacted by changes to credit ratings related to our debt instruments;
- we may be required to issue equity securities or securities convertible into equity securities or sell some of our assets, possibly on unfavorable terms, in order to meet our debt payment obligations;
- we may be limited in our ability to take advantage of strategic business opportunities, including communications infrastructure development or mergers and acquisitions; and
- we could fail to remain qualified for taxation as a REIT due to limitations on our ability to declare and pay dividends to stockholders as a result of restrictive covenants in our debt instruments.

Over the past 11 months, the Federal Reserve has raised the federal funds rate eight times for a cumulative increase of 4.50% and has signaled further increases in the near-term, which could further increase interest rates on our variable rate debt. As of February 21, 2023, approximately 12% of our outstanding indebtedness consisted of variable interest rates, with a weighted average rate of 5.6%. Any significant increase in the amount of our variable rate debt or interest rate on such debt could adversely impact our borrowing cost, financial results and our ability to meet our dividend growth targets, strategically deploy our capital or execute our business plan. See "Item 7A. Quantitative and Qualitative Disclosures about Market Risk" for a further discussion of our interest rate risk.

Currently we have debt instruments in place that limit, in certain circumstances, our ability to incur additional indebtedness, pay dividends, create liens, sell assets, or engage in certain mergers and acquisitions, among other things. In addition, the credit agreement governing our senior unsecured credit facility ("2016 Credit Agreement"), which consists of our senior unsecured term loan A facility and senior unsecured revolving credit facility (collectively, "2016 Credit Facility"), contains financial maintenance covenants. Our ability to comply with these covenants or to satisfy our debt obligations will depend on our future operating performance. If we violate the restrictions in our debt instruments or fail to comply with our financial maintenance covenants, we will be in default under those instruments, which in some cases would cause the maturity of a substantial portion of our long-term indebtedness to be accelerated. Furthermore, if the limits on our ability to pay dividends prevent us from satisfying our REIT distribution requirements, we could fail to remain qualified for taxation as a REIT. If these limits do not jeopardize our qualification for taxation as a REIT but nevertheless prevent us from distributing 100% of our REIT taxable income, we will be subject to federal and state corporate income taxes, and potentially a nondeductible excise tax, on our undistributed taxable income. If our operating subsidiaries were to default on their debt, the trustee could seek to foreclose the collateral securing such debt, in which case we could lose the communications infrastructure and the associated revenues. See "Item 7. MD&A—Liquidity and Capital Resources—Debt Covenants" for a further discussion of our debt covenants.

CCI is a holding company that conducts all of its operations through its subsidiaries. Accordingly, CCI's sources of cash to pay interest or principal on its outstanding indebtedness are distributions relating to its respective ownership interests in its subsidiaries from the net earnings and cash flows generated by such subsidiaries or from proceeds of debt or equity offerings. Earnings and cash flows generated by CCI's subsidiaries are first applied by such subsidiaries to conduct their operations, including servicing their respective debt obligations, after which any excess cash flows generally may be paid to CCI, in the absence of any special conditions, such as a continuing event of default. However, CCI's subsidiaries are legally distinct from the holding company and, unless they guarantee such debt, have no obligation to pay amounts due on their debt or to make funds available to us for such payment.

We have a substantial amount of indebtedness. In the event we do not repay or refinance such indebtedness, we could face substantial liquidity issues and might be required to issue equity securities or securities convertible into equity securities, or sell some of our assets, possibly on unfavorable terms, to meet our debt payment obligations.

We have a substantial amount of indebtedness, which, upon final maturity, we will need to refinance or repay. See "Item 7. MD&A—Liquidity and Capital Resources" for a tabular presentation of our contractual debt maturities. There can be no assurances we will be able to refinance our indebtedness (1) on commercially reasonable terms, (2) on terms, including with respect to interest rates, as favorable as our current debt, or (3) at all. As of February 21, 2023, approximately 51% of our fixed rate debt, with a weighted average interest rate of 3.4%, is scheduled to mature over the next five years. If interest rates remain elevated or continue to increase, we may have to (1) refinance our maturing fixed rate debt at interest rates that exceed the current interest rates on such debt or (2) use our variable interest rate debt to repay such fixed rate debt, thereby increasing our exposure to interest rate fluctuations.

Economic conditions and the credit markets have historically experienced, and may continue to experience, periods of volatility, uncertainty, or weakness that could impact (1) the availability or cost of debt financing, including any refinancing of the obligations described above, (2) our ability to draw the full amount of our \$7.0 billion senior unsecured revolving credit facility under our 2016 Credit Facility ("2016 Revolver"), that, as of February 21, 2023, had \$6.7 billion of undrawn availability, or (3) our ability to issue the full amount of the \$2.0 billion commercial paper notes ("Commercial Paper Notes") under our unsecured commercial paper program ("CP Program"), that, as of February 21, 2023, had \$1.2 billion outstanding.

If we are unable to repay or refinance our debt, we cannot guarantee that we will be able to generate enough cash flows from operations or that we will be able to obtain enough capital to service our debt, fund our planned capital expenditures or pay future dividends. In such an event, we could face substantial liquidity issues and might be required to issue equity securities or securities convertible into equity securities, or sell some of our assets, possibly on unfavorable terms, to meet our debt payment obligations. Failure to repay or refinance indebtedness when required could result in a default under such indebtedness. If we incur additional indebtedness, any such indebtedness could exacerbate the risks described above.

Sales or issuances of a substantial number of shares of our common stock or securities convertible into shares of our common stock may adversely affect the market price of our common stock.

Future sales or issuances of common stock or other equity related securities may adversely affect the market price of our common stock, including any shares of our common stock issued to finance capital expenditures, finance acquisitions or repay debt. Our business strategy contemplates access to external financing to fund certain discretionary investments, which may include issuances of common stock or other equity related securities. We maintain an "at-the-market" stock offering program ("2021 ATM Program") through which we may, from time to time, issue and sell shares of our common stock having an aggregate gross sales price of up to \$750 million to or through sales agents. As of February 21, 2023, we had approximately \$750 million of gross sales of common stock remaining under our 2021 ATM Program. From time to time, we may refresh or implement a new "at-the-market" stock offering program. See note 10 to our consolidated financial statements. As of February 21, 2023, we had approximately 433 million shares of common stock outstanding.

We have reserved an aggregate of approximately 16 million of common stock for issuance in connection with awards granted under our stock compensation plans.

Further, a small number of common stockholders own a significant percentage of our outstanding common stock. If any one of these common stockholders, or any group of our common stockholders, sells a large quantity of shares of our common stock, or the public market perceives that existing common stockholders might sell a large quantity of shares of our common stock, the market price of our common stock may significantly decline.

Certain provisions of our restated certificate of incorporation, as amended, ("Charter"), amended and restated by-laws ("By-laws") and operative agreements, and domestic and international competition laws may make it more difficult for a third party to acquire control of us or for us to acquire control of a third party, even if such a change in control would be beneficial to our stockholders.

We have a number of anti-takeover devices in place that will hinder takeover attempts or may reduce the market value of our common stock. Our anti-takeover provisions include:

- the authority of the board of directors to issue preferred stock without approval of the holders of our common stock;
- advance notice and other procedural requirements relating to director nominations or proposals submitted by stockholders for actions to be taken at annual meetings of stockholders; and
- provisions that the state courts or, in certain circumstances, the federal courts, in Delaware shall be the sole and exclusive forum for certain actions involving us, our directors, officers, employees and stockholders, and, unless the

Company otherwise consents, that the federal courts shall be the sole and exclusive forum for resolution of claims arising under the Securities Act of 1933, as amended ("Securities Act"). Since the Securities Act provides that federal and state courts have concurrent jurisdiction over lawsuits brought pursuant to the Securities Act, there may be uncertainty as to whether a court would enforce such a provision. Stockholders will not be deemed to have waived compliance with the federal securities laws, and this provision does not apply to claims for which the federal courts have exclusive jurisdiction (such as under the Exchange Act).

Our By-laws permit special meetings of the stockholders to be called only upon the request of our Chief Executive Officer or the board of directors, and deny stockholders the ability to call such meetings. Such provisions, as well as the provisions of Section 203 of the Delaware General Corporation Law, may impede a merger, consolidation, takeover, or other business combination or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

In addition, domestic or international competition laws may prevent or discourage us from acquiring communications infrastructure in certain geographical areas or impede a merger, consolidation, takeover, or other business combination or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Risks Relating to Corporate Compliance

If we fail to comply with laws or regulations which regulate our business and which may change at any time, we may be fined or even lose our right to conduct some of our business.

A variety of federal, state, local, and foreign laws and regulations apply to our business, including those discussed in "Item 1. Business." Failure to comply with applicable requirements may lead to civil or criminal penalties, require us to assume indemnification obligations or breach contractual provisions. We cannot guarantee that existing or future laws or regulations, including federal, state, local, or foreign tax laws, will not adversely affect our business (including our REIT status), increase delays or result in additional costs. We also may incur additional costs as a result of liabilities under applicable laws and regulations, such as those governing environmental and safety matters. These factors may have a material adverse effect on us.

Risks Relating to Our REIT Status

Future dividend payments to our stockholders will reduce the availability of our cash on hand available to fund future discretionary investments, and may result in a need to incur indebtedness or issue equity securities to fund growth opportunities. In such event, the then current economic, credit market or equity market conditions will impact the availability or cost of such financing, which may hinder our ability to grow our per share results of operations.

During each of the first three quarters of 2022, we paid a common stock dividend of \$1.47 per share, totaling approximately \$1.9 billion. In October 2022, our board of directors declared a quarterly common stock dividend of \$1.565 per share, which represents an increase of 6.5% from the quarterly common stock dividend declared during each of the first three quarters of 2022. We currently expect our common stock dividends over the next 12 months to be a cumulative amount of at least \$6.26 per share, or an aggregate amount of approximately \$2.7 billion. Over time, we expect to increase our dividend per share generally commensurate with our realized growth in cash flows. Any future dividends are subject to declaration by our board of directors. See notes 10 and 17 to our consolidated financial statements.

We operate as a REIT for U.S. federal income tax purposes. To remain qualified and be taxed as a REIT, we will generally be required to annually distribute at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction, excluding net capital gain and after the utilization of any available NOLs) to our stockholders. Our quarterly cash common stock dividend will delay the utilization of our NOLs and may cause certain of the NOLs to expire without utilization. See also "Item 1. Business—REIT Status" and "Item 7. MD&A—General Overview—Common Stock Dividend."

As discussed in "Item 1. Business—Strategy," we seek to invest our available capital, including the net cash generated by our operating activities and external financing sources, in a manner that we believe will increase long-term stockholder value on a risk-adjusted basis. Our historical discretionary investments have included the following (in no particular order): construction of communications infrastructure; acquisitions of communications infrastructure; acquisitions of land interests (which primarily relate to land assets under towers); improvements and structural enhancements to our existing communications infrastructure; purchases of shares of our common stock from time to time; and purchases, repayments or redemptions of our debt. External financing, including debt, equity, and equity-related issuances to fund future discretionary investments either (1) may not be available to us or (2) may not be accessible by us at terms that would result in the investment of the net proceeds raised yielding incremental growth in our per share operating results. As a result, future dividend payments may hinder our ability to grow our per share results of operations or otherwise adversely affect our ability to execute our business plan.

Remaining qualified to be taxed as a REIT involves highly technical and complex provisions of the Code. Failure to remain qualified as a REIT would result in our inability to deduct dividends to stockholders when computing our taxable income, thereby increasing our tax obligations and reducing our available cash.

As a REIT, we are generally entitled to a deduction for dividends that we pay and therefore are not subject to U.S. federal corporate income tax on our net taxable income that is currently distributed to our common stockholders.

While we intend to operate so that we remain qualified as a REIT, given the highly complex nature of the rules governing REITs, the importance of ongoing factual determinations, the possibility of future changes in our circumstances, and the potential impact of future changes to laws and regulations impacting REITs, no assurance can be given that we will qualify as a REIT for any particular year.

In addition, the present U.S. federal tax treatment of REITs is subject to change, possibly with retroactive effect, by legislative, judicial or administrative action at any time, and any such change might adversely affect our REIT status or benefits. We cannot predict the impact, if any, that such changes, if enacted, might have on our business. However, it is possible that such changes could adversely affect our business, including our REIT status.

If, in any taxable year, we fail to qualify for taxation as a REIT and are not entitled to relief under certain provisions of the Code, then:

- we will not be allowed a deduction for dividends paid to stockholders in computing our taxable income;
- we will be subject to federal and state income tax on our taxable income at regular corporate tax rates and, for years beginning before January 1, 2018, any applicable alternative minimum tax; and
- we would be disqualified from re-electing REIT status for the four taxable years following the year during which we were so disqualified.

Although we may have federal NOLs available to reduce any taxable income, to the extent our federal NOLs have been utilized or are otherwise unavailable, any such corporate tax liability could be substantial, would reduce the amount of cash available for other purposes and might necessitate the borrowing of additional funds or the liquidation of some investments to pay any additional tax liability. Accordingly, funds available for investment would be reduced.

Under the Code, for taxable years beginning in or after 2018, no more than 20% of the value of the assets of a REIT may be represented by securities of one or more TRSs. These limitations may affect our ability to make additional investments in non-REIT qualifying operations or assets, or in any operations held through TRSs. The net income of our TRSs is not required to be distributed to us, and income that is not distributed to us generally will not be subject to the REIT income distribution requirement. However, there may be limitations on our ability to accumulate earnings in our TRSs and the accumulation or reinvestment of significant earnings in our TRSs could result in adverse tax treatment. In particular, if the accumulation of cash in our TRSs causes the fair market value of our securities in our TRSs to exceed current or future limitations of the fair market value of our assets at the end of any quarter, then we may fail to remain qualified as a REIT.

Complying with REIT requirements, including the 90% distribution requirement, may limit our flexibility or cause us to forgo otherwise attractive opportunities, including certain discretionary investments and potential financing alternatives.

To remain qualified and be taxed as a REIT, we are required to satisfy the 90% distribution requirement as described above. We commenced declaring regular quarterly dividends to our common stockholders beginning with the first quarter of 2014. See notes 10 and 17 to our consolidated financial statements. Any such dividends, however, are subject to the determination of and declaration by our board of directors based on then-current and anticipated future conditions, including our earnings, net cash generated by operating activities, capital requirements, financial condition, our relative market capitalization, our existing federal NOLs of approximately \$1.5 billion or other factors deemed relevant by our board of directors.

To the extent that we satisfy the 90% distribution requirement but distribute less than 100% of our REIT taxable income (determined without regard to the dividends paid deduction, excluding net capital gain and after the utilization of any available NOLs), we will be subject to federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay to our stockholders for a calendar year is less than a minimum amount specified under the Code.

From time to time, we may generate REIT taxable income greater than our cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves or required debt or amortization payments. If we do not have other funds available in these situations, we could be required to borrow funds on unfavorable terms, sell assets at disadvantageous prices, or distribute amounts that would

otherwise be invested in future acquisitions to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT dividend requirement and to avoid corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs or reduce our equity. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock. Furthermore, the REIT dividend requirements may increase the financing we need to fund capital expenditures, future growth, or expansion initiatives, which would increase our total leverage.

In addition to satisfying the 90% distribution requirement, to remain qualified as a REIT for tax purposes, we are required to continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets and the ownership of our capital stock. Compliance with these tests will require us to refrain from certain activities and may hinder our ability to make certain attractive investments, including the purchase of non-qualifying assets, the expansion of non-real estate activities, or investments in the businesses to be conducted by our TRSs, and to that extent, limit our opportunities and our flexibility to change our business strategy. Furthermore, acquisition opportunities in domestic or international markets may be adversely affected if we need or require the target company to comply with some REIT requirements prior to completing any such acquisition. In addition, our status as a REIT may result in investor pressures not to pursue growth opportunities that are not immediately accretive.

Moreover, if we fail to comply with certain asset ownership tests, at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification. As a result, we may be required to liquidate assets in adverse market conditions or forgo otherwise attractive investments. These actions may reduce our income and amounts available for distribution to our stockholders.

REIT related ownership limitations and transfer restrictions may prevent or restrict certain transfers of our capital stock.

In order for us to continue to satisfy the requirements for REIT qualification, our capital stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year. Also, not more than 50% of the value of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer "individuals" (as defined in the Code to include certain entities such as private foundations) during the last half of a taxable year. In order to facilitate compliance with the REIT rules, our Charter includes provisions regarding REIT-related ownership limitations and transfer restrictions that generally prohibit any "person" (as defined in our Charter) from beneficially or constructively owning, or being deemed to beneficially or constructively own by virtue of the attribution provisions of the Code, more than (1) 9.8%, by value or number of shares, whichever is more restrictive, of the outstanding shares of our common stock, or (2) 9.8% in aggregate value of the outstanding shares of all classes and series of our capital stock. In addition, our Charter provides for certain other ownership limitations and transfer restrictions. Under applicable constructive ownership rules, any shares of capital stock owned by certain affiliated owners generally would be added together for purposes of the ownership limitations. These ownership limitations and transfer restrictions could have the effect of delaying, deferring or preventing a transaction or a change in control of our company that might involve a premium price for our capital stock or otherwise might be in the best interest of our stockholders.

Certifications

We submitted the Chief Executive Officer certification required by Section 303A.12(a) of the New York Stock Exchange ("NYSE") Listed Company Manual, relating to compliance with the NYSE's corporate governance listing standards, to the NYSE on May 26, 2022 with no qualifications. We have included the certifications of our Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002 and related rules as Exhibits 31.1 and 31.2 to this 2022 Form 10-K.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties*Communications Infrastructure*

We own, lease or manage more than 40,000 towers geographically dispersed throughout the U.S. Towers are vertical metal structures generally ranging in height from 50 to 300 feet. Our tenants' wireless equipment may be placed on towers, building rooftops and other structures. Our towers are located on tracts of land that support the towers, equipment shelters and, where applicable, guy-wires to stabilize the tower.

Additionally, we own or lease approximately 85,000 route miles of fiber primarily supporting our (1) approximately 120,000 small cells on air or under contract and (2) fiber solutions. The majority of our fiber assets are located in major metropolitan areas. Our small cells and fiber are typically located outdoors and are often attached to public right-of-way infrastructure, including utility poles or street lights.

See the following for further information regarding our communications infrastructure:

- *"Item 1. Business—Overview"* for information regarding our tower and fiber portfolios.
- *"Item 7. MD&A—Liquidity and Capital Resources—Material Cash Requirements"* for information regarding our lease obligations.
- *"Schedule III - Schedule of Real Estate and Accumulated Depreciation"* for further information on our productive properties.

Approximately 53% of our towers are leased or subleased or operated and managed under master leases, subleases, or other agreements with AT&T and T-Mobile (including those which T-Mobile assumed in its merger with Sprint). We have the option to purchase these towers at the end of their respective lease terms. We have no obligation to exercise such purchase options. See note 4 to our consolidated financial statements and *"Item 1A. Risk Factors"* for a further discussion.

Substantially all of our communications infrastructure can accommodate additional tenancy, either as currently constructed or with appropriate modifications. Additionally, if so inclined as a result of a request for a tenant addition, we could generally replace an existing tower with another tower, replace a small cell network antenna with another antenna or overlay additional fiber in order to provide additional coverage or capacity, subject to certain restrictions.

Offices

Our principal corporate headquarters is owned and located in Houston, Texas. In addition, we have offices throughout the U.S. in locations convenient for the management and operation of our communications infrastructure, with significant consideration being given to the amount of our communications infrastructure located in a particular area. We believe that our facilities are suitable and adequate to meet our anticipated needs.

Item 3. Legal Proceedings

We are periodically involved in legal proceedings that arise in the ordinary course of business. Most of these proceedings arising in the ordinary course of business involve disputes with landlords, vendors, collection matters involving bankrupt tenants, zoning or siting matters, construction, condemnation, tax, employment, or wrongful termination matters. While the outcome of these matters cannot be predicted with certainty, management does not expect any pending matters to have a material adverse effect on us.

See the disclosure in note 12 to our consolidated financial statements.

Item 4. Mine Safety Disclosures

N/A

PART II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Market Information and Holders

Our common stock is listed and traded on the New York Stock Exchange ("NYSE") under the symbol "CCI."

As of February 21, 2023, there were approximately 542 holders of record of our common stock.

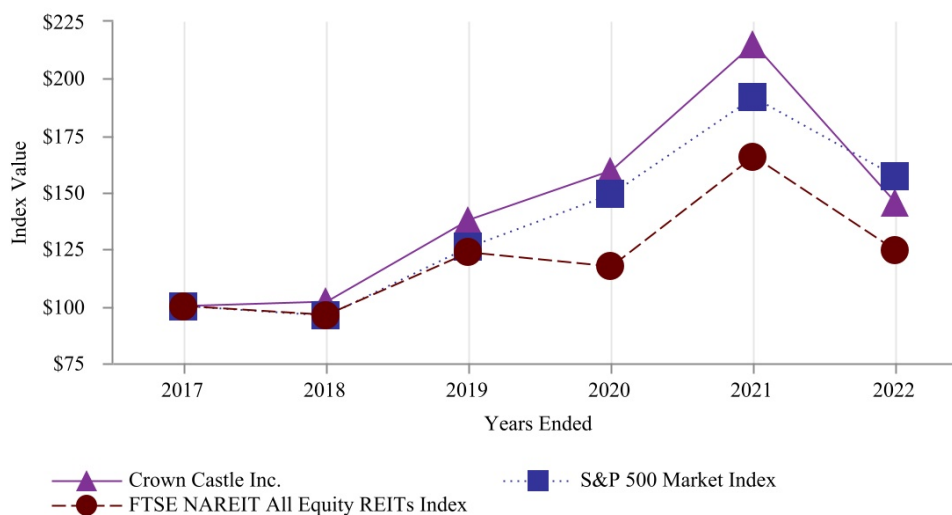
Dividend Policy

We operate as a REIT for U.S. federal income tax purposes. To remain qualified and be taxed as a REIT, we will generally be required to annually distribute to our stockholders at least 90% of our REIT taxable income after the utilization of any available NOLs (determined without regard to the dividends paid deduction and excluding net capital gain). See also *"Item 1. Business—REIT Status," "Item 1A. Risk Factors," "Item 7. MD&A—General Overview—Common Stock Dividend," "Item 7. MD&A—Liquidity and Capital Resources—Financing Activities—Common Stock"* and notes 9 and 10 to our consolidated financial statements.

Over time, we expect to increase our dividend per share generally commensurate with our growth in cash flows. The declaration amount and payment of any future dividends, however, are subject to the determination and approval of our board of directors based on then-current or anticipated future conditions, including our earnings, net cash generated by operating activities, capital requirements, financial condition, our relative market capitalization, our existing NOLs, or other factors deemed relevant by our board of directors. In addition, our ability to pay dividends is limited under certain circumstances by the terms of our debt instruments.

Performance Graph

The following performance graph is a comparison of the five-year cumulative total stockholder return on our common stock against the cumulative total return of the S&P 500 Market Index and the FTSE NAREIT All Equity REITs Index for the period commencing December 31, 2017 and ending December 31, 2022. The performance graph assumes an initial investment of \$100.00 and the reinvestment of all dividends in our common stock and in each of the indices. The performance graph and related text are based on historical data and are not necessarily indicative of future performance.



| Company/Market/Index | Years Ended December 31, | | | | | |
|------------------------------------|--------------------------|-----------|-----------|-----------|-----------|-----------|
| | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 |
| Crown Castle Inc. | \$ 100.00 | \$ 101.74 | \$ 137.82 | \$ 159.33 | \$ 215.21 | \$ 145.24 |
| S&P 500 Market Index | 100.00 | 95.62 | 125.72 | 148.85 | 191.58 | 156.88 |
| FTSE NAREIT All Equity REITs Index | 100.00 | 95.96 | 123.46 | 117.14 | 165.51 | 124.22 |

The performance graph above and related text are being furnished solely to accompany this 2022 Form 10-K pursuant to Item 201(e) of Regulation S-K, and are not being filed for purposes of Section 18 of the Exchange Act, and are not to be incorporated by reference into any filing of ours, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

General Overview

Overview

We own, operate and lease shared communications infrastructure. See "Item 1. Business" for a further discussion of our business, including our long-term strategy, our REIT status, certain key terms of our tenant contracts and growth trends in the demand for data. Site rental revenues represented 90% of our 2022 consolidated net revenues. The vast majority of our site rental revenues is of a recurring nature and has been contracted for in prior years.

Highlights of Business Fundamentals and Results

- We operate as a REIT for U.S. federal income tax purposes (see "Item 1. Business—REIT Status" and notes 2 and 9 to our consolidated financial statements)
- Potential growth resulting from the increasing demand for data
 - We expect existing and potential new tenant demand for our communications infrastructure will result from (1) new technologies, (2) increased usage of mobile entertainment, mobile internet, and machine-to-machine applications, (3) adoption of other emerging and embedded wireless devices (including smartphones, laptops, tablets, wearables and other devices), (4) increasing smartphone penetration, (5) wireless carrier focus on expanding both network quality and capacity, including the use of both towers and small cells, (6) the adoption of other bandwidth-intensive applications (such as cloud services and video communications), (7) the availability of additional spectrum and (8) increased government initiatives to support connectivity throughout the U.S.
 - We expect U.S. wireless carriers will continue to focus on improving network quality and expanding capacity (including through 5G initiatives) by utilizing a combination of towers and small cells. We believe our product offerings of towers and small cells provide a comprehensive solution to our wireless tenants' growing communications infrastructure needs.
 - We expect organizations will continue to increase the usage of high-bandwidth applications that will require the utilization of more fiber infrastructure and fiber solutions, such as those we provide.
 - Within our Fiber segment, we are able to generate growth and returns for our stockholders by deploying our fiber for both small cells and fiber solutions tenants.
 - Tenant additions on our existing communications infrastructure are achieved at a low incremental operating cost, delivering high incremental returns.
 - Substantially all of our communications infrastructure can accommodate additional tenancy, either as currently constructed or with appropriate modifications.
- Returning cash flows provided by operations to stockholders in the form of dividends (see also "Item 1. Business—Strategy")
 - During 2022, we paid common stock dividends totaling approximately \$2.6 billion. See "Item 7. MD&A—General Overview—Common Stock Dividend" for a discussion of the increase to our quarterly dividend in the fourth quarter of 2022.
- Investing capital efficiently to grow long-term dividends per share
 - We had discretionary capital expenditures of \$1.2 billion for the year ended December 31, 2022, predominately resulting from the construction of new communications infrastructure and improvements to existing communications infrastructure in order to support additional tenants.
 - We expect to continue to construct and acquire new communications infrastructure based on our tenants' needs and generate attractive long-term returns by adding additional tenants over time.
- Site rental revenues under long-term tenant contracts
 - Our wireless tenant contracts have initial terms of five to 15 years with contractual escalators and multiple renewal periods of five to 10 years each, exercisable at the option of the tenant.
 - Our fiber solutions tenant contracts' initial terms generally vary between three to 20 years (including tenant contracts with organizations with high-bandwidth and multi-location demands).
 - As of December 31, 2022, our weighted-average remaining term was approximately six years, exclusive of renewals exercisable at the tenants' option, currently representing approximately \$40 billion of expected future cash inflows.
- Majority of our revenues from large wireless carriers

- For the year ended December 31, 2022, approximately three-fourths of our site rental revenues were derived from T-Mobile, AT&T and Verizon Wireless. See "Item 1A. Risk Factors" and note 14 to our consolidated financial statements for a further discussion of our largest customers.
- Majority of land under our towers under long-term control
 - For the year ended December 31, 2022, approximately 90% of our towers site rental gross margin and approximately 80% of our towers site rental gross margin was derived from towers located on land that we own or control for greater than 10 and 20 years, respectively. The aforementioned percentages include towers located on land that is owned, including through fee interests and perpetual easements, which represented approximately 40% of our towers site rental gross margin.
- Majority of our fiber assets are located in major metropolitan areas and are on public rights-of-way
- Minimal sustaining capital expenditure requirements
 - For the year ended December 31, 2022, sustaining capital expenditures represented approximately 1% of net revenues.
- Debt portfolio with long-dated maturities extended over multiple years, with the vast majority of such debt having a fixed rate (see note 7 to our consolidated financial statements and "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for a further discussion of our debt)
 - As of December 31, 2022, after giving effect to our January 2023 issuance of \$1.0 billion aggregate principal amount of 5.000% senior unsecured notes due January 2028 ("January 2023 Senior Notes") and the use of proceeds therefrom, our outstanding debt had a weighted average interest rate of 3.6% and weighted average maturity of approximately eight years (assuming anticipated repayment dates where applicable).
 - As of December 31, 2022, after giving effect to our January 2023 Senior Notes offering and the use of proceeds therefrom, 87% of our debt has fixed rate coupons.
 - Our debt service coverage and leverage ratios are within their respective financial maintenance covenants. See "Item 7. MD&A—Liquidity and Capital Resources—Debt Covenants" for a further discussion of our debt covenants.
- During 2022, we refinanced and extended the maturities of certain of our debt (see note 7 to our consolidated financial statements and "Item 7. MD&A—Liquidity and Capital Resources—Financing Activities" for further discussion of our debt transactions)
- Significant cash flows from operations
 - Net cash provided by operating activities was \$2.9 billion for the year ended December 31, 2022,
 - In addition to the positive impact of contractual escalators, we expect to grow our core business of providing access to our communications infrastructure as a result of future anticipated additional demand for our communications infrastructure.

Common Stock Dividend

In the aggregate, we paid approximately \$2.6 billion in common stock dividends during 2022. During each of the first three quarters of 2022, we paid a quarterly common stock dividend of \$1.47 per share, totaling approximately \$1.9 billion. In October 2022, our board of directors declared a quarterly common stock cash dividend of \$1.565 per share, which represents an increase of approximately 6.5% from the quarterly common stock dividend declared during each of the first three quarters of 2022. We currently expect our common stock dividends over the next 12 months to be a cumulative amount of at least \$6.26 per share, or an aggregate amount of approximately \$2.7 billion. Over time, we expect to increase our dividend per share generally commensurate with our growth in cash flows. Any future common stock dividends are subject to declaration by our board of directors. See notes 10 and 17 to our consolidated financial statements.

Outlook Highlights

The following are certain highlights of our outlook that impact our business fundamentals described above.

- We expect that, when compared to full year 2022, our full year 2023 site rental revenues growth will be positively impacted by tenant additions as large wireless carriers and fiber solutions tenants continue to focus on meeting the increasing demand for data.
- We expect to continue to invest a significant amount of our available capital in the form of discretionary capital expenditures for 2023 based on the anticipated returns on such discretionary investments.
 - We expect that our discretionary capital expenditures will increase as we accelerate the pace of small cell deployments.
- We also expect sustaining capital expenditures of approximately 2% of net revenues for full year 2023, consistent with historical annual levels.

Results of Operations

The following discussion of our results of operations for 2022 compared to 2021 should be read in conjunction with "Item 1. Business," "Item 7. MD&A—Liquidity and Capital Resources" and our consolidated financial statements. For a discussion of our results of operations and financial condition for 2021 compared to 2020 that is not included in this 2022 Form 10-K, see "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2021, which was filed with the SEC on February 22, 2022.

The following discussion of our results of operations is based on our consolidated financial statements prepared in accordance with GAAP, which require us to make estimates and judgments that affect the reported amounts (see "Item 7. MD&A—Accounting and Reporting Matters—Critical Accounting Policies and Estimates" and note 2 to our consolidated financial statements). See "Item 7. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures" for a discussion of our use of (1) segment site rental gross margin, (2) segment services and other gross margin, (3) segment operating profit, including their respective definitions, and (4) Adjusted EBITDA, including its definition and a reconciliation to net income (loss).

Our operating segments consist of (1) Towers and (2) Fiber. See note 14 to our consolidated financial statements for further discussion of our operating segments.

Highlights of our results of operations for 2022, 2021 and 2020 are depicted below:

| (In millions of dollars) | Years Ended December 31, | | | Percent Change | |
|---|--------------------------|----------|----------------------|----------------|---------------|
| | 2022 | 2021 | 2020 | 2022 vs. 2021 | 2021 vs. 2020 |
| Site rental revenues: | | | | | |
| Towers site rental revenues | \$ 4,322 | \$ 3,804 | \$ 3,497 | 14 % | 9 % |
| Fiber site rental revenues | 1,967 | 1,915 | 1,823 | 3 % | 5 % |
| Total site rental revenues | 6,289 | 5,719 | 5,320 | 10 % | 8 % |
| Site rental gross margin: | | | | | |
| Towers site rental gross margin ^(a) | 3,404 | 2,915 | 2,631 | 17 % | 11 % |
| Fiber site rental gross margin ^(a) | 1,317 | 1,282 | 1,203 | 3 % | 7 % |
| Services and other gross margin: | | | | | |
| Towers services and other gross margin ^(a) | 238 | 187 | 71 | 27 % | 163 % |
| Fiber services and other gross margin ^(a) | 3 | 3 | 8 | — % | (63)% |
| Segment operating profit: | | | | | |
| Towers operating profit ^(a) | 3,527 | 2,995 | 2,602 | 18 % | 15 % |
| Fiber operating profit ^(a) | 1,130 | 1,111 | 1,387 ^(b) | 2 % | (20)% |
| Income (loss) from continuing operations | 1,675 | 1,158 | 1,056 | 45 % | 10 % |
| Net income (loss) attributable to CCI stockholders | 1,675 | 1,096 | 1,056 | 53 % | 4 % |
| Adjusted EBITDA ^(c) | 4,340 | 3,816 | 3,706 | 14 % | 3 % |

(a) See "Item 7. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures" and note 14 to our consolidated financial statements for our definitions of segment site rental gross margin, segment services and other gross margin and segment operating profit.

(b) During the fourth quarter of 2020, T-Mobile notified us that it was cancelling approximately 5,700 small cell nodes initially contracted with Sprint ("2020 Cancellation"). Fiber operating profit for the year ended December 31, 2020 is inclusive of \$362 million of segment other operating income related to the 2020 Cancellation. See notes 2 and 15 to our consolidated financial statements for further information regarding the 2020 Cancellation.

(c) See reconciliation of this non-GAAP financial measure to net income (loss) and definition included in "Item 7. MD&A—Accounting and Reporting Matters—Non-GAAP and Segment Financial Measures."

2022 and 2021

Total site rental revenues for 2022 grew by \$570 million, or 10%, from 2021. This increase was predominately comprised of the factors depicted in the chart below:

(In millions of dollars)



(a) Represents site rental revenues growth from tenant additions across our entire portfolio and renewals or extensions of tenant contracts, exclusive of the impacts from both straight-line accounting and amortization of prepaid rent in accordance with GAAP.

(b) Represents the contribution from recent acquisitions until the one-year anniversary of such acquisitions.

(c) Prepaid rent amortization includes amortization of upfront payments received from long-term tenants and other deferred credits.

Towers site rental revenues for 2022 were \$4.3 billion and increased by \$518 million, or 14%, from \$3.8 billion during 2021. The increase in Towers site rental revenues was impacted by the following items, inclusive of straight-line accounting: tenant additions across our entire portfolio, renewals or extensions of tenant contracts, escalators and non-renewals of tenant contracts. Tenant additions were influenced by our tenants' ongoing efforts to improve network quality and capacity.

Fiber site rental revenues for 2022 were \$2.0 billion and increased by \$52 million, or 3%, from \$1.9 billion during 2021. The increase in Fiber site rental revenues was predominately impacted by the increased demand for small cells and fiber solutions. Increased demand for small cells was driven by our tenants' network strategy in an effort to provide capacity and relieve network congestion, and increased demand for fiber solutions was driven by increasing demand for data.

The increase in Towers site rental gross margin from 2021 to 2022 was related to the previously-mentioned 14% increase in Towers site rental revenues and relatively fixed costs to operate our towers. The increase in Fiber site rental gross margin was predominately related to the previously-mentioned 3% increase in Fiber site rental revenues.

Towers services and other gross margin for 2022 was \$238 million and increased by \$51 million, or 27%, from \$187 million during 2021, which is a reflection of the increased volume of activity from carriers' network enhancements and the volume and mix of services and other work. Revenues from our services and other offerings are of a variable nature as these revenues are not under long-term tenant contracts.

Selling, general and administrative expenses for 2022 were \$750 million and increased by \$70 million, or 10%, from \$680 million during 2021. The increase in selling, general and administrative expenses was primarily related to the growth in our business and certain costs, including travel and facilities, returning to their pre-COVID-19 pandemic levels following our return to office in February 2022.

Towers operating profit for 2022 increased by \$532 million, or 18%, from 2021. The increase in Towers operating profit was primarily related to the previously-mentioned increases in Towers site rental gross margin and Towers services and other gross margin.

Fiber operating profit for 2022 increased by \$19 million, or 2%, from 2021. The increase in Fiber operating profit was primarily related to the previously-mentioned increase in Fiber site rental gross margin.

Depreciation, amortization and accretion was approximately \$1.7 billion for 2022 and increased by \$63 million, or 4%, from 2021. This increase predominately resulted from a corresponding increase in our gross property and equipment due to capital expenditures.

Interest expense and amortization of deferred financing costs were \$699 million for 2022 and increased by \$42 million, or 6%, from \$657 million during 2021. The increase predominately resulted from an increase in the interest rates on the 2016 Term Loan A, 2016 Revolver and outstanding Commercial Paper Notes, as well as an increase in our outstanding indebtedness due to the financing of our discretionary capital expenditures. See note 7 to our consolidated financial statements, "*Item 1A. Risk Factors*" and "*Item 7A. Quantitative and Qualitative Disclosures About Market Risk*" for a further discussion of our debt and interest rate increases.

As a result of repaying certain of our indebtedness in conjunction with our refinancing activities, we incurred losses on retirement of long-term obligations of \$28 million and \$145 million for the years ended 2022 and 2021, respectively. See note 7 to our consolidated financial statements.

The provisions for income taxes for 2022 and 2021 were \$16 million and \$21 million, respectively. For both 2022 and 2021, the effective tax rate differs from the federal statutory rate predominately due to our REIT status, including the dividends paid deduction. See "*Item 1. Business—REIT Status*," "*Item 7. MD&A—Accounting and Reporting Matters—Critical Accounting Policies and Estimates*" and note 9 to our consolidated financial statements.

Income from continuing operations was \$1.7 billion during 2022 compared to \$1.2 billion during 2021. The increase was related to (1) growth in our site rental activities in both our Towers and Fiber segments, (2) the previously-mentioned increase in Towers services activity and (3) the decrease in losses of retirement of long-term obligations, partially offset by an increase in expenses, including (1) selling, general and administrative expenses, (2) depreciation, amortization and accretion and (3) interest expense and amortization of deferred financing costs.

Net income attributable to CCI stockholders increased by \$579 million, or 53%, from 2021 to 2022. The increase was due to the previously-mentioned increase in income from continuing operations.

Adjusted EBITDA increased by \$524 million, or 14%, from 2021 to 2022. The increase was predominately related to the growth in our site rental activities in both our Towers and Fiber segments as well as the previously-mentioned increase in Towers service activity.

Liquidity and Capital Resources

Overview

General. Our core business generates revenues under long-term tenant contracts (see "Item 1. Business—Overview" and "Item 7. MD&A—General Overview—Overview") from (1) the largest U.S. wireless carriers and (2) fiber solutions tenants. As a leading provider of shared communications infrastructure in the U.S., our strategy is to create long-term stockholder value via a combination of (1) growing cash flows generated from our portfolio of communications infrastructure, (2) returning a meaningful portion of our cash generated by operating activities to our stockholders in the form of dividends, and (3) investing capital efficiently to grow cash flows and long-term dividends per share. Our strategy is based, in part, on our belief that the U.S. is the most attractive market for shared communications infrastructure investment with the greatest long-term growth potential. We measure our efforts to create "long-term stockholder value" by the combined payment of dividends to stockholders and growth in our per share results. See "Item 1. Business—Strategy" for a further discussion of our strategy.

We have engaged, and expect to continue to engage, in discretionary investments that we believe will maximize long-term stockholder value. Our historical discretionary investments include (in no particular order): constructing communications infrastructure, acquiring communications infrastructure, acquiring land interests (which primarily relate to land assets under towers), improving and structurally enhancing our existing communications infrastructure, purchasing shares of our common stock, and purchasing, repaying, or redeeming our debt. We have recently spent, and expect to continue to spend, a significant percentage of our discretionary investments on the construction of small cells and fiber. We seek to fund our discretionary investments with both cash generated by operating activities and cash available from financing capacity, such as the use of our availability under our 2016 Revolver, issuances under our CP Program, debt financings and issuances of equity or equity-related securities, including under our 2021 ATM Program.

We seek to maintain a capital structure that we believe drives long-term stockholder value and optimizes our weighted-average cost of capital. We target a leverage ratio of approximately five times Adjusted EBITDA, subject to various factors, such as the availability and cost of capital and the potential long-term return on our discretionary investments. We may choose to increase or decrease our leverage from this target for various periods of time. Our contractual debt maturities over the next 12 months consist of (1) Commercial Paper Notes that may be outstanding from time to time, (2) \$750 million aggregate principal amount of 3.150% senior unsecured notes ("3.150% Senior Notes") and (3) principal payments on certain outstanding debt.

We operate as a REIT for U.S. federal income tax purposes. We expect to continue to pay minimal cash income taxes as a result of our REIT status and our NOLs. See "Item 1. Business—REIT Status," "Item 7. MD&A—General Overview" and note 9 to our consolidated financial statements.

Liquidity Position. The following is a summary of our capitalization and liquidity position as of December 31, 2022, after giving effect to our January 2023 Senior Notes offering and the use of the net proceeds therefrom. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" and note 7 to our consolidated financial statements for additional information regarding our debt as well as note 10 to our consolidated financial statements for additional information regarding our 2021 ATM Program.

(In millions of dollars)

| | | |
|--|----|--------|
| Cash, cash equivalents and restricted cash ^(a) | \$ | 327 |
| Undrawn 2016 Revolver availability ^(b) | | 6,649 |
| Total debt and other obligations (current and non-current) | | 21,729 |
| Total equity | | 7,449 |

(a) Inclusive of \$5 million included within "Other assets, net" on our consolidated balance sheet.

(b) Availability at any point in time is subject to certain restrictions based on the maintenance of financial covenants contained in our 2016 Credit Facility. At any point in time, we intend to maintain available commitments under our 2016 Revolver in an amount at least equal to the amount of outstanding Commercial Paper Notes. See note 7 to our consolidated financial statements.

Over the next 12 months:

- Our liquidity sources may include (1) cash on hand, (2) cash generated by our operating activities, (3) availability under our 2016 Revolver, (4) issuances under our CP Program, and (5) issuances of equity pursuant to our 2021 ATM Program. Our liquidity uses over the next 12 months are expected to include (1) debt obligations of \$2.1 billion (consisting of Commercial Paper Notes, the 3.150% Senior Notes and principal payments on certain outstanding debt), (2) cumulative common stock dividend payments expected to be at least \$6.26 per share, or an aggregate amount of approximately \$2.7 billion (see "Item 7. MD&A—General Overview—Common Stock Dividend"), and (3) capital expenditures. We may also purchase shares of our common stock. Additionally, amounts available under our CP

Program may be repaid and re-issued from time to time. During the next 12 months, while our liquidity uses are expected to exceed our cash generated by operating activities, we expect that our liquidity sources described above should be sufficient to cover our expected uses. Historically, from time to time, we have accessed the capital markets to issue debt and equity.

- See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for a discussion of interest rate risk and note 7 to our consolidated financial statements for a tabular presentation of our debt maturities and a discussion of anticipated repayment dates.

Summary Cash Flows Information

| (In millions of dollars) | Years Ended December 31, | | |
|---|--------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Net increase (decrease) in cash, cash equivalents and restricted cash | | | |
| Operating activities | \$ 2,878 | \$ 2,789 | \$ 3,055 |
| Investing activities | (1,352) | (1,332) | (1,741) |
| Financing activities | (1,665) | (1,310) | (1,271) |
| Net increase (decrease) in cash, cash equivalents, and restricted cash - continuing operations | (139) | 147 | 43 |
| Effect of exchange rate changes on cash | — | — | — |
| Net increase (decrease) in cash, cash equivalents, and restricted cash - continuing operations | (139) | 147 | 43 |
| Net increase (decrease) in cash, cash equivalents, and restricted cash - discontinued operations ^(a) | — | (62) | — |
| Net increase (decrease) in cash, cash equivalents, and restricted cash | \$ (139) | \$ 85 | \$ 43 |

(a) See note 9 to our consolidated financial statements for further information.

Operating Activities. The increase in net cash provided by operating activities of \$89 million for 2022 from 2021 was due primarily to growth in our core business, which was partially offset by a net decrease from changes in working capital. Changes in working capital contribute to variability in net cash provided by operating activities, largely due to the timing of advanced payments by us and advanced receipts from tenants. We expect to grow our net cash provided by operating activities in the future (exclusive of changes in working capital) if we realize expected growth in our core business.

Investing Activities. Net cash used for investing activities for 2022 increased by \$20 million from 2021 primarily as a result of increased discretionary capital expenditures in our Fiber segment.

Our capital expenditures are categorized as discretionary or sustaining as described below.

- Discretionary capital expenditures are made with respect to activities which we believe exhibit sufficient potential to enhance long-term stockholder value. They primarily consist of expansion or development of communications infrastructure (including capital expenditures related to (1) enhancing communications infrastructure in order to add new tenants for the first time or support subsequent tenant equipment augmentations or (2) modifying the structure of a communications infrastructure asset to accommodate additional tenants) and construction of new communications infrastructure. Discretionary capital expenditures also include purchases of land interests (which primarily relates to land assets under towers as we seek to manage our interests in the land beneath our towers), certain technology-related investments necessary to support and scale future customer demand for our communications infrastructure, and other capital projects. The expansion or development of existing communications infrastructure to accommodate new leasing typically varies based on, among other factors: (1) the type of communications infrastructure, (2) the scope, volume, and mix of work performed on the communications infrastructure, (3) existing capacity prior to installation, or (4) changes in structural engineering regulations and standards. Currently, construction of new communications infrastructure is predominately comprised of the construction of small cells and fiber (including certain construction projects that may take 18 to 36 months to complete). Our decisions regarding discretionary capital expenditures are influenced by the availability and cost of capital and expected returns on alternative uses of cash, such as payments of dividends and investments.
- Sustaining capital expenditures consist of those capital expenditures not otherwise categorized as discretionary capital expenditures, such as (1) maintenance capital expenditures on our communications infrastructure assets that enable our tenants' ongoing quiet enjoyment of the communications infrastructure and (2) ordinary corporate capital expenditures.

A summary of our capital expenditures for the last three years is as follows:

| (In millions of dollars) | For the Years Ended | | | | | | | | | | | |
|--|---------------------|-----------------|--------------|-----------------|-------------------|---------------|--------------|-----------------|-------------------|-----------------|--------------|-----------------|
| | December 31, 2022 | | | | December 31, 2021 | | | | December 31, 2020 | | | |
| | Towers | Fiber | Other | Total | Towers | Fiber | Other | Total | Towers | Fiber | Other | Total |
| Discretionary: | | | | | | | | | | | | |
| Communications infrastructure improvements and other capital projects ^(a) | \$ 121 | \$ 1,017 | \$ 24 | \$ 1,162 | \$ 138 | \$ 905 | \$ 33 | \$ 1,076 | \$ 257 | \$ 1,179 | \$ 38 | \$ 1,474 |
| Purchases of land interests | 53 | — | — | 53 | 64 | 2 | — | 66 | 64 | — | — | 64 |
| Sustaining | 11 | 41 | 43 | 95 | 19 | 49 | 19 | 87 | 14 | 53 | 19 | 86 |
| Total | \$ 185 | \$ 1,058 | \$ 67 | \$ 1,310 | \$ 221 | \$ 956 | \$ 52 | \$ 1,229 | \$ 335 | \$ 1,232 | \$ 57 | \$ 1,624 |

(a) Towers segment includes \$48 million, \$65 million and \$113 million of capital expenditures incurred during the years ended December 31, 2022, 2021 and 2020, respectively, in connection with tenant installations and upgrades on our towers.

Capital expenditures increased from 2021 to 2022 and were primarily impacted by the previously-mentioned increased discretionary capital expenditures in our Fiber segment. See "Item 7. MD&A—General Overview—Outlook Highlights" for a discussion of our expectations surrounding 2023 capital expenditures.

Financing Activities. We seek to allocate cash generated by our operations in a manner that will enhance long-term stockholder value, which may include various financing activities such as (in no particular order): (1) paying dividends on our common stock (currently expected to total at least \$6.26 per share over the next 12 months, or an aggregate amount of approximately \$2.7 billion), (2) purchasing our common stock or (3) purchasing, repaying, or redeeming our debt. See "Item 7. MD&A—General Overview—Common Stock Dividend," "Item 7. MD&A—Liquidity and Capital Resources—Overview" and notes 7, 10 and 17 to our consolidated financial statements.

In 2022, our financing activities predominately related to the following:

- paying an aggregate of \$2.6 billion in dividends on our common stock;
- issuing \$750 million aggregate principal amount of senior unsecured notes, the net proceeds of which were used to repay a portion of the outstanding indebtedness under our CP Program and pay related fees and expenses;
- prepaying in full the previously outstanding Tower Revenue Notes, Series 2018-1;
- redeeming in full the previously outstanding 3.849% Secured Notes;
- entering into an amendment to the 2016 Credit Facility that provided for, among other things, (1) the extension of the maturity date from June 2026 to July 2027, (2) an increase to the aggregate commitments under the 2016 Revolver from \$5.0 billion to \$7.0 billion, (3) certain modifications to a specified sustainability metric and (4) the replacement of the LIBOR pricing benchmark with the Term SOFR pricing benchmark; and
- increasing the size of our CP Program to permit the issuance of Commercial Paper Notes in an aggregate principal amount not to exceed \$2.0 billion at any time outstanding.

In 2021, our financing activities predominately related to the following:

- paying an aggregate of \$2.4 billion in dividends on our common stock;
- issuing \$3.25 billion aggregate principal amount of senior unsecured notes, the net proceeds of which were used to (1) redeem all of the outstanding 5.250% Senior Notes, (2) repay a portion of the outstanding Commercial Paper Notes and (3) repay a portion of outstanding borrowings under the 2016 Term Loan A;
- issuing \$750 million aggregate principal amount of senior unsecured notes, the net proceeds of which were used to (1) to repay in full the previously outstanding Tower Revenue Notes, Series 2015-1, Class C-2022, (2) to repay outstanding indebtedness under the CP Program and (3) for general corporate purposes; and
- entering into an amendment to the 2016 Credit Facility that provided for, among other things, (1) the extension of the maturity date from June 2024 to June 2026, (2) reductions to the interest rate spread and unused commitment fee percentage upon meeting specified annual sustainability targets and increases to the interest rate spread and unused commitment fee percentage upon the failure to meet specified annual sustainability thresholds and (3) the inclusion of "hardwired" LIBOR transition provisions consistent with those published by the Alternative Reference Rate Committee.

Incurrences, Purchases and Repayments of Debt. See note 7 to our consolidated financial statements, "Item 7. MD&A—General Overview" and "Item 7. MD&A—Liquidity and Capital Resources—Overview—Liquidity Position" for further discussion of our recent issuances, purchases, redemptions and repayments of debt.

Common Stock. See notes 10 and 17 to our consolidated financial statements for further information regarding our common stock as well as dividends declared and paid.

ATM Program. In March 2021, we established the 2021 ATM Program through which we may issue and sell shares of our common stock having an aggregate gross sales price of up to \$750 million. Sales under the 2021 ATM Program may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or, subject to our specific instructions, at negotiated prices. We intend to use the net proceeds from any sales under the 2021 ATM Program for general corporate purposes, which may include (1) the funding of future acquisitions or investments or (2) the repayment or repurchase of any outstanding indebtedness. See also note 10 to our consolidated financial statements. As of February 21, 2023, we had approximately \$750 million of gross sales of common stock availability remaining on our 2021 ATM Program.

Mandatory Convertible Preferred Stock. In July and August 2020, all of our approximately 2 million shares of 6.875% Mandatory Convertible Preferred Stock then outstanding were converted into approximately 14 million shares of our common stock at a conversion rate (based on the applicable market value of our common stock and subject to certain anti-dilutive adjustments) of 8.8043 shares of common stock for each share of 6.875% Mandatory Convertible Preferred Stock. See note 10 to our consolidated financial statements for further discussion of the July and August conversions into shares of our common stock.

Credit Facility. See note 7 to our consolidated financial statements for further information regarding our 2016 Credit Facility. As of February 21, 2023, we had an outstanding balance of \$265 million and \$6.7 billion in undrawn availability under our 2016 Revolver. The proceeds of our 2016 Revolver may be used for general corporate purposes, which may include the financing of capital expenditures, the repayment or repurchase of any outstanding indebtedness, acquisitions and purchases of our common stock.

Commercial Paper Program. See note 7 to our consolidated financial statements for further information regarding our CP Program. As of February 21, 2023, there was \$1.2 billion outstanding under our CP Program. The proceeds from our Commercial Paper Notes may be used for general corporate purposes, which may include the financing of capital expenditures, the repayment or repurchase of any outstanding indebtedness, acquisitions and purchases of our common stock.

Restricted Cash. Pursuant to the indentures governing certain of our operating companies' debt securities, all rental cash receipts of the issuers of these debt instruments and their subsidiaries are restricted and held by an indenture trustee. The restricted cash in excess of required reserve balances is subsequently released to us in accordance with the terms of the indentures. See also note 2 to our consolidated financial statements.

Material Cash Requirements

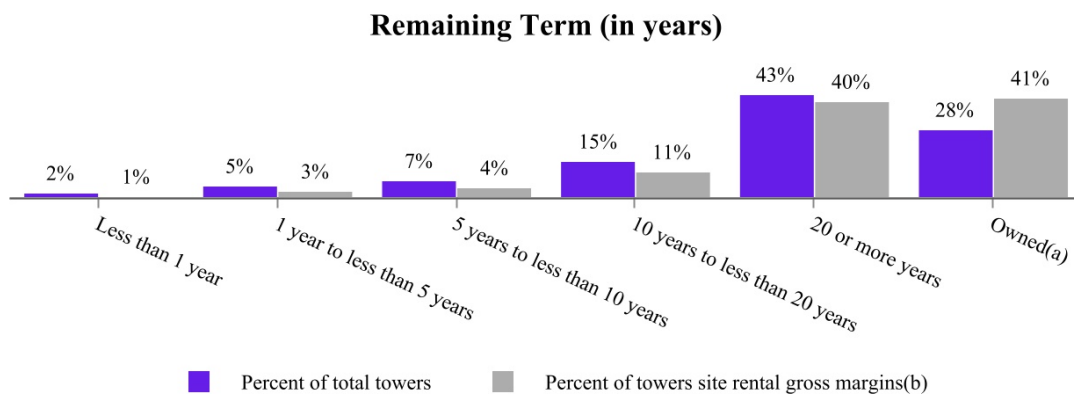
The following table summarizes our material cash requirements as of December 31, 2022, after giving effect to our January 2023 Senior Notes offering and the use of the net proceeds therefrom. These material cash requirements relate primarily to our outstanding borrowings or lease obligations for land interests under our towers. The debt maturities reflect contractual maturity dates and do not consider the impact of the principal payments that will commence following the anticipated repayment dates of certain debt (see footnote (b)).

(In millions of dollars)

| Material Cash Requirements | Years Ending December 31, | | | | | | Totals |
|---|---------------------------|----------|----------|----------|----------|------------|-----------|
| | 2023 | 2024 | 2025 | 2026 | 2027 | Thereafter | |
| Debt and other long-term obligations ^(a) | \$ 2,060 | \$ 831 | \$ 593 | \$ 2,771 | \$ 3,558 | \$ 12,078 | \$ 21,891 |
| Interest payments on debt and other long-term obligations ^{(b)(c)} | 734 | 690 | 670 | 640 | 541 | 5,613 | 8,888 |
| Lease obligations ^(d) | 568 | 561 | 545 | 538 | 531 | 5,660 | 8,403 |
| Total material cash requirements | \$ 3,362 | \$ 2,082 | \$ 1,808 | \$ 3,949 | \$ 4,630 | \$ 23,351 | \$ 39,182 |

- (a) The impact of principal payments that will commence following the anticipated repayment dates of our Tower Revenue Notes, Series 2015-2 and 2018-2 (collectively, "Tower Revenue Notes") is not considered. The Tower Revenue Notes, Series 2015-2 and 2018-2 have principal amounts of \$700 million and \$750 million, with anticipated repayment dates in 2025 and 2028, respectively. See note 7 to our consolidated financial statements for our definition of and additional information regarding the Tower Revenue Notes.
- (b) If the Tower Revenue Notes are not repaid in full by the applicable anticipated repayment dates, the applicable interest rate increases by approximately 5% per annum and monthly principal payments commence using the Excess Cash Flow (as defined in the indenture governing the applicable Tower Revenue Notes) of the issuers of the Tower Revenue Notes. The Tower Revenue Notes are presented based on their contractual maturity dates ranging from 2045 to 2048 and include the impact of an assumed 5% increase in interest rate that would occur following the anticipated repayment dates but exclude the impact of monthly principal payments that would commence using Excess Cash Flow of the issuers of the Tower Revenue Notes. The full year 2022 Excess Cash Flow of the issuers of the Tower Revenue Notes was approximately \$1.0 billion. We currently expect to refinance these notes on or prior to the respective anticipated repayment dates.
- (c) Includes the unused commitment fees on our 2016 Credit Facility. Interest payments on the variable rate debt are based on estimated rates currently in effect. See note 7 to our consolidated financial statements for information regarding potential upward or downward adjustments to the interest rate spread and unused commitment fee percentage on our 2016 Credit Facility if we achieve specified annual sustainability targets or fail to meet annual sustainability thresholds. Each annual period presented assumes the downward adjustments in the interest rate spread and unused commitment fee percentage on our 2016 Credit Facility. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for a discussion of our interest rate risk.
- (d) Amounts relate primarily to lease obligations for the land on which our towers are located and are based on the assumption that payments will be made for certain renewal periods exercisable at our option that are reasonably certain to be exercised and excludes our contingent payments for operating leases (such as payments based on revenues derived from the communications infrastructure located on the leased asset) as such arrangements are excluded from our operating lease liability. See note 13 to our consolidated financial statements for further discussion of our operating lease obligations. See also the table below summarizing remaining terms to expiration.

The following chart summarizes our rights to the land interests under our towers, including renewal terms exercisable at our option, as of December 31, 2022. As of December 31, 2022, the leases for land interests under our towers had an average remaining life of approximately 36 years, weighted based on towers site rental gross margin. See "Item 1A. Risk Factors" for a discussion of retaining the rights to land under our towers.



(a) Inclusive of fee interests and perpetual easements.

(b) For the three months ended December 31, 2022, without consideration of the term of the tenant contract.

Debt Covenants

Our 2016 Credit Agreement contains financial maintenance covenants. We are currently in compliance with these financial maintenance covenants and, based upon our current expectations, we believe we will continue to comply with our financial maintenance covenants. In addition, certain of our debt agreements contain restrictive covenants that place restrictions on us and may limit our ability to, among other things, incur additional debt and liens, purchase our securities, make capital expenditures, dispose of assets, undertake transactions with affiliates, make other investments, pay dividends or distribute excess cash flow. See note 7 to our consolidated financial statements for further discussion of our debt covenants. See also "Item 1A. Risk Factors" for a discussion of compliance with our debt covenants. The following are ratios applicable to the financial maintenance covenants under the 2016 Credit Agreement as of December 31, 2022.

| Borrower / Issuer | Financial Maintenance Covenant ^{(a)(b)} | Covenant Level Requirement | As of December 31, 2022 |
|-------------------|---|----------------------------|-------------------------|
| CCI | Total Net Leverage Ratio | ≤ 6.50x | 4.9x |
| CCI | Total Senior Secured Leverage Ratio | ≤ 3.50x | 0.3x |
| CCI | Consolidated Interest Coverage Ratio ^(c) | N/A | N/A |

(a) Failure to comply with the financial maintenance covenants would, absent a waiver, result in an event of default under the 2016 Credit Agreement.

(b) As defined in the 2016 Credit Agreement.

(c) Applicable solely to the extent that the senior unsecured debt rating by any two of S&P, Moody's and Fitch is lower than BBB-, Baa3 or BBB-, respectively. If applicable, the consolidated interest coverage ratio must be greater than or equal to 2.50.

Accounting and Reporting Matters

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are those that we believe (1) are most important to the portrayal of our financial condition and results of operations or (2) require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. In many cases, the accounting treatment of a particular transaction is specifically prescribed by GAAP. In other cases, management is required to exercise judgment in the application of accounting principles with respect to particular transactions. Accordingly, actual results could differ materially from our estimates. The critical accounting policies and estimates for 2022 are not intended to be a comprehensive list of our accounting policies and estimates. See note 2 to our consolidated financial statements for a summary of our significant accounting policies.

Lease Accounting—Lessee. For our Towers segment, our lessee arrangements primarily consist of ground leases for land under our towers. Ground leases for land are specific to each site and are generally for an initial term of five to 10 years and are renewable (and cancellable after a notice period) at our option. We also enter into term easements and ground leases in which we prepay the entire term. For our Fiber segment, our lessee arrangements primarily include leases of fiber assets to facilitate our small cells and fiber solutions. The majority of our lease agreements have certain termination rights that provide for cancellation after a notice period and multiple renewal options exercisable at our option. We include certain renewal option periods in the lease term when we determine that the options are reasonably certain to be exercised.

For both our Towers and Fiber segments, operating lease expense is recognized on a ratable basis, regardless of whether the payment terms require us to make payments annually, semi-annually, quarterly, monthly, or for the entire term in advance. Certain of our ground lease and fiber access agreements contain fixed escalation clauses (such as fixed dollar or fixed percentage increases) or inflation-based escalation clauses (such as those tied to the change in consumer price index ("CPI")). If the payment terms include fixed escalators, upfront payments, or rent-free periods, the effect of such increases is recognized on a straight-line basis. When calculating straight-line ground lease and fiber access expenses, we consider all fixed elements of contractual escalation provisions, even if such escalation provisions contain a variable element in addition to a minimum. We calculate the straight-line expense over the contract's estimated lease term, including any renewal option periods that we deem reasonably certain to be exercised.

We recognize a right-of-use ("ROU") asset (and, as applicable, a corresponding lease liability) for each of our operating leases. ROU assets represent our right to use an underlying asset for the estimated lease term, and lease liabilities represent the present value of our future lease payments. In assessing our leases and determining our lease liability at lease commencement or upon modification, we are not able to readily determine the rate implicit for our lessee arrangements and thus use our incremental borrowing rate on a collateralized basis to determine the present value of our lease payments. Our ROU assets are measured as the balance of the lease liability plus any prepaid or accrued lease payments and any unamortized initial direct costs.

We review the carrying value of our ROU assets for impairment, similar to our other long-lived assets, whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. We could record impairments in the future if there are changes in (1) long-term market conditions, (2) expected future operating results or (3) the utility of the assets that negatively impact the fair value of our ROU assets.

Revenue Recognition. 90% of our total revenue for 2022 consisted of site rental revenues, which are recognized on a ratable basis over the fixed, non-cancelable term of the relevant tenant contract, generally ranging from five to 15 years for site rental revenues derived from wireless tenants and three to 20 years for site rental revenues derived from fiber solutions tenants, regardless of whether the payments from the tenant are received in equal monthly amounts during the life of a tenant contract. Certain of our tenant contracts contain (1) fixed escalation clauses (such as fixed-dollar or fixed-percentage increases) or inflation-based escalation clauses (such as those tied to the change in CPI), (2) multiple renewal periods exercisable at the tenant's option and (3) only limited termination rights at the applicable tenant's option through the current term. If the payment terms call for fixed escalators, upfront payments, or rent-free periods, the revenue is recognized on a straight-line basis over the fixed, non-cancelable term of the tenant contract. When calculating our straight-line rental revenues, we consider all fixed elements of tenant contractual escalation provisions, even if such escalation provisions contain a variable element (such as an escalator tied to an inflation-based index) in addition to a minimum. To the extent we acquire below-market tenant leases for contractual interests with tenants on the acquired communications infrastructure (for example with respect to small cells and fiber), we record the fair value as deferred credits and amortize such deferred credits to site rental revenues over their estimated lease term. Since we recognize revenue on a straight-line basis, a portion of the site rental revenues in a given period represents cash collected or contractually collectible in other periods. Our assets related to straight-line site rental revenues are recorded within "Deferred site rental receivables" on the consolidated balance sheet. Amounts billed or received prior to being earned are

deferred and reflected in "Deferred revenues" and "Other long-term liabilities" on the consolidated balance sheet. Amounts to which we have an unconditional right to payment, which are related to both satisfied or partially satisfied performance obligations, are recorded within "Receivables, net" on the consolidated balance sheet.

As part of our effort to provide comprehensive communications infrastructure solutions, as an ancillary business, we also offer certain services primarily relating to our Towers segment, which represented 10% of our total revenues for 2022. Services and other revenues consists predominately of (1) site development services relating to existing or new tenant equipment installations, including: site acquisition, architectural and engineering, or zoning and permitting (collectively, "site development services") and (2) tenant equipment installation or subsequent augmentations (collectively, "installation services"). Our services generally have a duration of one year or less. Upon contract commencement, we assess our services to tenants and identify performance obligations for each promise to provide a distinct service.

We may have multiple performance obligations for site development services, which primarily include: structural analysis, zoning, permitting and construction drawings. For each of the above performance obligations, services revenues are recognized at completion of the applicable performance obligation, which represents the point at which we believe we have transferred goods or services to the tenant. The revenue recognized is based on an allocation of the transaction price among the performance obligations in a respective contract based on estimated standalone selling price.

The transaction price for tower installation services consists of amounts for (1) permanent improvements to our towers that represent a lease component and (2) the performance of the service. Amounts under our tower installation services agreements that represent a lease component are recognized as site rental revenues on a ratable basis over the length of the associated estimated lease term. For the performance of the tower installation service, we have one performance obligation, which is satisfied at the time of the applicable installation or augmentation and recognized as services and other revenues.

Since performance obligations are typically satisfied prior to receiving payment from tenants, the unconditional right to payment is recorded within "Receivables, net" on our consolidated balance sheet.

Accounting for Acquisitions—General. The majority of our towers have been acquired directly or indirectly from the three largest wireless carriers (or their predecessors) through transactions consummated since 1999. We evaluate each of our acquisitions to determine if it should be accounted for as a business combination or as an acquisition of assets. For our business combinations, we allocate the purchase price to the assets acquired and liabilities assumed based on their estimated fair value at the date of acquisition. Any purchase price in excess of the net fair value of the assets acquired and liabilities assumed is allocated to goodwill. See "Item 7. MD&A—Accounting and Reporting Matters—Accounting for Acquisitions—Valuation" below.

The determination of the final purchase price allocation could extend over several quarters resulting in the use of preliminary estimates that are subject to adjustment until finalized. Such changes could have a significant impact on our consolidated financial statements.

Accounting for Acquisitions—Leases. With respect to business combinations that include towers that we lease and operate, such as the AT&T and T-Mobile leased and subleased towers (including those which T-Mobile assumed in its merger with Sprint), we evaluate such agreements to determine treatment as finance or operating leases. The evaluation of such agreements for finance or operating lease treatment previously included consideration of each of the lease classification criteria under ASC 840-10-25, namely (1) the transfer of ownership provisions, (2) the existence of bargain purchase options, (3) the length of the remaining lease term, and (4) the present value of the minimum lease payments. With respect to the AT&T and T-Mobile leased and subleased towers (including those which T-Mobile assumed in its merger with Sprint), we determined that the tower leases were finance leases and the underlying land leases were operating leases based upon the lease term criterion, after considering the fragmentation criteria applicable under ASC 840-10-25 to leases involving both land and buildings (i.e., towers). We determined that the fragmentation criteria was met, and the tower leases could be accounted for as finance leases apart from the land leases, which are accounted for as operating leases, since (1) the fair value of the land in the aforementioned business combinations was greater than 25% of the total fair value of the leased property at inception and (2) the tower lease expirations occur beyond 75% of the estimated economic life of the tower assets.

Accounting for Acquisitions—Valuation. As of December 31, 2022, our largest asset was property and equipment (which primarily consists of communications infrastructure) followed by goodwill, operating lease ROU assets and intangible assets. Our identifiable intangible assets predominately relate to the site rental contracts and tenant relationships intangible assets.

The fair value of the vast majority of our assets and liabilities is determined by using either:

- (1) discounted cash flow valuation methods (for estimating identifiable intangibles such as site rental contracts and tenant relationships or operating lease right-of-use assets and lease liabilities acquired); or
- (2) estimates of replacement costs (for tangible fixed assets such as communications infrastructure).

The purchase price allocation requires subjective estimates that, if incorrectly estimated, could be material to our consolidated financial statements, including the amount of depreciation, amortization and accretion expense. The most important estimates for measurement of tangible fixed assets are (1) the cost to replace the asset with a new asset and (2) the economic useful life after giving effect to age, quality, and condition. The most important estimates for measurement of intangible assets are (1) discount rates and (2) timing and amount of cash flows including estimates regarding tenant renewals and cancellations. The most important estimates for measurement of operating lease ROU assets and lease liabilities acquired are (1) present value of our future lease payments, including whether renewals or extensions should be measured, and (2) favorability or unfavorability to the current market terms. With respect to business combinations that include towers that we lease and operate, such as the AT&T and T-Mobile leased and subleased towers (including those which T-Mobile assumed in its merger with Sprint), we evaluate such agreements to determine treatment as finance or operating leases and identification of any bargain purchase options.

We record the fair value of obligations to perform certain asset retirement activities, including requirements, pursuant to our ground leases, easements, leased facility and certain pole attachment agreements, to remove communications infrastructure or remediate the space upon which certain of our communications infrastructure resides. In determining the fair value of these asset retirement obligations we must make several subjective and highly judgmental estimates such as those related to: (1) timing of cash flows, (2) future costs, (3) discount rates and (4) the probability of enforcement to remove the towers or small cells or remediate the land. We do not record an obligation for asset retirement activities related to our fiber, as a settlement date is indeterminable and therefore a reasonable estimation of fair value cannot be made.

Accounting for Long-Lived Assets—Useful Lives. We are required to make subjective assessments as to the useful lives of our tangible and intangible assets for purposes of determining depreciation, amortization and accretion expense that, if incorrectly estimated, could be material to our consolidated financial statements. Depreciation expense for our property and equipment is computed using the straight-line method over the estimated useful lives of our various classes of tangible assets. A substantial portion of our property and equipment represents the cost of our communications infrastructure, the majority of which is depreciated with an estimated useful life equal to the shorter of 20 years or the term of the underlying ground lease (where applicable and including optional renewals).

The useful lives of our intangible assets are estimated based on the period over which the intangible asset is expected to benefit us and gives consideration to the expected useful life of other assets to which the useful life may relate. We review the expected useful lives of our intangible assets on an ongoing basis and adjust if necessary. Amortization expense for intangible assets is computed using the straight-line method over the estimated useful life of each of the intangible assets. The useful lives of site rental contracts and tenant relationships intangible assets are limited by the maximum depreciable life of the communications infrastructure (20 years), as a result of the interdependency of the communications infrastructure and the site rental contracts and tenant relationships. In contrast, the site rental contracts and tenant relationships are estimated to provide economic benefits for several decades because of the low rate of tenant cancellations and high rate of tenant retention experienced to date. Thus, while site rental contracts and tenant relationships intangible assets are valued based upon the fair value of the site rental contracts and tenant relationships which includes assumptions regarding both (1) tenants' exercise of optional renewals contained in the acquired leases and (2) renewals of the acquired leases past the contractual term including exercisable options, site rental contracts and tenant relationships intangible assets are amortized over a period not to exceed 20 years as a result of the useful life being limited by the depreciable life of the communications infrastructure.

Accounting for Long-Lived Assets—Impairment Evaluation. We review the carrying values of property and equipment, intangible assets, or other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

For purposes of our Towers segment, we utilize the following dual grouping policy for purposes of determining the unit of account for testing impairment of site rental contracts and tenant relationships intangible assets:

- (1) we pool site rental contracts and tenant relationships intangible assets and property and equipment into portfolio groups; and
- (2) we separately pool the site rental contracts and tenant relationships by significant tenant or by tenant grouping for individually insignificant tenants, as appropriate.

We first pool site rental contracts and tenant relationships intangible assets and property and equipment into portfolio groups for purposes of determining the unit of account for impairment testing, because we view communications infrastructure as portfolios and communications infrastructure in a given portfolio and its related tenant contracts are not largely independent of the other communications infrastructure in the portfolio. We re-evaluate the appropriateness of the pooled groups at least annually. This use of grouping is based in part on (1) our limitations regarding disposal of communications infrastructure, (2) the interdependencies of communications infrastructure portfolios, and (3) the manner in which communications infrastructure is traded in the marketplace. The vast majority of our site rental contracts and tenant relationships intangible assets and property and equipment are pooled into the U.S. owned communications infrastructure group. Secondly, and separately, we pool the site rental contracts and tenant relationships by significant tenant or by tenant grouping for individually insignificant tenants, as appropriate, for purposes of determining the unit of account for impairment testing because we associate the value ascribed to site rental contracts and tenant relationships intangible assets to the underlying contracts and related tenant relationships acquired.

For purposes of our Fiber segment, we consider major U.S. markets where we have made significant investments to be the most appropriate level for purposes of grouping our long-lived assets for potential impairment evaluation.

Our determination that an adverse event or change in circumstance has occurred that indicates that the carrying amounts may not be recoverable will generally involve (1) a deterioration in an asset's financial performance compared to historical results, (2) a shortfall in an asset's financial performance compared to forecasted results, or (3) changes affecting the utility and estimated future demands for the asset. When considering the utility of our assets, we consider events that would meaningfully impact (1) our communications infrastructure or (2) our tenant relationships. For example, consideration would be given to events that impact (1) the structural integrity and longevity of our communications infrastructure or (2) our ability to derive benefit from our existing tenant relationships, including events such as tenant's bankruptcy or insolvency or loss of a significant tenant. During 2022, there were no events or circumstances that caused us to review the carrying value of our intangible assets or property and equipment due in part to our assets performing consistently with or better than our expectations.

If the sum of the associated estimated future cash flows (undiscounted) from an asset group is less than its carrying amount, an impairment loss may be recognized. If the carrying value were to exceed the undiscounted cash flows, measurement of an impairment loss would be based on the fair value of the asset, which is based on an estimate of discounted future cash flows. The most important estimates for such calculations of undiscounted cash flows are (1) the expected additions of new tenants and equipment on our communications infrastructure and (2) estimates regarding tenant cancellations and renewals of tenant contracts. We could record impairments in the future if changes in long-term market conditions, expected future operating results or the utility of the assets results in changes for our impairment test calculations which negatively impact the fair value of our property and equipment and intangible assets, or if we changed our unit of account in the future.

Approximately 2% of our total towers currently have no tenants. We continue to pay operating expenses on these towers in anticipation of obtaining tenants on these towers in the future, primarily because of the demographics and continuing increase in demand for data in the areas around these individual towers. We estimate, based on current visibility, potential tenants on a majority of these towers. To the extent we do not believe there are long-term prospects of obtaining tenants on an individual asset and all other possible avenues for recovering the carrying value have been exhausted, including sale of the asset, we appropriately reduce the carrying value of such assets to fair value.

Accounting for Goodwill—Impairment Evaluation. We test goodwill for impairment on an annual basis, regardless of whether adverse events or changes in circumstances have occurred. The annual test begins with goodwill and all intangible assets being allocated to applicable reporting units. We then perform a qualitative assessment to determine whether it is "more likely than not" that the fair value of the reporting unit is less than its carrying amount. If we conclude that it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount, we would be required to perform a quantitative goodwill impairment test. The quantitative goodwill impairment test compares the estimated fair value of the reporting unit and the carrying value of the reporting unit. If the carrying amount of a reporting unit is greater than its fair value, an impairment loss shall be recognized in an amount equal to such excess, limited to the total amount of goodwill allocated to the reporting unit. Our reporting units are the same as our operating segments (Towers and Fiber). See note 14 to our consolidated financial statements. We performed our most recent annual goodwill impairment test as of October 1, 2022, which resulted in no impairments.

Deferred Income Taxes. We operate as a REIT for U.S. federal income tax purposes. Our REIT taxable income is generally not subject to federal and state income taxes as a result of the deduction for dividends paid and any usage of our remaining NOLs. Accordingly, the only provision or benefit for federal income taxes for the year ended December 31, 2022 relates to TRSs. Furthermore, as a result of the deduction for dividends paid, some or all of our NOLs related to our REIT may expire without utilization. See "Item 1. Business—REIT Status" for a discussion of the impact of our REIT status.

Our TRSs will continue to be subject, as applicable, to federal and state income taxes and foreign taxes in the jurisdictions in which such assets and operations are located. Our ability to utilize our NOLs is dependent, in part, upon us having sufficient future earnings to utilize our NOLs before they expire. If market conditions change materially and we determine that we will be unable to generate sufficient taxable income in the future to utilize our NOLs, we would be required to record an additional valuation allowance, which would reduce our earnings. Such adjustments could cause a material effect on our results of operations for the period of the adjustment. The change in our valuation allowance has no effect on our cash flows. For a further discussion of our benefit (provision) for income taxes, see "Item 7. MD&A—Results of Operations" and note 9 to our consolidated financial statements.

Accounting Pronouncements

Recently Adopted Accounting Pronouncements. See note 2 to our consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted. See note 2 to our consolidated financial statements.

Non-GAAP and Segment Financial Measures

In addition to the non-GAAP financial measures used herein and as discussed in note 14 to our consolidated financial statements, we also provide (1) segment site rental gross margin, (2) segment services and other gross margin, and (3) segment operating profit, which are key measures used by management to evaluate the performance of our operating segments. These segment measures are provided pursuant to GAAP requirements related to segment reporting.

We define segment site rental gross margin as segment site rental revenues less segment site rental costs of operations, excluding stock-based compensation expense and amortization of prepaid lease purchase price adjustments recorded in consolidated site rental costs of operations. We define segment services and other gross margin as segment services and other revenues less segment services and other costs of operations, excluding stock-based compensation expense recorded in consolidated services and other costs of operations. We define segment operating profit as segment site rental gross margin plus segment services and other gross margin, and segment other operating (income) expense, less selling, general and administrative expenses attributable to the respective segment. All of these measurements of profit or loss are exclusive of depreciation, amortization and accretion, which are shown separately. Additionally, certain costs are shared across segments and are reflected in our segment measures through allocations that management believes to be reasonable.

We use earnings before interest, taxes, depreciation, amortization and accretion, as adjusted ("Adjusted EBITDA"), which is a non-GAAP financial measure, as an indicator of consolidated financial performance. Our measure of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, including companies in the communications infrastructure sector or other REITs, and is not a measure of performance calculated in accordance with GAAP. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income (loss), income (loss) from continuing operations, net income (loss), net cash provided by (used for) operating, investing and financing activities or other income statement or cash flow statement data prepared in accordance with GAAP and should be considered only as a supplement to net income (loss) computed in accordance with GAAP as a measure of our performance. There are material limitations to using a measure such as Adjusted EBITDA, including the difficulty associated with comparing results among more than one company, including our competitors, and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income or loss. Management compensates for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with their analysis of net income (loss).

We define Adjusted EBITDA as net income (loss) plus restructuring charges (credits), asset write-down charges, acquisition and integration costs, depreciation, amortization and accretion, amortization of prepaid lease purchase price adjustments, interest expense and amortization of deferred financing costs, (gains) losses on retirement of long-term obligations, net (gain) loss on interest rate swaps, (gains) losses on foreign currency swaps, impairment of available-for-sale securities, interest income, other (income) expense, (benefit) provision for income taxes, cumulative effect of a change in accounting principle, stock-based compensation expense and net (gain) loss from disposal of discontinued operations, net of tax. The reconciliation of Adjusted EBITDA to our net income (loss) is set forth below:

| <i>(In millions of dollars)</i> | Years Ended December 31, | | |
|--|--------------------------|-----------------|-----------------|
| | 2022 | 2021 | 2020 |
| Net income (loss) | \$ 1,675 | \$ 1,096 | \$ 1,056 |
| Adjustments to increase (decrease) net income (loss): | | | |
| Asset write-down charges | 34 | 21 | 74 |
| Acquisition and integration costs | 2 | 1 | 10 |
| Depreciation, amortization and accretion | 1,707 | 1,644 | 1,608 |
| Amortization of prepaid lease purchase price adjustments | 16 | 18 | 18 |
| Interest expense and amortization of deferred financing costs | 699 | 657 | 689 |
| (Gains) losses on retirement of long-term obligations | 28 | 145 | 95 |
| Interest income | (3) | (1) | (2) |
| Other (income) expense | 10 | 21 | 5 |
| (Benefit) provision for income taxes | 16 | 21 | 20 |
| Stock-based compensation expense | 156 | 131 | 133 |
| Net (gain) loss from disposal of discontinued operations, net of tax | — | 62 | — |
| Adjusted EBITDA ^(a) | <u>\$ 4,340</u> | <u>\$ 3,816</u> | <u>\$ 3,706</u> |

(a) The above reconciliation excludes the items included in our Adjusted EBITDA definition which are not applicable to the periods shown.

We believe Adjusted EBITDA is useful to investors or other interested parties in evaluating our financial performance because:

- it is the primary measure used by our management (1) to evaluate the economic productivity of our operations and (2) for purposes of making decisions about allocating resources to, and assessing the performance of, our operations;
- although specific definitions may vary, it is widely used by investors or other interested parties in evaluation of the communications infrastructure sector and other REITs to measure financial performance without regard to items such as depreciation, amortization and accretion, which can vary depending upon accounting methods and the book value of assets;
- we believe it helps investors and other interested parties meaningfully evaluate and compare the results of our operations (1) from period to period and (2) to our competitors by removing the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our financial results; and
- it is similar to the measure of current financial performance generally used in our debt covenant calculations.

Our management uses Adjusted EBITDA:

- as a performance goal in employee annual incentive compensation;
- as a measurement of financial performance because it assists us in comparing our financial performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges from our outstanding debt) and asset base (primarily depreciation, amortization and accretion) from our operating results;
- in presentations to our board of directors to enable it to have the same measurement of financial performance used by management;
- for planning purposes, including preparation of our annual operating budget;
- as a valuation measure in strategic analyses in connection with the purchase and sale of assets;
- in determining self-imposed limits on our debt levels, including the evaluation of our leverage ratio and interest coverage ratio; and
- with respect to compliance with our debt covenants, which require us to maintain certain financial ratios that incorporate concepts such as, or similar to, Adjusted EBITDA.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our primary exposures to market risks are related to changes in interest rates, which may adversely affect our results of operations and financial position. We seek to manage exposure to changes in interest rates where economically prudent to do so by utilizing fixed rate debt. As of December 31, 2022 and December 31, 2021, we had no interest rate swaps.

Our interest rate risk as of December 31, 2022 relates primarily to the impact of interest rate movements on the following, after giving effect to our January 2023 Senior Notes offering and the use of the net proceeds therefrom:

- the potential refinancing of our \$21.9 billion in existing debt, compared to \$20.8 billion in the prior year;
- our \$2.7 billion of floating rate debt, compared to \$2.2 billion in the prior year, representing approximately 13% and 10% of total debt, respectively; and
- potential future borrowings of incremental debt, including borrowings under our 2016 Credit Facility and issuances under our CP Program.

Over the past 11 months, the Federal Reserve has raised the federal funds rate eight times for a cumulative increase of 4.50% and has signaled further increases in the near-term, which could further increase our costs of borrowing. Prior to 2022, the Federal Reserve had not raised the federal funds rate since December 2018. See also "*Item 1a. Risk Factors*" for a discussion of risks stemming from interest rate increases.

Potential Refinancing of Existing Debt

Our contractual debt maturities over the next 12 months consist of Commercial Paper Notes that may be outstanding from time to time, the 3.150% Senior Notes and principal payments on certain outstanding debt. See below for a tabular presentation of our scheduled contractual debt maturities as of December 31, 2022.

Floating Rate Debt

We manage our exposure to market interest rates on our existing debt by controlling the mix of fixed and floating rate debt. As of December 31, 2022, after giving effect to our January 2023 Senior Notes offering and the use of the net proceeds therefrom, we had \$2.7 billion of floating rate debt. A hypothetical unfavorable fluctuation in market interest rates on our existing floating rate debt of 1/4 of a percent point over a 12-month period would increase our interest expense by approximately \$7 million.

Potential Future Borrowings of Incremental Debt

We typically do not hedge our exposure to interest rates on potential future borrowings of incremental debt for a substantial period prior to issuance. See "*Item 7. MD&A—Liquidity and Capital Resources*" regarding our liquidity strategy.

The following table provides information about our market risk related to changes in interest rates. The future principal payments and weighted-average interest rates are presented as of December 31, 2022, after giving effect to our January 2023 Senior Notes offering and the use of the net proceeds therefrom. These debt maturities reflect contractual maturity dates, and do not consider the impact of the principal payments that will commence following the anticipated repayment dates of certain debt (see footnotes (b) and (d)). See note 7 to our consolidated financial statements for additional information regarding our debt.

| <i>(In millions of dollars)</i> | Future Principal Payments and Interest Rates by the Debt Instruments' Contractual Year of Maturity | | | | | | | Total | Fair Value ^(a) |
|--|--|--------|--------|----------|----------|------------|-----------|-----------|---------------------------|
| | 2023 | 2024 | 2025 | 2026 | 2027 | Thereafter | | | |
| Fixed rate debt ^(b) | \$ 789 | \$ 786 | \$ 532 | \$ 2,680 | \$ 2,277 | \$ 12,078 | \$ 19,142 | \$ 15,816 | |
| Average interest rate ^{(b)(c)(d)} | 3.2 % | 3.3 % | 1.5 % | 3.0 % | 3.5 % | 4.1 % | 3.7 % | | |
| Variable rate debt ^(e) | \$ 1,271 ^(f) | \$ 45 | \$ 60 | \$ 91 | \$ 1,281 | \$ — | \$ 2,748 | \$ 3,738 | |
| Average interest rate ^(e) | 5.2 % | 4.8 % | 4.0 % | 4.0 % | 4.0 % | — % | 4.6 % | | |

- (a) The fair value of our debt is based on indicative quotes, non-binding quotes from brokers that require judgment to interpret market information, including implied credit spreads for similar borrowings on recent trades or bid/ask offers. These fair values are not necessarily indicative of the amount, which could be realized in a current market exchange.
- (b) The impact of principal payments that will commence following the anticipated repayment dates is not considered (see footnote (d) below). The Tower Revenue Notes, Series 2015-2 and Series 2018-2 have principal amounts of \$700 million and \$750 million, with anticipated repayment dates in 2025 and 2028, respectively.
- (c) The average interest rate represents the weighted-average stated coupon rate (see also footnote (d)).
- (d) If the Tower Revenue Notes are not repaid in full by the applicable anticipated repayment dates, the applicable interest rate increases by approximately 5% per annum and monthly principal payments commence using the Excess Cash Flow (as defined in the indenture governing the applicable Tower Revenue Notes) of the issuers of the Tower Revenue Notes. The Tower Revenue Notes are presented based on their contractual maturity dates ranging from 2045 to 2048 and include the impact of an assumed 5% increase in interest rate that would occur following the anticipated repayment dates but exclude the impact of monthly principal payments that would commence using Excess Cash Flow of the issuers of the Tower Revenue Notes. The full year 2022 Excess Cash Flow of the issuers of the Tower Revenue Notes was approximately \$1.0 billion. We currently expect to refinance these notes on or prior to the respective anticipated repayment dates.
- (e) Predominately consists of our senior unsecured term loan A facility ("2016 Term Loan A") and our 2016 Revolver borrowings, each of which matures in 2027. Additionally, see note 7 to our consolidated financial statements for information regarding potential upward or downward adjustments to the interest rate spread and unused commitment fee percentage on our 2016 Credit Facility if we achieve specified annual sustainability targets or fail to meet annual sustainability thresholds. Each annual period presented assumes the downward adjustments in the interest rate spread and unused commitment fee percentage on our 2016 Credit Facility.
- (f) Predominately consists of outstanding indebtedness under our CP Program. Such amounts may be issued, repaid or re-issued from time to time.

Item 8. Financial Statements and Supplementary Data

Crown Castle Inc. and Subsidiaries
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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Crown Castle Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheet of Crown Castle Inc. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations and comprehensive income (loss), of equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes and financial statement schedules listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition - Towers Segment

As described in Notes 2 and 14 to the consolidated financial statements, the Company recognized \$4,322 million in site rental revenues and \$685 million in services and other revenues from its Towers segment for the year ended December 31, 2022. The Company generates site rental revenues from its core business by providing tenants with access to its shared communications infrastructure via long-term tenant contracts in various forms, including lease, license, sublease and service agreements. Providing such access over the length of the tenant contract term represents the Company's sole performance obligation under its tenant contracts. Site rental revenues from the Company's tenant contracts are recognized on a straight-line, ratable basis over the fixed, noncancelable term of the relevant tenant contract. The Company also offers certain services primarily relating to its Towers segment, predominately consisting of (i) site development services and (ii) installation services. The transaction price for the Company's tower installation services consists of amounts for (i) permanent improvements to the Company's towers that represent a lease component and (ii) the performance of the service. Amounts under the Company's tower installation service agreements that represent a lease component are recognized as site rental revenues on a straight-line basis over the length of the associated estimated lease term. For the performance of the installation service, the Company has one performance obligation, which is satisfied at the time of the applicable installation or augmentation and recognized as services and other revenues.

The principal considerations for our determination that performing procedures relating to revenue recognition for the Towers segment is a critical audit matter are the significant auditor subjectivity and effort in performing procedures and evaluating the audit evidence obtained related to tenant contracts and installation service agreements.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to revenue recognition for Towers. These procedures also included, among others (i) testing the completeness and accuracy of management's identification of the contractual terms by examining tenant contracts and installation service agreements on a test basis and (ii) testing the appropriateness of the timing and amount of revenue recognized based on contractual terms and estimated lease term for selected tenant contracts and installation service agreements.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 24, 2023

We have served as the Company's auditor since 2011.

CROWN CASTLE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In millions of dollars, except par values)

| | December 31, | |
|---|--------------|-----------|
| | 2022 | 2021 |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 156 | \$ 292 |
| Restricted cash | 166 | 169 |
| Receivables, net of allowance of \$19 and \$17, respectively | 593 | 543 |
| Prepaid expenses | 102 | 105 |
| Deferred site rental receivables | 127 | 92 |
| Other current assets | 73 | 53 |
| Total current assets | 1,217 | 1,254 |
| Deferred site rental receivables | 1,954 | 1,588 |
| Property and equipment, net | 15,407 | 15,269 |
| Operating lease right-of-use assets | 6,526 | 6,682 |
| Goodwill | 10,085 | 10,078 |
| Site rental contracts and tenant relationships, net | 3,535 | 3,982 |
| Other intangible assets, net | 61 | 64 |
| Other assets, net | 136 | 123 |
| Total assets | \$ 38,921 | \$ 39,040 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 236 | \$ 246 |
| Accrued interest | 183 | 182 |
| Deferred revenues | 736 | 776 |
| Other accrued liabilities | 407 | 401 |
| Current maturities of debt and other obligations | 819 | 72 |
| Current portion of operating lease liabilities | 350 | 349 |
| Total current liabilities | 2,731 | 2,026 |
| Debt and other long-term obligations | 20,910 | 20,557 |
| Operating lease liabilities | 5,881 | 6,031 |
| Other long-term liabilities | 1,950 | 2,168 |
| Total liabilities | 31,472 | 30,782 |
| Commitments and contingencies (see note 12) | | |
| CCI stockholders' equity: | | |
| Common stock, \$0.01 par value; 1,200 shares authorized; shares issued and outstanding: December 31, 2022—433 and December 31, 2021—432 | 4 | 4 |
| Additional paid-in capital | 18,116 | 18,011 |
| Accumulated other comprehensive income (loss) | (5) | (4) |
| Dividends/distributions in excess of earnings | (10,666) | (9,753) |
| Total equity | 7,449 | 8,258 |
| Total liabilities and equity | \$ 38,921 | \$ 39,040 |

See accompanying notes to consolidated financial statements.

CROWN CASTLE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In millions of dollars, except per share amounts)

| | Years Ended December 31, | | |
|--|--------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Net revenues: | | | |
| Site rental | \$ 6,289 | \$ 5,719 | \$ 5,320 |
| Services and other | 697 | 621 | 520 |
| Net revenues | 6,986 | 6,340 | 5,840 |
| Operating expenses: | | | |
| Costs of operations: ^(a) | | | |
| Site rental | 1,602 | 1,554 | 1,521 |
| Services and other | 466 | 439 | 448 |
| Selling, general and administrative | 750 | 680 | 678 |
| Asset write-down charges | 34 | 21 | 74 |
| Acquisition and integration costs | 2 | 1 | 10 |
| Depreciation, amortization and accretion | 1,707 | 1,644 | 1,608 |
| Total operating expenses | 4,561 | 4,339 | 4,339 |
| Other operating (income) expense (see note 15) | — | — | (362) |
| Operating income (loss) | 2,425 | 2,001 | 1,863 |
| Interest expense and amortization of deferred financing costs | (699) | (657) | (689) |
| Gains (losses) on retirement of long-term obligations | (28) | (145) | (95) |
| Interest income | 3 | 1 | 2 |
| Other income (expense) | (10) | (21) | (5) |
| Income (loss) from continuing operations before income taxes | 1,691 | 1,179 | 1,076 |
| Benefit (provision) for income taxes | (16) | (21) | (20) |
| Income (loss) from continuing operations | 1,675 | 1,158 | 1,056 |
| Discontinued operations (see note 9): | | | |
| Net gain (loss) from disposal of discontinued operations, net of tax | — | (62) | — |
| Income (loss) from discontinued operations, net of tax | — | (62) | — |
| Net income (loss) attributable to CCI stockholders | 1,675 | 1,096 | 1,056 |
| Dividends/distributions on preferred stock | — | — | (57) |
| Net income (loss) attributable to CCI common stockholders | \$ 1,675 | \$ 1,096 | \$ 999 |
| Net income (loss) | \$ 1,675 | \$ 1,096 | \$ 1,056 |
| Other comprehensive income (loss): | | | |
| Foreign currency translation adjustments | (1) | — | 1 |
| Total other comprehensive income (loss) | (1) | — | 1 |
| Comprehensive income (loss) attributable to CCI stockholders | \$ 1,674 | \$ 1,096 | \$ 1,057 |
| Net income (loss) attributable to CCI common stockholders, per common share: | | | |
| Income (loss) from continuing operations, basic | \$ 3.87 | \$ 2.68 | \$ 2.36 |
| Income (loss) from discontinued operations, basic | — | (0.14) | — |
| Net income (loss) attributable to CCI common stockholders—basic | \$ 3.87 | \$ 2.54 | \$ 2.36 |
| Income (loss) from continuing operations, diluted | \$ 3.86 | \$ 2.67 | \$ 2.35 |
| Income (loss) from discontinued operations, diluted | — | (0.14) | — |
| Net income (loss) attributable to CCI common stockholders—diluted | \$ 3.86 | \$ 2.53 | \$ 2.35 |
| Weighted-average common shares outstanding: | | | |
| Basic | 433 | 432 | 423 |
| Diluted | 434 | 434 | 425 |

(a) Exclusive of depreciation, amortization and accretion shown separately.

See accompanying notes to consolidated financial statements.

CROWN CASTLE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In millions of dollars)

| | Years Ended December 31, | | |
|--|--------------------------|----------------|----------------|
| | 2022 | 2021 | 2020 |
| Cash flows from operating activities: | | | |
| Income (loss) from continuing operations | \$ 1,675 | \$ 1,158 | \$ 1,056 |
| Adjustments to reconcile income (loss) from continuing operations to net cash provided by (used for) operating activities: | | | |
| Depreciation, amortization and accretion | 1,707 | 1,644 | 1,608 |
| (Gains) losses on retirement of long-term obligations | 28 | 145 | 95 |
| Amortization of deferred financing costs and other non-cash interest, net | 17 | 13 | 6 |
| Stock-based compensation expense | 156 | 129 | 138 |
| Asset write-down charges | 34 | 21 | 74 |
| Deferred income tax (benefit) provision | 3 | 4 | 3 |
| Other non-cash adjustments, net | 5 | 21 | 5 |
| Changes in assets and liabilities, excluding the effects of acquisitions: | | | |
| Increase (decrease) in accrued interest | — | (17) | 31 |
| Increase (decrease) in accounts payable | (5) | 15 | (77) |
| Increase (decrease) in other liabilities | (281) | (118) | (65) |
| Decrease (increase) in receivables | (49) | (113) | 166 |
| Decrease (increase) in other assets | (412) | (113) | 15 |
| Net cash provided by (used for) operating activities | <u>2,878</u> | <u>2,789</u> | <u>3,055</u> |
| Cash flows from investing activities: | | | |
| Capital expenditures | (1,310) | (1,229) | (1,624) |
| Payments for acquisitions, net of cash acquired | (35) | (111) | (107) |
| Other investing activities, net | (7) | 8 | (10) |
| Net cash provided by (used for) investing activities | <u>(1,352)</u> | <u>(1,332)</u> | <u>(1,741)</u> |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of long-term debt | 748 | 3,985 | 3,733 |
| Principal payments on debt and other long-term obligations | (74) | (1,076) | (105) |
| Purchases and redemptions of long-term debt | (1,274) | (2,089) | (2,490) |
| Borrowings under revolving credit facility | 3,495 | 1,245 | 2,430 |
| Payments under revolving credit facility | (2,855) | (870) | (2,665) |
| Net issuances (repayments) under commercial paper program | 976 | (20) | 130 |
| Payments for financing costs | (14) | (42) | (38) |
| Purchases of common stock | (65) | (70) | (76) |
| Dividends/distributions paid on common stock | (2,602) | (2,373) | (2,105) |
| Dividends/distributions paid on preferred stock | — | — | (85) |
| Net cash provided by (used for) financing activities | <u>(1,665)</u> | <u>(1,310)</u> | <u>(1,271)</u> |
| Net increase (decrease) in cash, cash equivalents, and restricted cash - continuing operations | <u>(139)</u> | <u>147</u> | <u>43</u> |
| Discontinued operations (see note 9): | | | |
| Net cash provided by (used for) operating activities | — | (62) | — |
| Net increase (decrease) in cash, cash equivalents, and restricted cash - discontinued operations | — | (62) | — |
| Effect of exchange rate changes on cash | — | — | — |
| Cash, cash equivalents, and restricted cash at beginning of period | 466 | 381 | 338 |
| Cash, cash equivalents, and restricted cash at end of period | <u>\$ 327</u> | <u>\$ 466</u> | <u>\$ 381</u> |

See accompanying notes to consolidated financial statements.

CROWN CASTLE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EQUITY
(Amounts in millions)

| | Common Stock | | 6.875% Mandatory Convertible Preferred Stock | | Additional Paid-In Capital | Accumulated Other Comprehensive Income (Loss) ("AOCI") | Dividends/Distributions in Excess of Earnings | Total |
|---|--------------|--------------|--|--------------|----------------------------|--|---|-----------|
| | Shares | (\$0.01 Par) | Shares | (\$0.01 Par) | | Foreign Currency Translation Adjustments | | |
| Balance, December 31, 2019 | 416 | \$ 4 | 2 | \$ — | \$ 17,855 | \$ (5) | \$ (7,365) | \$ 10,489 |
| Stock-based compensation related activity, net of forfeitures | 1 | — | — | — | 154 | — | — | 154 |
| Purchases and retirement of common stock | — | — | — | — | (76) | — | — | (76) |
| Other comprehensive income (loss) ^(a) | — | — | — | — | — | 1 | — | 1 |
| Common stock dividends/distributions | — | — | — | — | — | — | (2,106) | (2,106) |
| Preferred stock dividends/distributions | — | — | — | — | — | — | (57) | (57) |
| Conversion of preferred stock to common stock (see note 10) | 14 | — | (2) | — | — | — | — | — |
| Net income (loss) | — | — | — | — | — | — | 1,056 | 1,056 |
| Balance, December 31, 2020 | 431 | 4 | — | — | 17,933 | (4) | (8,472) | 9,461 |
| Stock-based compensation related activity, net of forfeitures | 1 | — | — | — | 148 | — | — | 148 |
| Purchases and retirement of common stock | — | — | — | — | (70) | — | — | (70) |
| Common stock dividends/distributions | — | — | — | — | — | — | (2,377) | (2,377) |
| Net income (loss) | — | — | — | — | — | — | 1,096 | 1,096 |
| Balance, December 31, 2021 | 432 | 4 | — | — | 18,011 | (4) | (9,753) | 8,258 |
| Stock-based compensation related activity, net of forfeitures | 1 | — | — | — | 170 | — | — | 170 |
| Purchases and retirement of common stock | — | — | — | — | (65) | — | — | (65) |
| Other comprehensive income (loss) ^(a) | — | — | — | — | — | (1) | — | (1) |
| Common stock dividends/distributions | — | — | — | — | — | — | (2,588) | (2,588) |
| Net income (loss) | — | — | — | — | — | — | 1,675 | 1,675 |
| Balance, December 31, 2022 | 433 | \$ 4 | — | \$ — | \$ 18,116 | \$ (5) | \$ (10,666) | \$ 7,449 |

(a) See the consolidated statement of operations and comprehensive income (loss) for the components of "total other comprehensive income (loss)."

See accompanying notes to consolidated financial statements.

1. Basis of Presentation

The consolidated financial statements include the accounts of Crown Castle Inc. (formerly, Crown Castle International Corp.) and its predecessor, as applicable (together, "CCI"), and their subsidiaries, collectively referred to herein as the "Company." All significant intercompany balances and transactions have been eliminated in consolidation. As used herein, the term "including," and any variation thereof, means "including without limitation." The use of the word "or" herein is not exclusive. Unless the context suggests otherwise, references to "U.S." are to the United States of America and Puerto Rico, collectively.

The Company owns, operates and leases shared communications infrastructure that is geographically dispersed throughout the U.S., including (1) towers and other structures, such as rooftops (collectively, "towers"), and (2) fiber primarily supporting small cell networks ("small cells") and fiber solutions. The Company's towers, small cells and fiber assets are collectively referred to herein as "communications infrastructure," and the Company's customers on its communications infrastructure are referred to herein as "tenants."

The Company's core business is providing access, including space or capacity, to its shared communications infrastructure via long-term contracts in various forms, including lease, license, sublease and service agreements (collectively, "tenant contracts").

The Company's operating segments consist of (1) Towers and (2) Fiber. See note 14.

Approximately 53% of the Company's towers are leased or subleased or operated and managed under master leases, subleases, and other agreements with AT&T and T-Mobile (including those which T-Mobile assumed in its merger with Sprint). The Company has the option to purchase these towers at the end of their respective lease terms. The Company has no obligation to exercise such purchase options. See notes 4 and 13.

As part of the Company's effort to provide comprehensive communications infrastructure solutions, as an ancillary business, the Company also offers certain services primarily relating to its Towers segment, predominately consisting of (1) site development services relating to existing or new tenant equipment installations, including: site acquisition, architectural and engineering, or zoning and permitting (collectively, "site development services") and (2) tenant equipment installation or subsequent augmentations (collectively, "installation services").

The Company operates as a REIT for U.S. federal income tax purposes. In addition, the Company has certain taxable REIT subsidiaries ("TRSs"). See note 9.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies

The following is a discussion of the Company's significant accounting policies in effect for the year ended December 31, 2022.

Restricted Cash

Restricted cash represents (1) the cash held in reserve by the indenture trustees pursuant to the indenture governing certain of the Company's debt instruments, (2) cash securing performance obligations such as letters of credit, as well as (3) any other cash whose use is limited by contractual provisions. The restriction of rental cash receipts is a critical feature of certain of the Company's debt instruments, due to the applicable indenture trustee's ability to utilize the restricted cash for the payment of (1) debt service costs, (2) ground rents, (3) real estate or personal property taxes, (4) insurance premiums related to towers, (5) other assessments by governmental authorities and potential environmental remediation costs, or (6) a portion of advance rents from tenants. The restricted cash in excess of required reserve balances is subsequently released to the Company in accordance with the terms of the indentures. See note 16 for a reconciliation of cash, cash equivalents and restricted cash.

Receivables Allowance

An allowance for doubtful accounts is recorded as an offset to accounts receivable. The Company uses judgment in estimating this allowance and considers historical collections, current credit status, or contractual provisions. Additions to the allowance for doubtful accounts are charged either to "Site rental costs of operations" or to "Services and other costs of operations," as appropriate, and deductions from the allowance are recorded when specific accounts receivable are written off as uncollectible.

Lease Accounting

General. The Company evaluates whether a contract meets the definition of a lease whenever a contract grants a party the right to control the use of an identified asset for a period of time in exchange for consideration. To the extent the identified asset is able to be shared among multiple parties, the Company has determined that one party does not have control of the identified asset and the contract is not considered a lease. The Company accounts for contracts that do not meet the definition of a lease under other relevant accounting guidance (such as ASC 606 for revenue from contracts with customers).

Lessee. For its Tower segment, the Company's lessee arrangements primarily consist of ground leases for land under towers. Ground leases for land are specific to each site, generally contain an initial term of five to 10 years and are renewable (and cancellable after a notice period) at the Company's option. The Company also enters into term easements and ground leases in which it prepays the entire term. For its Fiber segment, the Company's lessee arrangements primarily include leases of fiber assets to support the Company's small cells and fiber solutions.

The majority of the Company's lease agreements have certain termination rights that provide for cancellation after a notice period and multiple renewal options exercisable at the Company's option. The Company includes renewal option periods in its calculation of the estimated lease term when it determines the options are reasonably certain to be exercised. When such renewal options are deemed to be reasonably certain, the estimated lease term determined under ASC 842 will be greater than the non-cancelable term of the contractual arrangement. Although certain renewal periods are included in the estimated lease term, the Company would have the ability to terminate or elect to not renew a particular lease if business conditions warrant such a decision.

The Company classifies its lessee arrangements at inception as either operating leases or finance leases. A lease is classified as a finance lease if at least one of the following criteria is met: (1) the lease transfers ownership of the underlying asset to the lessee, (2) the lease grants the lessee an option to purchase the underlying asset that the lessee is reasonably certain to exercise, (3) the lease term is for a major part of the remaining economic life of the underlying asset, (4) the present value of the sum of the lease payments equals or exceeds substantially all of the fair value of the underlying asset, or (5) the underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term. A lease is classified as an operating lease if none of the five criteria described above for finance lease classification is met.

Right-of-use ("ROU") assets associated with operating leases are included in "Operating lease right-of-use assets" on the Company's consolidated balance sheet. Current and long-term portions of lease liabilities related to operating leases are included in "Current portion of operating lease liabilities" and "Operating lease liabilities" on the Company's consolidated balance sheet, respectively. ROU assets represent the Company's right to use an underlying asset for the estimated lease term and lease liabilities represent the Company's present value of its future lease payments. In assessing its leases and determining its lease liability at lease commencement or upon modification, the Company is not able to readily determine the rate implicit for its lessee arrangements, and thus uses its incremental borrowing rate on a collateralized basis to determine the present value of the lease payments. The Company's ROU assets are measured as the balance of the lease liability plus any prepaid or accrued lease payments and any unamortized initial direct costs. For both the Towers and Fiber segments, operating lease expenses are recognized on a ratable basis, regardless of whether the payment terms require the Company to make payments annually, semi-annually, quarterly, monthly, or for the entire term in advance. Certain of the Company's ground lease and fiber lease agreements contain fixed escalation clauses (such as fixed dollar or fixed percentage increases) or inflation-based escalation clauses (such as those tied to the change in consumer price index ("CPI")). If the payment terms include fixed escalators, upfront payments, or rent-free periods, the effect of such increases is recognized on a straight-line basis. The Company calculates the straight-line expense over the contract's estimated lease term, including any renewal option periods that the Company deems reasonably certain to be exercised.

Lease agreements may also contain provisions for a contingent payment based on (1) the revenues derived from the communications infrastructure located on the leased asset, (2) the change in CPI or (3) the usage of the leased asset. The Company's contingent payments are considered variable lease payments and are (1) not included in the initial measurement of

the ROU asset or lease liability due to the uncertainty of the payment amount and (2) recorded as expense in the period such contingencies are resolved.

ROU assets associated with finance leases are included in "Property and equipment, net" on the Company's consolidated balance sheet. Lease liabilities associated with finance leases are included in "Current maturities of debt and other obligations" and "Debt and other long-term obligations" on the Company's consolidated balance sheet. For both its Towers and Fiber segments, the Company measures the lease liability for finance leases using the effective interest method. The initial lease liability is increased to reflect interest on the liability and decreased to reflect payments made during the period. Interest on the lease liability is determined each period during the lease term as the amount that results in a constant periodic discount rate on the remaining balance of the liability. The Company depreciates ROU assets for finance leases on a ratable basis over the applicable lease term.

The Company reviews the carrying value of its ROU assets for impairment, similar to its other long-lived assets, whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The Company could record impairments in the future if there are changes in (1) long-term market conditions, (2) expected future operating results or (3) the utility of the assets that negatively impact the fair value of its ROU assets.

Lessor: The Company's lessor arrangements primarily include tenant contracts for dedicated space (including dedicated fiber) on its shared communications infrastructure. The Company classifies its leases at inception as operating, direct financing or sales-type leases. A lease is classified as a sales-type lease if at least one of the following criteria is met: (1) the lease transfers ownership of the underlying asset to the lessee, (2) the lease grants the lessee an option to purchase the underlying asset that the lessee is reasonably certain to exercise, (3) the lease term is for a major part of the remaining economic life of the underlying asset, (4) the present value of the sum of the lease payments equals or exceeds substantially all of the fair value of the underlying assets or (5) the underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of the lease term. Furthermore, when none of the above criteria is met, a lease is classified as a direct financing lease if both of the following criteria are met: (1) the present value of the sum of the lease payments and any residual value guaranteed by the lessee, that is not already reflected in the lease payments, equals or exceeds the fair value of the underlying asset and (2) it is probable that the lessor will collect the lease payments plus any amount necessary to satisfy a residual value guarantee. A lease is classified as an operating lease if it does not qualify as a sales-type or direct financing lease. Currently, the Company classifies all of its lessor arrangements as operating leases.

Site rental revenues from the Company's lessor arrangements are recognized on a straight-line, ratable basis over the fixed, non-cancelable term of the relevant tenant contract, regardless of whether the payments from the tenant are received in equal monthly amounts during the life of a tenant contract. Certain of the Company's tenant contracts contain fixed escalation clauses (such as fixed-dollar or fixed-percentage increases) or inflation-based escalation clauses (such as those tied to the change in CPI). If the payment terms call for fixed escalators, upfront payments, or rent-free periods, the rental revenue is recognized on a straight-line basis over the fixed, non-cancelable term of the agreement. When calculating straight-line site rental revenues, the Company considers all fixed elements of tenant contractual escalation provisions.

Certain of the Company's arrangements with tenants in its Fiber segment contain both lease and non-lease components. In such circumstances, the Company has determined (1) the timing and pattern of transfer for the lease and non-lease component are the same and (2) the stand-alone lease component would be classified as an operating lease. As such, the Company has aggregated certain non-lease components with lease components and has determined that the lease components (generally dedicated fiber) represent the predominant component of the arrangement.

Property and Equipment

Property and equipment is stated at cost, net of accumulated depreciation. Property and equipment includes land owned in fee and perpetual easements for land, which have no definite life. Depreciation is computed utilizing the straight-line method at rates based upon the estimated useful lives of the various classes of assets. Depreciation for the majority of communications infrastructure is computed with a useful life equal to the shorter of 20 years or the term of the underlying ground lease (where applicable and including optional renewal periods). Additions and permanent improvements to the Company's communications infrastructure are capitalized, while maintenance and repairs are expensed.

Labor and interest costs incurred directly related to the construction of certain property and equipment are capitalized during the construction phase of projects. For the years ended December 31, 2022, 2021 and 2020, the Company had \$265 million, \$238 million and \$270 million in capitalized labor costs, respectively. The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

Abandonments and write-offs of property and equipment are recorded to "Asset write-down charges" on the Company's consolidated statement of operations and comprehensive income (loss) and were \$39 million, \$19 million and \$77 million for the years ended December 31, 2022, 2021 and 2020, respectively. Asset write-down charges for the year ended December 31, 2020 included the write-off of property and equipment of approximately \$63 million which, following the 2020 Cancellation, was deemed to have no alternative future use. See note 15 for further information regarding the 2020 Cancellation.

Asset Retirement Obligations

Pursuant to its ground lease, easement, leased facility and certain pole attachment agreements, the Company records obligations to perform asset retirement activities, including requirements to remove communications infrastructure or remediate the space on which certain of its communications infrastructure is located. The Company does not record an obligation for asset retirement activities related to its fiber, as a settlement date is indeterminable and therefore a reasonable estimation of fair value cannot be made. Asset retirement obligations are included in "Other long-term liabilities" on the Company's consolidated balance sheet. The liability accretes as a result of the passage of time and the related accretion expense is included in "Depreciation, amortization and accretion" on the Company's consolidated statement of operations and comprehensive income (loss). The associated asset retirement costs are capitalized as an additional carrying amount of the related long-lived asset and depreciated over the useful life of such asset.

Goodwill

Goodwill represents the excess of the purchase price for an acquired business over the allocated value of the related net assets. The Company tests goodwill for impairment on an annual basis, regardless of whether adverse events or changes in circumstances have occurred. The annual test begins with goodwill and all intangible assets being allocated to applicable reporting units. The Company's reporting units are the same as its operating segments (Towers and Fiber). The Company then performs a qualitative assessment to determine whether it is "more likely than not" that the fair value of the reporting unit is less than its carrying amount. If the Company concludes it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount, it is necessary to perform a quantitative goodwill impairment test. The quantitative goodwill impairment test compares the estimated fair value of the reporting unit and the carrying value of the reporting unit. If the carrying amount of a reporting unit is greater than its fair value, an impairment loss shall be recognized in an amount equal to such excess, limited to the total amount of goodwill allocated to the reporting unit. The Company performed its most recent annual goodwill impairment test as of October 1, 2022, which resulted in no impairments.

Intangible Assets

Intangible assets are included in "Site rental contracts and tenant relationships, net" and "Other intangible assets, net" on the Company's consolidated balance sheet and predominately consist of the estimated fair value of site rental contracts and tenant relationships or other contractual rights, such as trademarks, that are recorded in conjunction with acquisitions. Site rental contracts and tenant relationships intangible assets are comprised of (1) the current term of the existing leases, (2) the high rate of tenant retention, and (3) any associated relationships that are expected to generate value following the expiration of all renewal periods under existing leases.

The useful lives of intangible assets are estimated based on the period over which the intangible asset is expected to benefit the Company and gives consideration to the expected useful life of other assets to which the useful life may relate. Amortization expense for intangible assets is computed using the straight-line method over the estimated useful life of each of the intangible assets. The useful lives of site rental contracts and tenant relationships intangible assets are limited by the maximum depreciable life of the communications infrastructure (20 years), as a result of the interdependency of the communications infrastructure and the site rental contracts and tenant relationships. In contrast, the site rental contracts and tenant relationships are estimated to provide economic benefits for several decades because of the low rate of tenant cancellations and high rate of tenant retention experienced to date. Thus, while site rental contracts and tenant relationships intangible assets are valued based upon the fair value of the site rental contracts and tenant relationships, which includes assumptions regarding both (1) tenants' exercise of optional renewals contained in the acquired leases and (2) renewals of the acquired leases past the contractual term including exercisable options, site rental contracts and tenant relationships intangible assets are amortized over a period not to exceed 20 years.

The carrying value of other intangible assets with finite useful lives will be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The Company has a dual grouping policy for purposes of determining the unit of account for testing impairment of site rental contracts and tenant relationships intangible assets. First, the Company pools site rental contracts and tenant relationships intangible assets with the related communications infrastructure assets into portfolio groups for purposes of determining the unit of account for

impairment testing. Second and separately, the Company pools the site rental contracts and tenant relationships by significant tenant or by tenant grouping for individually insignificant tenants, as appropriate. If the sum of the associated estimated future cash flows (undiscounted) from an asset is less than its carrying amount, an impairment loss may be recognized. Measurement of an impairment loss would be based on the fair value of the asset.

Deferred Credits

Deferred credits are included in "Deferred revenues" and "Other long-term liabilities" on the Company's consolidated balance sheet and consist of the estimated fair value of below-market tenant leases for contractual interests with tenants on acquired communications infrastructure that are amortized to site rental revenues.

Fair value for these deferred credits represents the difference between (1) the stated contractual payments to be made pursuant to the in-place lease and (2) management's estimate of fair market lease rates for each corresponding lease. Deferred credits are measured over a period equal to the estimated remaining economic lease term considering renewal provisions or economics associated with those renewal provisions, to the extent applicable. Deferred credits are amortized over their respected estimated lease terms at the time of acquisition.

Deferred Financing Costs

Third-party costs incurred to obtain financing, with the exception of costs incurred related to revolving lines of credit, are deferred and are included as a direct deduction from the carrying amount of the related debt liability in "Debt and other long-term obligations" on the Company's consolidated balance sheet and are amortized using the effective interest yield methodology to "Interest expense and amortization of deferred financing costs" on the Company's consolidated statement of operations and comprehensive income (loss) over the term of the related debt liability. Third party costs incurred to obtain financing through a revolving line of credit are deferred and are included in "Other assets, net" on the Company's consolidated balance sheet and are amortized using the effective interest yield methodology to "Interest expense and amortization of deferred financing costs" on the Company's consolidated statement of operations and comprehensive income (loss) over the term of the 2016 Credit Agreement (as defined in note 7).

Revenue Recognition

The Company generates site rental revenues from its core business by providing tenants with access, including space or capacity, to its shared communications infrastructure via long-term tenant contracts in various forms, including lease, license, sublease and service agreements. Typically, providing such access over the length of the tenant contract term represents the Company's sole performance obligation under its tenant contracts.

Site Rental Revenues. Site rental revenues from the Company's tenant contracts are recognized on a straight-line, ratable basis over the fixed, non-cancelable term of the relevant tenant contract, which generally ranges from five to 15 years for wireless tenants and three to 20 years for the Company's fiber solutions tenants (including from organizations with high-bandwidth and multi-location demands), regardless of whether the payments from the tenant are received in equal monthly amounts during the life of the tenant contract. Certain of the Company's tenant contracts contain (1) fixed escalation clauses (such as fixed dollar or fixed percentage increases) or inflation-based escalation clauses (such as those tied to the CPI), (2) multiple renewal periods exercisable at the tenant's option and (3) only limited termination rights at the applicable tenant's option through the current term. If the payment terms call for fixed escalators, upfront payments, or rent-free periods, the revenue is recognized on a straight-line basis over the fixed, non-cancelable term of the tenant contract. When calculating straight-line rental revenues, the Company considers all fixed elements of tenant contractual escalation provisions, even if such escalation provisions contain a variable element in addition to a minimum. The Company's assets related to straight-line site rental revenues are recorded within "Deferred site rental receivables" on the Company's consolidated balance sheet. Amounts billed or received prior to being earned are deferred and reflected in "Deferred revenues" and "Other long-term liabilities" on the Company's consolidated balance sheet. Amounts to which the Company has an unconditional right to payment, which are related to both satisfied or partially satisfied performance obligations, are recorded within "Receivables, net" on the Company's consolidated balance sheet.

Services and Other Revenues. As part of the Company's effort to provide comprehensive communications infrastructure solutions, as an ancillary business, the Company offers certain services primarily relating to its Towers segment, predominately consisting of (1) site development services and (2) installation services. Upon contract commencement, the Company assesses its services to tenants and identifies performance obligations for each promise to provide a distinct service.

The Company may have multiple performance obligations for site development services, which primarily include: structural analysis, zoning, permitting and construction drawings. For each of these performance obligations, services revenues are recognized at completion of the applicable performance obligation, which represents the point at which the Company believes it has transferred goods or services to the tenant. The revenue recognized is based on an allocation of the transaction price among the performance obligations in a respective contract based on estimated standalone selling price. The volume and mix of site development services may vary among contracts and may include a combination of some or all of the above performance obligations. Payments generally are due within 45 to 60 days and generally do not contain variable-consideration provisions. The transaction price for the Company's tower installation services consists of amounts for (1) permanent improvements to the Company's towers that represent a lease component and (2) the performance of the service. Amounts under the Company's tower installation service agreements that represent a lease component are recognized as site rental revenues on a straight-line basis over the length of the associated estimated lease term. For the performance of the installation service, the Company has one performance obligation, which is satisfied at the time of the applicable installation or augmentation and recognized as services and other revenues on the Company consolidated statement of operations and comprehensive income (loss). Since performance obligations are typically satisfied prior to receiving payment from tenants, the unconditional right to payment is recorded within "Receivables, net" on the Company's condensed consolidated balance sheet. The vast majority of the Company's services generally have a duration of one year or less.

Additional Information on Revenues. As of January 1, 2022 and December 31, 2022, a total of \$2.6 billion and \$2.3 billion, respectively, of unrecognized revenue was reported in "Deferred revenues" and "Other long-term liabilities" on the Company's consolidated balance sheet. During the year ended December 31, 2022, approximately \$668 million of the January 1, 2022 unrecognized revenue balance was recognized as revenue. As of January 1, 2021, a total of \$2.8 billion of unrecognized revenue was reported in "Deferred revenues" and "Other long-term liabilities" on the Company's consolidated balance sheet. During the year ended December 31, 2021, approximately \$595 million of the January 1, 2021 unrecognized revenue balance was recognized as revenue.

See note 3 for further discussion regarding the Company's revenues.

Costs of Operations

Approximately half of the Company's site rental costs of operations expenses consist of Towers ground lease expenses, and the remainder includes fiber access expenses, property taxes, repairs and maintenance expenses, employee compensation or related benefit costs, or utilities. Generally, the ground leases for land are specific to each site and are for an initial term of five years and are renewable for pre-determined periods. The Company also enters into term easements and ground leases in which it prepays the entire term in advance. Fiber access expenses primarily consist of leases of fiber assets and other access agreements to facilitate the Company's communications infrastructure.

Ground lease and fiber access expenses are recognized on a ratable basis, regardless of whether the payment terms require the Company to make payments annually, semi-annually, quarterly, monthly, or for the entire term in advance. Certain of the Company's ground lease and fiber access agreements contain fixed escalation clauses (such as fixed dollar or fixed percentage increases) or inflation-based escalation clauses (such as those tied to the change in CPI). If the payment terms include fixed escalators, upfront payments, or rent-free periods, the effect of such increases is recognized on a straight-line basis. When calculating straight-line ground lease and fiber access expenses, the Company considers all fixed elements of contractual escalation provisions, even if such escalation provisions contain a variable element in addition to a minimum. The Company's liability related to straight-line expense is included in "Operating lease right-of-use assets" on the Company's consolidated balance sheet. The Company's assets related to prepaid agreements is included in "Prepaid expenses" and "Operating lease right-of-use assets" on the Company's consolidated balance sheet.

Services and other costs of operations predominately consist of third-party service providers such as contractors and professional services firms and, to a lesser extent, internal labor costs, associated with the Company's site development and installation services. The Company's costs incurred prior to the satisfaction of associated performance obligations of \$43 million and \$65 million as of December 31, 2022 and 2021, respectively, are included in "Other current assets" on the Company's consolidated balance sheet.

The Company recognized \$20 million as costs of operations during the year ended December 31, 2020 as a result of a reduction in staffing completed during the fourth quarter of 2020. Such costs were comprised of employee severance payments and termination benefits and primarily impacted the Company's Fiber segment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

Acquisitions and Integration Costs

Direct or incremental costs related to a potential or completed business combination transaction are expensed as incurred. Such costs are predominately comprised of severance, retention bonuses payable to employees of an acquired enterprise, temporary employees to assist with the integration of the acquired operations, fees paid for services (such as consulting, accounting, legal, or engineering reviews), and any other costs directly associated with the transaction. These business combination costs are included in "Acquisition and integration costs" on the Company's consolidated statement of operations and comprehensive income (loss). For those transactions accounted for as asset acquisitions, these costs are capitalized as part of the purchase price.

Stock-based Compensation

Restricted Stock Units. The Company records stock-based compensation expense for unvested restricted stock units ("RSUs") for which the requisite service is expected to be rendered. The cumulative effect of a change in the estimated number of RSUs for which the requisite service is expected to be or has been rendered is recognized in the period of the change in the estimate. To the extent that the requisite service is rendered, compensation cost for accounting purposes is not reversed; rather, it is recognized regardless of whether or not the awards vest. A discussion of the Company's valuation techniques and related assumptions and estimates used to measure the Company's stock-based compensation is as follows:

Valuation. The fair value of RSUs without market conditions is determined based on the number of shares relating to such RSUs and the quoted price of the Company's common stock at the date of grant. The Company estimates the fair value of RSUs with market conditions granted using a Monte Carlo simulation. The Company's determination of the fair value of RSUs with market conditions on the date of grant is affected by its common stock price as well as assumptions regarding a number of highly complex or subjective variables. The determination of fair value using a Monte Carlo simulation requires the input of subjective assumptions, and other reasonable assumptions could provide differing results.

Amortization Method. The Company amortizes the fair value of all RSUs on a straight-line basis for each separately vesting tranche of the award (graded vesting schedule) over the requisite service periods.

Expected Volatility. The Company estimates the volatility of its common stock at the date of grant based on the historical volatility of its common stock.

Expected Dividend Rate. The expected dividend rate at the date of grant is based on the then-current dividend yield.

Risk-Free Rate. The Company bases the risk-free rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term equal to the expected life of the award.

Forfeitures. The Company uses historical award forfeiture data and management's judgment about the future employee turnover rates to estimate the number of shares for which the requisite service period will not be rendered.

Interest Expense and Amortization of Deferred Financing Costs

The components of interest expense and amortization of deferred financing costs are as follows:

| | Years Ended December 31, | | |
|--|--------------------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| Interest expense on debt obligations | \$ 685 | \$ 644 | \$ 683 |
| Amortization of deferred financing costs and adjustments on long-term debt | 26 | 25 | 23 |
| Capitalized interest | (12) | (12) | (17) |
| Total | <u>\$ 699</u> | <u>\$ 657</u> | <u>\$ 689</u> |

The Company amortizes deferred financing costs, discounts and premiums over the estimated term of the related borrowing using the effective interest yield method. Deferred financing costs and discounts are generally presented as a direct reduction to the related debt obligation on the Company's consolidated balance sheet.

Income Taxes

The Company operates as a REIT for U.S. federal income tax purposes. As a REIT, the Company is generally entitled to a deduction for dividends that it pays and therefore is not subject to U.S. federal corporate income tax on its net taxable income that is currently distributed to its stockholders. The Company also may be subject to certain federal, state, local and foreign taxes on its income, including (1) taxes on any undistributed income and (2) taxes related to the TRSs. In addition, the Company could under certain circumstances be required to pay an excise or penalty tax, which could be significant in amount, in order to utilize one or more relief provisions under the Internal Revenue Code of 1986, as amended ("Code"), to maintain qualification for taxation as a REIT.

Additionally, the Company has included in TRSs certain other assets and operations. Those TRS assets and operations will continue to be subject, as applicable, to federal and state corporate income taxes or to foreign taxes in the jurisdictions in which such assets and operations are located. The Company's foreign assets and operations (including its tower operations in Puerto Rico) are subject to foreign income taxes in the jurisdictions in which such assets and operations are located, regardless of whether they are included in a TRS or not. For its REIT conversion and certain subsequent acquisitions into the REIT, the Company will be subject to a federal corporate level tax rate (currently 21%) on any gain recognized from the sale of assets occurring within a specified period (generally 5 years) after the transfer date up to the amount of the built in gain that existed on the transfer date, which is based upon the fair market value of those assets in excess of the Company's tax basis on the transfer date. This gain can be offset by any remaining federal net operating loss carryforwards ("NOLs").

For the Company's TRSs, the Company accounts for income taxes using an asset and liability approach, which requires the recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Deferred income tax assets and liabilities are determined based on the temporary differences between the financial statement and tax bases of assets and liabilities using enacted tax rates. A valuation allowance is provided on deferred tax assets if it is determined that it is "more likely than not" that the asset will not be realized. The Company records a valuation allowance against deferred tax assets when it is "more likely than not" that some portion or all of the deferred tax asset will not be realized. The Company reviews the recoverability of deferred tax assets each quarter and based upon projections of future taxable income, reversing deferred tax liabilities or other known events that are expected to affect future taxable income, records a valuation allowance for assets that do not meet the "more likely than not" realization threshold. Valuation allowances may be reversed if related deferred tax assets are deemed realizable based upon changes in facts and circumstances that impact the recoverability of the asset.

The Company recognizes a tax position if it is "more likely than not" that it will be sustained upon examination. The tax position is measured at the largest amount that is greater than 50 percent likely of being realized upon ultimate settlement. The Company reports penalties and tax-related interest expense as a component of the benefit (provision) for income taxes. As of December 31, 2022 and 2021, the Company has not recorded any material penalties related to its income tax positions. See note 9.

Per Share Information

Basic net income (loss), per common share, excludes dilution and is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. For the years ended December 31, 2022, 2021 and 2020, diluted net income (loss), per common share, is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period, plus any potential dilutive common share equivalents, including shares issuable upon the vesting of restricted stock units as determined under the treasury stock method and (2) conversion of the Company's previously outstanding 6.875% Mandatory Convertible Preferred Stock, Series A, par value \$0.01 per share ("6.875% Convertible Preferred Stock"), as applicable, as determined under the if-converted method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

A reconciliation of the numerators and denominators of the basic and diluted per share computations is shown in the table below.

| | Years Ended December 31, | | |
|---|--------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Income (loss) from continuing operations | \$ 1,675 | \$ 1,158 | \$ 1,056 |
| Dividends/distributions on preferred stock | — | — | (57) |
| Income (loss) from continuing operations attributable to CCI common stockholders for basic and diluted computations | \$ 1,675 | \$ 1,158 | \$ 999 |
| Income (loss) from discontinued operations, net of tax | \$ — | \$ (62) | \$ — |
| Net income (loss) attributable to CCI common stockholders | \$ 1,675 | \$ 1,096 | \$ 999 |
| Weighted-average number of common shares outstanding (in millions): | | | |
| Basic weighted-average number of common stock outstanding | 433 | 432 | 423 |
| Effect of assumed dilution from potential issuance of common shares relating to RSUs | 1 | 2 | 2 |
| Diluted weighted-average number of common shares outstanding | 434 | 434 | 425 |
| Net income (loss) attributable to CCI common stockholders, per common share: | | | |
| Income (loss) from continuing operations, basic | \$ 3.87 | \$ 2.68 | \$ 2.36 |
| Income (loss) from discontinued operations, basic | — | (0.14) | — |
| Net income (loss) attributable to CCI common stockholders—basic | \$ 3.87 | \$ 2.54 | \$ 2.36 |
| Income (loss) from continuing operations, diluted | \$ 3.86 | \$ 2.67 | \$ 2.35 |
| Income (loss) from discontinued operations, diluted | — | (0.14) | — |
| Net income (loss) attributable to CCI common stockholders—diluted | \$ 3.86 | \$ 2.53 | \$ 2.35 |
| Dividends/distributions declared per share of common stock | \$ 5.98 | \$ 5.46 | \$ 4.93 |

For the year ended December 31, 2020, 14 million common share equivalents related to the Company's previously outstanding 6.875% Convertible Preferred Stock were excluded from the dilutive common shares, because the impact of the conversion of such preferred stock would be anti-dilutive based on the Company's common stock price at the end of each respective year. See note 10 for further discussion of the Company's previously outstanding 6.875% Convertible Preferred Stock.

Fair Values

The Company's assets and liabilities recorded at fair value are categorized based upon a fair value hierarchy that ranks the quality and reliability of the information used to determine fair value. The three levels of the fair value hierarchy are (1) Level 1 — quoted prices (unadjusted) in active and accessible markets, (2) Level 2 — observable prices that are based on inputs not quoted in active markets but corroborated by market data, and (3) Level 3 — unobservable inputs and are not corroborated by market data. The Company evaluates fair value hierarchy level classifications quarterly, and transfers between levels are effective at the end of the quarterly period.

The fair values of cash and cash equivalents and restricted cash approximate the carrying values. The Company determines the fair value of its debt securities based on indicative, non-binding quotes from brokers. Quotes from brokers require judgment and are based on the brokers' interpretation of market information, including implied credit spreads for similar borrowings on recent trades or bid/ask prices or quotes from active markets if available. There were no changes since December 31, 2021 in the Company's valuation techniques used to measure fair values. See note 8 for a further discussion of fair values.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

Recently Adopted Accounting Pronouncements

No accounting pronouncements adopted during the year ended December 31, 2022 had a material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

No new accounting pronouncements issued but not yet adopted are expected to have a material impact on the Company's consolidated financial statements.

3. Revenues

The following table is a summary of the contracted amounts owed to the Company by tenants pursuant to tenant contracts in effect as of December 31, 2022. As of December 31, 2022, the weighted-average remaining term of tenant contracts was approximately six years, exclusive of renewals exercisable at the tenant's option.

| | Years Ending December 31, | | | | | Thereafter | Total |
|-----------------------------------|---------------------------|----------|----------|----------|----------|------------|-----------|
| | 2023 | 2024 | 2025 | 2026 | 2027 | | |
| Contracted amounts ^(a) | \$ 4,832 | \$ 4,408 | \$ 4,073 | \$ 3,976 | \$ 3,929 | \$ 18,981 | \$ 40,199 |

(a) Based on the nature of the contract, tenant contracts are accounted for pursuant to relevant lease accounting (ASC 842) or revenue accounting (ASC 606) guidance. Excludes amounts related to services, as those contracts generally have a duration of one year or less.

See notes 2 and 13 for further discussion regarding the Company's lessor arrangements and note 14 for further information regarding the Company's operating segments.

4. Property and Equipment

The major classes of property and equipment are summarized in the table below.

| | Estimated Useful Lives | As of December 31, | |
|---|------------------------|--------------------|-----------|
| | | 2022 | 2021 |
| Land ^(a) | — | \$ 2,339 | \$ 2,256 |
| Buildings | 40 years | 221 | 218 |
| Communications infrastructure assets | 1-20 years | 24,353 | 23,286 |
| Information technology assets and other | 2-7 years | 652 | 587 |
| Construction in process | — | 913 | 853 |
| Total gross property and equipment | | 28,478 | 27,200 |
| Less: accumulated depreciation | | (13,071) | (11,937) |
| Total property and equipment, net | | \$ 15,407 | \$ 15,263 |

(a) Includes land owned through fee interests and perpetual easements.

Depreciation expense for each of the years ended December 31, 2022, 2021 and 2020 was \$1.2 billion.

22% of the Company's towers are leased or subleased or operated and managed under a master lease or other related agreements with AT&T for a weighted-average initial term of approximately 28 years, weighted based on towers site rental gross margin. The Company has the option to purchase the leased and subleased towers from AT&T at the end of the respective lease or sublease terms for aggregate option payments of approximately \$4.2 billion, which payments, if such option is exercised, would be due between 2032 and 2048.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

31% of the Company's towers are leased or subleased or operated and managed under master leases, subleases, or other agreements with T-Mobile (including those which T-Mobile assumed in its merger with Sprint). Approximately half of such towers have an initial term of 32 years (through May 2037), and the Company has the option to purchase in 2037 all (but not less than all) of such leased and subleased towers from T-Mobile for approximately \$2.3 billion. The remainder of such towers have a weighted-average initial term of approximately 28 years, weighted based on towers site rental gross margin, and the Company has the option to purchase such towers from T-Mobile at the end of the respective terms for aggregate option payments of approximately \$2.0 billion, which payments, if such option is exercised, would be due between 2035 and 2049. In addition, another 1% of the Company's towers under master leases, subleases, or other agreements with T-Mobile are subject to a lease and sublease or other related arrangements with AT&T. The Company has the option to purchase these towers from AT&T at the end of their respective lease terms for aggregate option payments of up to approximately \$405 million, which payments, if such option is exercised, would be due prior to 2032 (less than \$10 million would be due before 2025).

See note 13 for further discussion of finance leases recorded as "Property and equipment, net" on the Company's consolidated balance sheet.

5. Goodwill and Intangible Assets

Goodwill

The carrying value of goodwill was \$10.1 billion for each of the years ended December 31, 2022 and 2021. Additions due to acquisitions during the period were \$7 million.

Intangible Assets

The following is a summary of the Company's intangible assets.

| | As of December 31, 2022 | | | As of December 31, 2021 | | |
|--|-------------------------|--------------------------|-----------------|-------------------------|--------------------------|-----------------|
| | Gross Carrying Value | Accumulated Amortization | Net Book Value | Gross Carrying Value | Accumulated Amortization | Net Book Value |
| Site rental contracts and tenant relationships | \$ 7,850 | \$ (4,315) | \$ 3,535 | \$ 7,854 | \$ (3,872) | \$ 3,982 |
| Other intangible assets | 143 | (82) | 61 | 143 | (79) | 64 |
| Total | \$ 7,993 | \$ (4,397) | \$ 3,596 | \$ 7,997 | \$ (3,951) | \$ 4,046 |

Amortization expense related to intangible assets is classified as "Depreciation, amortization and accretion" on the Company's consolidated statement of operations and comprehensive income (loss) and was \$446 million, \$444 million, and \$439 million for the years ended December 31, 2022, 2021 and 2020, respectively.

The estimated annual amortization expense related to intangible assets for the years ending December 31, 2023 to 2027 is as follows:

| | Years Ending December 31, | | | | |
|-------------------------------|---------------------------|--------|--------|--------|--------|
| | 2023 | 2024 | 2025 | 2026 | 2027 |
| Estimated annual amortization | \$ 446 | \$ 396 | \$ 375 | \$ 370 | \$ 287 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

6. Other Liabilities

Other long-term liabilities

The following is a summary of the components of "Other long-term liabilities" as presented on the Company's consolidated balance sheet. See also note 2.

| | As of December 31, | |
|---------------------------------|--------------------|-----------------|
| | 2022 | 2021 |
| Deferred rental revenues | \$ 1,337 | \$ 1,568 |
| Deferred credits, net | 261 | 311 |
| Asset retirement obligation | 327 | 269 |
| Deferred income tax liabilities | 18 | 14 |
| Other long-term liabilities | 7 | 6 |
| Total | <u>\$ 1,950</u> | <u>\$ 2,168</u> |

Pursuant to its ground lease, easement, leased facility, and certain pole attachment agreements, the Company has the obligation to perform certain asset retirement activities, including requirements upon contract termination to remove communications infrastructure or remediate the space on which its communications infrastructure is located. The changes in the carrying amount of the Company's asset retirement obligations were as follows:

| | Years Ending December 31, | |
|--------------------------------------|---------------------------|---------------|
| | 2022 | 2021 |
| Balance, January 1 | \$ 269 | \$ 259 |
| Additions | 4 | 9 |
| Accretion expense | 20 | 20 |
| Revision in estimates ^(a) | 37 | (16) |
| Settlements | (3) | (3) |
| Balance, December 31 | <u>\$ 327</u> | <u>\$ 269</u> |

(a) Primarily relates to (1) increases in estimated undiscounted cash flows and (2) adjustments to estimated settlement dates for the years ending December 31, 2022 and 2021, respectively, for certain asset retirement obligations and is offset against the associated asset retirement costs recorded within "Property and equipment, net" on the Company's consolidated balance sheet.

As of December 31, 2022, the estimated undiscounted future cash outlay for asset retirement obligations was approximately \$1.1 billion. See note 2.

For the years ended December 31, 2022, 2021 and 2020, the Company recognized \$49 million, \$54 million and \$58 million, respectively, in "Site rental revenues" related to the amortization of below-market tenant leases. The estimated annual amounts related to below-market tenant leases expected to be amortized into site rental revenues for the years ending December 31, 2023 to 2027 are as follows:

| | Years Ending December 31, | | | | |
|----------------------------|---------------------------|-------|-------|-------|-------|
| | 2023 | 2024 | 2025 | 2026 | 2027 |
| Below-market tenant leases | \$ 45 | \$ 41 | \$ 33 | \$ 25 | \$ 20 |

Other accrued liabilities

Other accrued liabilities included accrued payroll and other accrued compensation of \$210 million and \$192 million as of December 31, 2022 and 2021, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

7. Debt and Other Obligations

See note 17 for a discussion of the Company's issuance of the January 2023 Senior Notes (as defined in note 17) and the use of the net proceeds therefrom.

The table below sets forth the Company's debt and other obligations as of December 31, 2022.

| | Original Issue Date | Contractual Maturity Date | Outstanding Balance as of December 31, | | Stated Interest Rate as of December 31, |
|--|------------------------|---------------------------|--|------------------|---|
| | | | 2022 | 2021 | 2022 ^(a) |
| 3.849% Secured Notes | Dec. 2012 | Apr. 2023 | \$ — | \$ 998 | N/A |
| Secured Notes, Series 2009-1, Class A-2 | July 2009 | Aug. 2029 | 47 | 53 | 9.0 % |
| Tower Revenue Notes, Series 2018-1 | July 2018 | July 2043 | — | 249 | N/A |
| Tower Revenue Notes, Series 2015-2 | May 2015 | May 2045 ^(b) | 698 | 696 | 3.7 % |
| Tower Revenue Notes, Series 2018-2 | July 2018 | July 2048 ^(b) | 745 | 744 | 4.2 % |
| Finance leases and other obligations | Various ^(c) | Various ^(c) | 246 | 242 | Various ^(c) |
| Total secured debt | | | 1,736 | 2,982 | |
| 2016 Revolver | Jan. 2016 | July 2027 | 1,305 ^(d) | 665 | 5.5 % ^(e) |
| 2016 Term Loan A | Jan. 2016 | July 2027 | 1,192 | 1,222 | 5.5 % ^(e) |
| Commercial Paper Notes | Various ^(f) | Various ^(f) | 1,241 | 265 | 5.2 % |
| 3.150% Senior Notes | Jan. 2018 | July 2023 | 749 | 747 | 3.2 % |
| 3.200% Senior Notes | Aug. 2017 | Sept. 2024 | 748 | 747 | 3.2 % |
| 1.350% Senior Notes | June 2020 | July 2025 | 497 | 496 | 1.4 % |
| 4.450% Senior Notes | Feb. 2016 | Feb. 2026 | 896 | 895 | 4.5 % |
| 3.700% Senior Notes | May 2016 | June 2026 | 747 | 746 | 3.7 % |
| 1.050% Senior Notes | Feb. 2021 | July 2026 | 992 | 990 | 1.1 % |
| 4.000% Senior Notes | Feb. 2017 | Mar. 2027 | 497 | 496 | 4.0 % |
| 2.900% Senior Notes | Mar. 2022 | Mar. 2027 | 742 | — | 2.9 % |
| 3.650% Senior Notes | Aug. 2017 | Sept. 2027 | 996 | 995 | 3.7 % |
| 3.800% Senior Notes | Jan. 2018 | Feb. 2028 | 993 | 992 | 3.8 % |
| 4.300% Senior Notes | Feb. 2019 | Feb. 2029 | 594 | 593 | 4.3 % |
| 3.100% Senior Notes | Aug. 2019 | Nov. 2029 | 545 | 545 | 3.1 % |
| 3.300% Senior Notes | Apr. 2020 | July 2030 | 739 | 738 | 3.3 % |
| 2.250% Senior Notes | June 2020 | Jan. 2031 | 1,090 | 1,089 | 2.3 % |
| 2.100% Senior Notes | Feb. 2021 | Apr. 2031 | 989 | 988 | 2.1 % |
| 2.500% Senior Notes | June 2021 | July 2031 | 742 | 741 | 2.5 % |
| 2.900% Senior Notes | Feb. 2021 | Apr. 2041 | 1,233 | 1,233 | 2.9 % |
| 4.750% Senior Notes | May 2017 | May 2047 | 344 | 344 | 4.8 % |
| 5.200% Senior Notes | Feb. 2019 | Feb. 2049 | 396 | 395 | 5.2 % |
| 4.000% Senior Notes | Aug. 2019 | Nov. 2049 | 346 | 345 | 4.0 % |
| 4.150% Senior Notes | Apr. 2020 | July 2050 | 490 | 490 | 4.2 % |
| 3.250% Senior Notes | June 2020 | Jan. 2051 | 890 | 890 | 3.3 % |
| Total unsecured debt | | | \$ 19,993 | \$ 17,647 | |
| Total debt and other obligations | | | \$ 21,729 | \$ 20,629 | |
| Less: current maturities of debt and other obligations | | | \$ 819 | \$ 72 | |
| Non-current portion of debt and other long-term obligations | | | \$ 20,910 | \$ 20,557 | |

(a) Represents the weighted-average stated interest rate.

(b) If the Tower Revenue Notes, Series 2015-2 and Series 2018-2 (collectively, "Tower Revenue Notes") are not paid in full on or prior to an applicable anticipated repayment date, then Excess Cash Flow (as defined in the indenture governing the terms of such notes) of the issuers of such notes will be used to repay principal of the applicable series and class of the Tower Revenue Notes, and additional interest (of an additional approximately 5% per annum) will accrue on the respective Tower Revenue Notes. As of December 31, 2022, the Tower Revenue Notes, Series 2015-2 and 2018-2 have principal amounts of \$700 million and \$750 million, with anticipated repayment dates in 2025 and 2028, respectively.

(c) The Company's finance leases and other obligations relate to land, fiber, vehicles, and other assets and bear interest rates ranging up to 10% and mature in periods ranging from less than one year to approximately 25 years.

(d) As of December 31, 2022, the undrawn availability under the senior unsecured revolving credit facility ("2016 Revolver") was \$5.7 billion.

(e) Both the 2016 Revolver and senior unsecured term loan A facility ("2016 Term Loan A" and, collectively, "2016 Credit Facility") bear interest, at the Company's option, at either (1) Term SOFR plus (i) a credit spread adjustment of 0.10% per annum and (ii) a credit spread ranging from 0.875% to 1.750% per annum or (2) an alternate base rate plus a credit spread ranging from 0.000% to 0.750% per annum, in each case, with the applicable credit spread based on the Company's senior unsecured debt rating. The Company pays a commitment fee ranging from 0.080% to 0.300%, based on the Company's senior unsecured debt rating, per annum on the undrawn available amount under the 2016 Revolver. See further discussion below regarding potential adjustments to such percentages.

(f) The maturities of the Commercial Paper Notes, as defined below, when outstanding, may vary but may not exceed 397 days from the date of issuance.

The credit agreement governing the Company's 2016 Credit Facility ("2016 Credit Agreement") contains financial maintenance covenants. The Company is currently in compliance with these financial maintenance covenants, and based upon current expectations, the Company believes it will continue to comply with its financial maintenance covenants. In addition, certain of the Company's debt agreements also contain restrictive covenants that place restrictions on CCI or its subsidiaries and may limit the Company's ability to, among other things, incur additional debt and liens, purchase the Company's securities, make capital expenditures, dispose of assets, undertake transactions with affiliates, make other investments, pay dividends or distribute excess cash flow.

Bank Debt

2016 Credit Facility. In January 2016, the Company established the 2016 Credit Facility, which was originally comprised of (1) a \$2.5 billion 2016 Revolver maturing in January 2021, (2) a \$2.0 billion 2016 Term Loan A maturing in January 2021 and (3) a \$1.0 billion senior unsecured 364-day revolving credit facility ("364-Day Facility") maturing in January 2017. The Company used the net proceeds from the 2016 Credit Facility (1) to repay the then outstanding senior credit facility originally established in January 2012 and (2) for general corporate purposes. In February 2016, the Company used a portion of the net proceeds from the February 2016 Senior Notes (as defined below) offering to repay in full all outstanding borrowings under the then outstanding 364-Day Facility.

In February 2017, the Company entered into an amendment to the 2016 Credit Facility to (1) incur additional term loans in an aggregate principal amount of \$500 million and (2) extend the maturity of both the 2016 Term Loan A and the 2016 Revolver to January 2022.

In August 2017, the Company entered into an amendment to the 2016 Credit Facility to (1) increase commitments on the 2016 Revolver to \$3.5 billion, and (2) extend the maturity of the 2016 Credit Facility to August 2022.

In June 2018, the Company entered into an amendment to the 2016 Credit Facility to (1) increase commitments on the 2016 Revolver to \$4.25 billion, and (2) extend the maturity of the 2016 Credit Facility to June 2023.

In June 2019, the Company entered into an amendment to the 2016 Credit Facility to (1) increase commitments on the 2016 Revolver to \$5.0 billion, and (2) extend the maturity of the 2016 Credit Facility to June 2024.

In June 2021, the Company entered into an amendment to the 2016 Credit Agreement that provided for, among other things, (1) the extension of the maturity date of the 2016 Credit Facility to June 2026, (2) reductions to the interest rate spread ("Spread") and unused commitment fee ("Commitment Fee") percentage upon meeting specified annual sustainability targets ("Targets") and increases to the Spread and Commitment Fee percentage upon the failure to meet specified annual sustainability thresholds ("Thresholds") and (3) the inclusion of "hardwired" LIBOR transition provisions consistent with those published by the Alternative Reference Rate Committee. The Spread and Commitment Fee are subject to an upward adjustment of up to 0.05% and 0.01%, respectively, if the Company fails to achieve the Thresholds. The Spread and Commitment Fee are subject to a downward adjustment of up to 0.05% and 0.01%, respectively, if the Company achieves the Targets. In January 2022, the Company submitted the required documentation and received confirmation from its administrative agent that all Targets were met as of December 31, 2021, and, as such, the Spread and Commitment Fee percentages were reduced for 2022.

In July 2022, the Company entered into an amendment to the 2016 Credit Agreement that provided for, among other things, (1) the extension of the maturity date of the 2016 Credit Facility to July 2027, (2) an increase to the commitments on the 2016 Revolver to \$7.0 billion, (3) certain modifications to the specified sustainability metric and (4) the replacement of the LIBOR pricing benchmark with a Term SOFR pricing benchmark.

In January 2023, the Company submitted the required documentation and received confirmation from its administrative agent that all Targets were met as of December 31, 2022, and, as such, the Spread and Commitment Fee percentage reductions applied in January 2022 were maintained for 2023.

Commercial Paper Program. In April 2019, the Company established a commercial paper program ("CP Program"), pursuant to which the Company may issue short-term, unsecured commercial paper notes ("Commercial Paper Notes"). Commercial Paper Notes may be issued, repaid and re-issued from time to time, with an aggregate principal amount of Commercial Paper Notes outstanding under the CP Program at any time originally not to exceed \$1.0 billion. The net proceeds of the Commercial Paper Notes are expected to be used for general corporate purposes. The maturities of the Commercial Paper Notes, when outstanding, may vary but may not exceed 397 days from the date of issue. The Commercial Paper Notes are issued under customary terms in the commercial paper market and are issued at a discount from par or, alternatively, can be issued at par and bear varying interest rates on a fixed or floating basis. At any point in time, the Company intends to maintain available commitments under its 2016 Revolver in an amount at least equal to the amount of Commercial Paper Notes outstanding. While any outstanding commercial paper issuances generally have short-term maturities, the Company classifies the outstanding issuances as long-term based on its ability and intent to refinance the outstanding issuances on a long-term basis.

In March 2022, the Company increased the size of the CP Program to permit the issuance of Commercial Paper Notes in an aggregate principal amount not to exceed \$2.0 billion at any time outstanding. As of December 31, 2022, the Company had net issuances of \$1.2 billion under the CP Program.

Securitized Debt

The Tower Revenue Notes and the Secured Notes, Series 2009-1, Class A-2 ("2009 Securitized Notes") (collectively, "Securitized Debt") are obligations of special purpose entities and their direct and indirect subsidiaries (each an "issuer"), all of which are wholly-owned, indirect subsidiaries of CCI. The Tower Revenue Notes and 2009 Securitized Notes are governed by separate indentures. The 2015 Tower Revenue Notes and 2018 Tower Revenue Notes (each as defined below) are governed by one indenture and consist of multiple series of notes, each with its own anticipated repayment date.

In May 2015, the Company issued \$1.0 billion aggregate principal amount of Senior Secured Tower Revenue Notes ("2015 Tower Revenue Notes"), which were issued pursuant to the existing indenture and have similar terms and security as the Company's then outstanding Tower Revenue Notes. The 2015 Tower Revenue Notes originally consisted of (1) \$300 million aggregate principal amount of 3.222% senior secured tower revenue notes with an anticipated repayment date of May 2022 and a final maturity date of May 2042 ("Series 2015-1 Notes") and (2) \$700 million aggregate principal amount of 3.663% senior secured tower revenue notes with an anticipated repayment date of May 2025 and a final maturity date of May 2045 ("Series 2015-2 Notes"). The Company primarily used the net proceeds of the 2015 Tower Revenue Notes, together with proceeds received from the Company's sale of the formerly 77.6% owned subsidiary that operated towers in Australia ("CCAL"), to (1) repay \$250 million aggregate principal amount of previously outstanding August 2010 Tower Revenue Notes, (2) repay all of the then outstanding WCP Secured Wireless Site Contracts Revenue Notes, Series 2010-1 ("WCP Securitized Notes"), (3) repay portions of outstanding borrowings under the 2012 Credit Facility and (4) pay related fees and expenses. In June 2021, the Company used a portion of the net proceeds from the June 2021 Senior Notes (as defined below) offering to repay in whole the Series 2015-1 Notes.

In July 2018, the Company issued \$1.0 billion aggregate principal amount of Senior Secured Tower Revenue Notes ("2018 Tower Revenue Notes"), which were issued pursuant to the existing indenture and have similar terms and security as the Company's existing Tower Revenue Notes. The 2018 Tower Revenue Notes originally consisted of (1) \$250 million aggregate principal amount of 3.720% senior secured tower revenue notes with an anticipated repayment date of July 2023 and a final maturity of July 2043 ("Series 2018-1 Notes") and (2) \$750 million aggregate principal amount of 4.241% senior secured tower revenue notes with an anticipated repayment date of July 2028 and a final maturity of July 2048 ("Series 2018-2 Notes"). The Company used the net proceeds of the 2018 Tower Revenue Notes, together with cash on hand, to repay all of the previously outstanding Tower Revenue Notes, Series 2010-6 and to pay related fees and expenses. In addition to the 2018 Tower Revenue Notes described above, in connection with Exchange Act risk retention requirements ("Risk Retention Rules"), an indirect subsidiary of the Company issued and a majority-owned affiliate of the Company purchased approximately \$53 million of the Senior Secured Tower Revenue Notes, Series 2018-1, Class R-2028 to retain an eligible horizontal residual interest (as defined in the Risk Retention Rules) in an amount equal to at least 5% of the fair value of the 2018 Tower Revenue Notes. In March 2022, the Company prepaid the Series 2018-1 Notes.

The Securitized Debt is paid solely from the cash flows generated by the operation of the towers held directly and indirectly by the issuers of the respective Securitized Debt. The Securitized Debt is secured by, among other things, (1) a security interest in substantially all of the applicable issuers' assignable personal property, (2) a pledge of the equity interests in each applicable issuer and (3) a security interest in the applicable issuers' leases with tenants to lease tower space (space licenses). The governing instruments of two indirect subsidiaries ("Crown Atlantic" and "Crown GT") of the issuers of the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

Tower Revenue Notes generally prevent them from issuing debt and granting liens on their assets without the approval of a subsidiary of Verizon Communications. Consequently, while distributions paid by Crown Atlantic and Crown GT will service the Tower Revenue Notes, the Tower Revenue Notes are not obligations of, nor are the Tower Revenue Notes secured by the cash flows or any other assets of, Crown Atlantic and Crown GT. As of December 31, 2022, the Securitized Debt was collateralized with personal property and equipment with an aggregate net book value of approximately \$813 million, exclusive of Crown Atlantic and Crown GT personal property and equipment.

The excess cash flows from the issuers of the Securitized Debt, after the payment of principal, interest, reserves, expenses and management fees, are distributed to the Company in accordance with the terms of the indentures. If the Debt Service Coverage Ratio ("DSCR") (as defined in the applicable governing loan agreement) as of the end of any calendar quarter falls to a certain level, then all excess cash flow of the issuers of the applicable debt instrument will be deposited into a reserve account instead of being released to the Company. The funds in the reserve account will not be released to the Company until the DSCR exceeds a certain level for two consecutive calendar quarters. If the DSCR falls below a certain level as of the end of any calendar quarter, then all cash on deposit in the reserve account along with future excess cash flows of the issuers will be applied to prepay the debt with applicable prepayment consideration.

The Company may repay the Securitized Debt in whole or in part at any time, provided in each case that such prepayment is accompanied by any applicable prepayment consideration. The Securitized Debt has covenants and restrictions customary for rated securitizations, including provisions prohibiting the issuers from incurring additional indebtedness or further encumbering their assets.

Bonds—Senior Notes

In March 2022, the Company issued \$750 million aggregate principal amount of 2.900% senior unsecured notes due March 2027 ("March 2022 Senior Notes"). The Company used the net proceeds from the March 2022 Senior Notes offering to repay a portion of the outstanding indebtedness under the CP Program and pay related fees and expenses.

In June 2021, the Company issued \$750 million aggregate principal amount of 2.500% senior unsecured notes due July 2031 ("June 2021 Senior Notes"). In June 2021, the Company used a portion of the net proceeds from the June 2021 Senior Notes offering (1) to repay outstanding Commercial Paper Notes and (2) for general corporate purposes. In July 2021, the Company used a portion of the net proceeds to repay in full the previously outstanding Series 2015-1 Notes.

In February 2021, the Company issued \$3.25 billion aggregate principal amount of senior unsecured notes ("February 2021 Senior Notes"), which consisted of (1) \$1.0 billion aggregate principal amount of 1.050% senior unsecured notes due July 2026, (2) \$1.0 billion aggregate principal amount of 2.100% senior unsecured notes due April 2031 and (3) \$1.25 billion aggregate principal amount of 2.900% senior unsecured notes due April 2041. The Company used the net proceeds from the February 2021 Senior Notes offering to (1) redeem all of the outstanding 5.250% Senior Notes, (2) repay a portion of the outstanding Commercial Paper Notes and (3) repay a portion of outstanding borrowings under the 2016 Term Loan A.

In April 2020, the Company issued \$1.25 billion aggregate principal amount of senior unsecured notes ("April 2020 Senior Notes"), which consisted of (1) \$750 million aggregate principal amount of 3.300% senior unsecured notes due July 2030 and (2) \$500 million aggregate principal amount of 4.150% senior unsecured notes due July 2050. The Company used the net proceeds of the April 2020 Senior Notes offering to repay outstanding borrowings under the 2016 Revolver.

In June 2020, the Company issued \$2.5 billion aggregate principal amount of senior unsecured notes ("June 2020 Senior Notes"), which consisted of (1) \$500 million aggregate principal amount of 1.350% senior unsecured notes due July 2025, (2) \$1.1 billion aggregate principal amount of 2.250% senior unsecured notes due January 2031 and (3) \$900 million aggregate principal amount of 3.250% senior unsecured notes due January 2051. The Company used the net proceeds of the June 2020 Senior Notes offering, together with available cash, to redeem all of the previously outstanding 3.400% Senior Notes, 2.250% Senior Notes and 4.875% Senior Notes.

In February 2019, the Company issued \$1.0 billion aggregate principal amount of senior unsecured notes ("February 2019 Senior Notes"), which consisted of (1) \$600 million aggregate principal amount of 4.300% senior unsecured notes due February 2029 and (2) \$400 million aggregate principal amount of 5.200% senior unsecured notes due February 2049. The Company used the net proceeds of the February 2019 Senior Notes offering to repay a portion of the outstanding borrowings under the 2016 Revolver.

In August 2019, the Company issued \$900 million aggregate principal amount of senior unsecured notes ("August 2019 Senior Notes"), which consisted of (1) \$550 million aggregate principal amount of 3.100% senior unsecured notes due

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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November 2029 and (2) \$350 million aggregate principal amount of 4.000% senior unsecured notes due November 2049. The Company used the net proceeds of the August 2019 Senior Notes offering to repay outstanding borrowings under the 2016 Revolver and the CP Program.

In January 2018, the Company issued \$750 million aggregate principal amount of 3.150% senior unsecured notes due July 2023 and \$1.0 billion aggregate principal amount of 3.800% senior unsecured notes due February 2028 (collectively, "January 2018 Senior Notes"). The Company used the net proceeds of the January 2018 Senior Notes offering to repay (1) in full the previously outstanding January 2010 Tower Revenue Notes and (2) a portion of the outstanding borrowings under the 2016 Revolver.

In February 2017, the Company issued \$500 million aggregate principal amount of 4.000% senior unsecured notes due March 2027 ("4.000% Senior Notes"). The Company used the net proceeds from the 4.000% Senior Notes offering to repay a portion of the outstanding borrowings under the 2016 Revolver.

In May 2017, the Company issued \$350 million aggregate principal amount of 4.750% senior unsecured notes due May 2047 ("4.750% Senior Notes"). The Company used the net proceeds from the 4.750% Senior Notes offering to partially fund the 2017 acquisition of Wilcon Holdings LLC and to repay a portion of the outstanding borrowings under the 2016 Revolver.

In August 2017, the Company issued \$1.75 billion aggregate principal amount of senior unsecured notes ("August 2017 Senior Notes"), which consisted of (1) \$750 million aggregate principal amount of 3.200% senior unsecured notes due September 2024 ("3.200% Senior Notes") and (2) \$1.0 billion aggregate principal amount of 3.650% senior unsecured notes due September 2027 ("3.650% Senior Notes"). The Company used the net proceeds from the August 2017 Senior Notes offering to partially fund the 2017 acquisition of LTS Group Holdings LLC and pay related fees and expenses.

In February 2016, the Company issued \$1.5 billion aggregate principal amount of senior unsecured notes ("February 2016 Senior Notes"), which consisted of (1) the previously outstanding \$600 million aggregate principal amount of 3.400% senior notes due February 2021 ("3.400% Senior Notes") and (2) \$900 million aggregate principal amount of 4.450% senior unsecured notes due February 2026 ("4.450% Senior Notes"). The Company used the net proceeds from the February 2016 Senior Notes offering, together with cash on hand, to (1) repay in full all outstanding borrowings under the then outstanding 364-Day Facility and (2) repay \$500 million of outstanding borrowings under the 2016 Revolver.

In May 2016, the Company issued \$1.0 billion aggregate principal amount of senior unsecured notes ("May 2016 Senior Notes"), which consisted of (1) the previously outstanding \$250 million aggregate principal amount of additional 3.400% Senior Notes pursuant to the same indenture as the 3.400% Senior Notes issued in the February 2016 Senior Notes offering and (2) \$750 million aggregate principal amount of 3.700% senior unsecured notes due June 2026 ("3.700% Senior Notes"). The Company used the net proceeds from the May 2016 Senior Notes offering to repay in full the previously outstanding Tower Revenue Notes, Series 2010-2 and Series 2010-5, each issued by certain of its subsidiaries, and to repay a portion of the outstanding borrowings under the 2016 Revolver.

Each of the 3.700% Senior Notes, 4.450% Senior Notes, August 2017 Senior Notes, 4.750% Senior Notes, 4.000% Senior Notes, January 2018 Senior Notes, August 2019 Senior Notes, February 2019 Senior Notes, June 2020 Senior Notes, April 2020 Senior Notes, June 2021 Senior Notes, February 2021 Senior Notes and March 2022 Senior Notes (collectively, "Senior Notes") are senior unsecured obligations of the Company and rank equally with all of the Company's existing and future senior unsecured indebtedness, including obligations under the 2016 Credit Facility, and senior to all of the Company's future subordinated indebtedness. The Senior Notes are structurally subordinated to all existing and future liabilities and obligations of the Company's subsidiaries. The Company's subsidiaries are not guarantors of the Senior Notes.

The Company may redeem any of the Senior Notes in whole or in part at any time at a price equal to 100% of the principal amount to be redeemed, plus a make whole premium, if applicable, and accrued and unpaid interest, if any, to the date of redemption.

Previously Outstanding Indebtedness

Bonds—Secured Notes. In March 2022, the Company redeemed in full the previously outstanding 3.849% secured notes due 2023 ("3.849% Secured Notes").

See above for information about the Company's recent redemptions and repayments of debt.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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Scheduled Principal Payments and Final Maturities

The following are the scheduled principal payments and final maturities of the total debt and other long-term obligations of the Company outstanding as of December 31, 2022, which do not consider the principal payments that will commence following the anticipated repayment dates on the Tower Revenue Notes. If the Tower Revenue Notes are not paid in full on or prior to their respective anticipated repayment dates, as applicable, then the Excess Cash Flow (as defined in the indenture) of the issuers of such notes will be used to repay principal of the applicable series and class of the Tower Revenue Notes and additional interest (of an additional approximately 5% per annum) will accrue on the Tower Revenue Notes.

| | Years Ending December 31, | | | | | Thereafter | Total Cash Obligations | Unamortized Adjustments, Net | Total Debt and Other Obligations Outstanding |
|---|---------------------------|--------|--------|----------|----------|------------|------------------------|------------------------------|--|
| | 2023 | 2024 | 2025 | 2026 | 2027 | | | | |
| Scheduled principal payments and final maturities | \$ 2,060 ^(a) | \$ 831 | \$ 593 | \$ 2,771 | \$ 4,548 | \$ 11,078 | \$ 21,881 | \$ (152) | \$ 21,729 |

(a) Predominately consists of outstanding indebtedness under the CP Program as discussed above.

Purchases and Redemptions of Long-Term Debt

The following is a summary of the purchases, payments and redemptions of long-term debt during the years ended December 31, 2022, 2021 and 2020.

| | Year Ended December 31, 2022 | | |
|------------------------------------|------------------------------|--------------------------|-------------------------------|
| | Principal Amount | Cash Paid ^(a) | Gains (losses) ^(b) |
| Tower Revenue Notes, Series 2018-1 | \$ 250 | \$ 252 | \$ (3) |
| 3.849% Secured Notes | 1,000 | 1,022 | (23) |
| 2016 Revolver | — | — | (2) |
| Total | <u>\$ 1,250</u> | <u>\$ 1,274</u> | <u>\$ (28)</u> |

(a) Exclusive of accrued interest.

(b) Inclusive of the write-off of the respective deferred financing costs.

| | Year Ended December 31, 2021 | | |
|------------------------------------|------------------------------|--------------------------|-------------------------------|
| | Principal Amount | Cash Paid ^(a) | Gains (losses) ^(b) |
| 5.250% Senior Notes | \$ 1,650 | \$ 1,789 | \$ (143) |
| 2016 Term Loan A | — | — | (1) |
| Tower Revenue Notes, Series 2015-1 | 300 | 300 | (1) |
| Total | <u>\$ 1,950</u> | <u>\$ 2,089</u> | <u>\$ (145)</u> |

(a) Exclusive of accrued interest.

(b) Inclusive of the write-off of the respective deferred financing costs.

| | Year Ended December 31, 2020 | | |
|---------------------|------------------------------|--------------------------|-------------------------------|
| | Principal Amount | Cash Paid ^(a) | Gains (losses) ^(b) |
| 3.400% Senior Notes | \$ 850 | \$ 863 | \$ (13) |
| 2.250% Senior Notes | 700 | 714 | (16) |
| 4.875% Senior Notes | 850 | 913 | (66) |
| Total | <u>\$ 2,400</u> | <u>\$ 2,490</u> | <u>\$ (95)</u> |

(a) Exclusive of accrued interest.

(b) Inclusive of the write-off of the respective deferred financing costs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

8. Fair Value Disclosures

The following table shows the estimated fair values of the Company's financial instruments, along with the carrying amounts of the related assets (liabilities). See also note 2.

| | Level in Fair Value Hierarchy | December 31, 2022 | | December 31, 2021 | |
|--|-------------------------------|-------------------|------------|-------------------|------------|
| | | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Assets: | | | | | |
| Cash and cash equivalents | 1 | \$ 156 | \$ 156 | \$ 292 | \$ 292 |
| Restricted cash, current and non-current | 1 | 171 | 171 | 174 | 174 |
| Liabilities: | | | | | |
| Total debt and other obligations | 2 | 21,729 | 19,554 | 20,629 | 21,588 |

9. Income Taxes

Income (loss) from continuing operations before income taxes by geographic area is summarized in the table below.

| | Years Ended December 31, | | |
|------------------------|--------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Domestic | \$ 1,661 | \$ 1,144 | \$ 1,046 |
| Foreign ^(a) | 30 | 35 | 30 |
| Total | \$ 1,691 | \$ 1,179 | \$ 1,076 |

(a) Inclusive of income (loss) from continuing operations before income taxes from Puerto Rico.

The benefit (provision) for income taxes consists of the following:

| | Years Ended December 31, | | |
|-------------------------------|--------------------------|---------|---------|
| | 2022 | 2021 | 2020 |
| Current: | | | |
| Federal | \$ (6) | \$ (5) | \$ (6) |
| Foreign | (9) | (8) | (6) |
| State | 2 | (4) | (5) |
| Total current | (13) | (17) | (17) |
| Deferred: | | | |
| Foreign | (3) | (4) | (3) |
| Total deferred | (3) | (4) | (3) |
| Total tax benefit (provision) | \$ (16) | \$ (21) | \$ (20) |

A reconciliation between the benefit (provision) for income taxes and the amount computed by applying the federal statutory income tax rate to the income (loss) from continuing operations before income taxes is as follows:

| | Years Ended December 31, | | |
|--|--------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Benefit (provision) for income taxes at statutory rate | \$ (355) | \$ (248) | \$ (225) |
| Tax adjustment related to REIT operations | 349 | 243 | 219 |
| Valuation allowances | (1) | — | — |
| State tax (provision) benefit, net of federal | 2 | (4) | (5) |
| Foreign tax | (11) | (12) | (9) |
| Total | \$ (16) | \$ (21) | \$ (20) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

The components of the net deferred income tax assets and liabilities are as follows:

| | December 31, | |
|---|--------------|--------------|
| | 2022 | 2021 |
| Deferred income tax liabilities: | | |
| Property and equipment | \$ 8 | \$ 7 |
| Deferred site rental receivables | 9 | 8 |
| Total deferred income tax liabilities | 17 | 15 |
| Deferred income tax assets: | | |
| Intangible assets | 1 | 1 |
| Net operating loss carryforwards ^(a) | 12 | 13 |
| Straight-line rent expense liability | 4 | 4 |
| Accrued liabilities | 6 | 6 |
| Other | 4 | 2 |
| Valuation allowances | (2) | — |
| Total deferred income tax assets, net | 25 | 26 |
| Net deferred income tax assets (liabilities) | \$ 8 | \$ 11 |

(a) Balance results from the Company's foreign NOLs. Due to the Company's REIT status, no federal or state NOLs result in the Company recording a deferred income tax asset. See further discussion surrounding the Company's NOL balances below.

The Company operates as a REIT for U.S. federal income tax purposes.

The components of the net deferred income tax assets (liabilities) are as follows:

| Classification | December 31, 2022 | | | December 31, 2021 | | |
|----------------|-------------------|---------------------|-------|-------------------|---------------------|-------|
| | Gross | Valuation Allowance | Net | Gross | Valuation Allowance | Net |
| Federal | \$ 26 | \$ (1) | \$ 25 | \$ 25 | \$ — | \$ 25 |
| State | 1 | — | 1 | 1 | — | 1 |
| Foreign | (17) | (1) | (18) | (15) | — | (15) |
| Total | \$ 10 | \$ (2) | \$ 8 | \$ 11 | \$ — | \$ 11 |

During 2022, the Company recorded valuation allowances totaling \$2 million related to certain deferred tax assets as management believes that it is not "more likely than not" that the Company will realize the assets.

At December 31, 2022, the Company had U.S. federal and state NOLs of approximately \$1.5 billion and \$0.5 billion, respectively, which are available to offset future taxable income. These amounts include approximately \$237 million of losses related to stock-based compensation. The Company also has foreign NOLs of \$32 million. If not utilized, the Company's U.S. federal NOLs expire starting in 2025 and ending in 2036, the state NOLs started expiring in 2022 and end in 2036, and the foreign NOLs expire starting in 2023 and ending in 2036. The utilization of the NOLs is subject to certain limitations. The Company's U.S. federal and state income tax returns generally remain open to examination by taxing authorities until three years after the applicable NOLs have been used or expired.

As of December 31, 2022, there were no unrecognized tax benefits that would impact the effective tax rate, if recognized.

From time to time, the Company is subject to examinations by various tax authorities in jurisdictions in which the Company has business operations. At this time, the Company is not subject to an Internal Revenue Service examination.

On April 26, 2021, the Company entered into an agreement in principle with the Australian Taxation Office ("ATO") to pay A\$83 million to settle the previously disclosed outstanding audit of the Australian tax consequences of the Company's 2015 sale of Crown Castle Australia Holdings Pty Ltd ("CCAL"), formerly a 77.6% owned Australian subsidiary of the Company ("ATO Settlement"). The sale of CCAL generated approximately \$1.2 billion in net proceeds to the Company, and resulted in a gain from the disposal of discontinued operations of \$979 million for the year ended December 31, 2015.

On June 16, 2021, the Company entered into a definitive settlement agreement with the ATO evidencing the ATO Settlement. On July 1, 2021, the Company paid approximately \$62 million (A\$83 million), based on the exchange rate in effect on that date, pursuant to the ATO Settlement. The Company recognized the ATO Settlement as a charge within discontinued

operations in its consolidated statement of operations and comprehensive income (loss) for the year ended December 31, 2021, as this amount represented a reduction to the gain from the disposal of discontinued operations previously reported during the year ended December 31, 2015. The Company reflected the payment pursuant to the ATO Settlement within discontinued operations in the Company's consolidated statement of cash flows for the year ended December 31, 2021.

The Company regularly assesses the likelihood of additional assessments in each of the tax jurisdictions in which it has business operations. The Company has no uncertain tax positions as of December 31, 2022. Additionally, the Company does not believe any such additional assessments arising from other examinations or audits will have a material effect on the Company's financial statements.

As of December 31, 2022, the Company's deferred tax assets are included in "Other assets, net" and the Company's deferred tax liabilities are included in "Other long-term liabilities" on the Company's consolidated balance sheet.

10. Equity

2021 "At-the-Market" Stock Offering Program

In March 2021, the Company established an "at-the-market" stock offering program through which it may issue and sell shares of its common stock having an aggregate gross sales price of up to \$750 million ("2021 ATM Program"). Sales under the 2021 ATM Program may be made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or, subject to the Company's specific instructions, at negotiated prices. The Company intends to use the net proceeds from any sales under the 2021 ATM Program for general corporate purposes, which may include (1) the funding of future acquisitions or investments or (2) the repayment or repurchase of any outstanding indebtedness. The Company has not sold any shares of common stock under the 2021 ATM Program.

Convertible Preferred Stock Conversion

In July and August 2020, all of the approximately 2 million shares of the Company's previously outstanding 6.875% Mandatory Convertible Preferred Stock were converted into approximately 14 million shares of the Company's common stock at a conversion rate (based on the applicable market value of the common stock and subject to certain anti-dilutive adjustments) of 8.8043 shares of common stock per each share of 6.875% Mandatory Convertible Preferred Stock.

Declaration and Payment of Dividends

During the year ended December 31, 2022, the following dividends/distributions were declared or paid:

| Equity Type | Declaration Date | Record Date | Payment Date | Dividends Per Share | Aggregate Payment Amount ^(a) |
|--------------|------------------|--------------------|--------------------|---------------------|---|
| Common Stock | February 8, 2022 | March 15, 2022 | March 31, 2022 | \$ 1.470 | \$ 639 |
| Common Stock | May 10, 2022 | June 15, 2022 | June 30, 2022 | \$ 1.470 | \$ 638 |
| Common Stock | July 25, 2022 | September 15, 2022 | September 30, 2022 | \$ 1.470 | \$ 636 |
| Common Stock | October 20, 2022 | December 15, 2022 | December 30, 2022 | \$ 1.565 | \$ 674 |

(a) Inclusive of dividends accrued for holders of unvested RSUs, which will be paid when and if the RSUs vest.

See also note 17 for a discussion of the Company's common stock dividend declared in February 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

Tax Treatment of Dividends

The following table summarizes, for income tax purposes, the nature of dividends paid during 2022 on the Company's common stock.

| Equity Type | Payment Date | Cash Distribution (per share) | Ordinary Taxable Dividend (per share) | Qualified Taxable Dividend (per share) | Section 199A Dividend (per share) | Non-Taxable Distribution (per share) |
|--------------|--------------------|----------------------------------|--|---|--------------------------------------|--|
| Common Stock | March 31, 2022 | \$ 1.470000 | \$ 0.965086 | \$ 0.015821 | \$ 0.949265 | \$ 0.504914 |
| Common Stock | June 30, 2022 | \$ 1.470000 | \$ 0.965086 | \$ 0.015821 | \$ 0.949265 | \$ 0.504914 |
| Common Stock | September 30, 2022 | \$ 1.470000 | \$ 0.965086 | \$ 0.015821 | \$ 0.949265 | \$ 0.504914 |
| Common Stock | December 30, 2022 | \$ 1.565000 | \$ 1.027456 | \$ 0.016844 | \$ 1.010612 | \$ 0.537544 |

(a) Qualified taxable dividend and section 199A dividend amounts are included in ordinary taxable dividend amounts.

Purchases of the Company's Common Stock

During the years ended December 31, 2022, 2021 and 2020, the Company purchased 0.4 million, 0.4 million and 0.5 million shares of common stock, respectively, utilizing \$65 million, \$70 million and \$76 million in cash, respectively.

11. Stock-based Compensation

Stock Compensation Plans

Pursuant to stockholder approved plans, the Company has granted stock-based awards to certain employees, consultants or non-employee directors of the Company and its subsidiaries or affiliates. Following the stockholder approval of the 2022 Long-Term Incentive Plan ("2022 LTIP"), no further awards can be made under the 2013 Long-Term Incentive Plan ("2013 LTIP"). As of December 31, 2022, the Company had approximately 3 million shares available for issuance under existing awards pursuant to the 2013 LTIP and approximately 13 million shares available for issuance under existing and future awards pursuant to the 2022 LTIP. Of the shares remaining available for future issuance, approximately 2 million shares may be issued pursuant to outstanding RSUs granted under the 2013 LTIP.

Restricted Stock Units

The Company issues RSUs to certain executives and employees. Each RSU represents a contingent right to receive one share of the Company's common stock subject to satisfaction of the applicable vesting terms. The RSUs granted to certain executives and employees include (1) annual performance awards that generally include provisions for forfeiture by the employee if certain market performance of the Company's common stock (as further described below) is not achieved, (2) new hire or promotional awards that generally contain only service-based vesting conditions and (3) other awards related to specific business initiatives or compensation objectives including retention and merger integration. Generally, such awards vest over periods of approximately three years.

The following is a summary of the RSU activity during the year ended December 31, 2022.

| | RSUs (In millions) |
|--------------------------------------|-----------------------|
| Outstanding at the beginning of year | 2 |
| Granted | 1 |
| Vested | (1) |
| Forfeited | — |
| Outstanding at end of year | 2 |

The Company granted approximately one million RSUs to its executives and certain other employees for each of the years ended December 31, 2022, 2021 and 2020. The weighted-average grant-date fair value per share of the grants for the years ended December 31, 2022, 2021 and 2020 was \$146.52, \$155.01 and \$160.78 per share, respectively. The weighted-average requisite service period for the RSUs granted during 2022 was approximately 2.3 years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

Of the approximately one million RSUs granted during the year ended December 31, 2022, (1) approximately 0.7 million RSUs were subject to time-based vesting conditions, vesting over a three-year period and (2) approximately 0.4 million RSUs were granted to the Company's executives and certain other employees and may vest on the third anniversary of the grant date based upon (a) the Company's total stockholder returns (defined as share price appreciation plus the value of dividends paid during the performance period) and (b) the Company's total stockholder return compared to that of the companies in the Standard & Poor's 500 Index. Certain RSU agreements contain provisions that result in forfeiture by the employee of any unvested shares in the event that the Company's common stock does not achieve certain performance targets. To the extent that the requisite service is rendered, compensation cost for accounting purposes is not reversed; rather, it is recognized regardless of whether or not the market performance target is achieved.

The following table summarizes the assumptions used in the Monte Carlo simulation to determine the grant-date fair value for the RSUs with market conditions granted during the years ended December 31, 2022, 2021 and 2020.

| | Years Ended December 31, | | |
|------------------------|--------------------------|-------|-------|
| | 2022 | 2021 | 2020 |
| Risk-free rate | 1.7 % | 0.2 % | 1.4 % |
| Expected volatility | 31 % | 30 % | 19 % |
| Expected dividend rate | 3.0 % | 3.4 % | 3.5 % |

The Company recognized aggregate stock-based compensation expense related to RSUs of \$134 million, \$110 million and \$111 million for the years ended December 31, 2022, 2021 and 2020, respectively. The aggregate unrecognized compensation (net of estimated forfeitures) related to RSUs at December 31, 2022 is \$69 million and is estimated to be recognized over a weighted-average period of less than one year.

The following table is a summary of the RSUs vested during the years ended December 31, 2022, 2021 and 2020.

| Years Ended December 31, | Total Shares Vested | Fair Value on Vesting Date |
|--------------------------|--------------------------------|----------------------------|
| | <i>(In millions of shares)</i> | |
| 2022 | 1 | \$ 187 |
| 2021 | 1 | 199 |
| 2020 | 1 | 220 |

Stock-based Compensation Expense

The following table discloses the components of stock-based compensation expense.

| | Years Ended December 31, | | |
|--|--------------------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| Stock-based compensation expense: | | | |
| Site rental costs of operations | \$ 18 | \$ 14 | \$ 16 |
| Services and other costs of operations | 10 | 8 | 8 |
| Selling, general and administrative expenses | 128 | 109 | 109 |
| Total stock-based compensation expense | <u>\$ 156</u> | <u>\$ 131</u> | <u>\$ 133</u> |

12. Commitments and Contingencies

Durham Lawsuits

The Company has received notices of claims and has been named as one of several defendants in lawsuits stemming from an April 2019 gas leak explosion in Durham, North Carolina, which occurred near an area where the Company's subcontractors were installing fiber. The explosion resulted in two fatalities, physical injuries (some of which were serious), and property damage to surrounding buildings and businesses. Currently, the Company is unable to determine the likelihood of an outcome or estimate a range of possible losses, if any, related to these lawsuits.

Other Matters

The Company is involved in various other claims, assessments, lawsuits or proceedings arising in the ordinary course of business. While there are uncertainties inherent in the ultimate outcome of such other matters and it is impossible to presently determine the ultimate costs or losses that may be incurred, if any, management believes the adverse resolution of such uncertainties and the incurrence of such costs should not have a material adverse effect on the Company's consolidated financial position or results of operations. Additionally, the Company and certain of its subsidiaries are contingently liable for commitments or performance guarantees arising in the ordinary course of business, including certain letters of credit or surety bonds. See note 13 for a discussion of operating lease commitments. In addition, see note 4 for a discussion of the Company's option to purchase approximately 53% of its towers at the end of their respective lease terms. The Company has no obligation to exercise such purchase options.

13. Leases

Lessor Tenant Leases

See note 3 for further information regarding the contractual amounts owed to the Company pursuant to tenant contracts in effect as of December 31, 2022 and other information.

Lessee Operating Leases

The components of the Company's operating lease expense are as follows:

| | Years Ended December 31, | | |
|--|--------------------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| Lease cost: | | | |
| Operating lease expense ^(a) | \$ 660 | \$ 646 | \$ 640 |
| Variable lease expense ^(b) | 175 | 164 | 153 |
| Total lease expense ^(c) | <u>\$ 835</u> | <u>\$ 810</u> | <u>\$ 793</u> |

(a) Represents the Company's operating lease expense related to its ROU assets for the years ended December 31, 2022, 2021 and 2020.

(b) Represents the Company's expense related to contingent payments for operating leases (such as payments based on revenues derived from the communications infrastructure located on the leased asset) for the years ended December 31, 2022, 2021 and 2020. Such contingencies are recognized as expense in the period they are resolved.

(c) Excludes those direct operating expenses accounted for pursuant to accounting guidance outside the scope of ASC 842.

Lessee Finance Leases

The vast majority of the Company's finance leases are related to the towers subject to prepaid master lease agreements with AT&T and T-Mobile (including those which T-Mobile assumed in its merger with Sprint), and are recorded as "Property and equipment, net" on the consolidated balance sheet. See note 4 for further discussion of the Company's prepaid master lease agreements. Finance leases and associated leasehold improvements related to gross property and equipment and accumulated depreciation were \$4.3 billion and \$2.7 billion, respectively, as of December 31, 2022. Finance leases and associated leasehold improvements related to gross property and equipment and accumulated depreciation were \$4.3 billion and \$2.5 billion, respectively, as of December 31, 2021. For the years ended December 31, 2022, 2021 and 2020, the Company recorded \$182 million, \$200 million and \$211 million, respectively, to "Depreciation, amortization and accretion" related to finance leases.

Other Lessee Information

As of December 31, 2022, the Company's weighted-average remaining lease term and weighted-average discount rate for operating leases were 16 years and 3.6%, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

The following table is a summary of the Company's maturities of operating lease liabilities as of December 31, 2022:

| | Years Ending December 31, | | | | | Thereafter | Total undiscounted lease payments | Less: Imputed interest | Total operating lease liabilities |
|---------------------------------|---------------------------|--------|--------|--------|--------|------------|--------------------------------------|---------------------------|--------------------------------------|
| | 2023 | 2024 | 2025 | 2026 | 2027 | | | | |
| Operating leases ^(a) | \$ 568 | \$ 561 | \$ 545 | \$ 538 | \$ 531 | \$ 5,660 | \$ 8,403 | \$ (2,172) | \$ 6,231 |

(a) Excludes the Company's contingent payments for operating leases (such as payments based on revenues derived from the communications infrastructure located on the leased asset) as such arrangements are excluded from the Company's operating lease liability. Such contingencies are recognized as expense in the period they are resolved.

14. Operating Segments and Concentrations of Credit Risk

Operating Segments

The Company's operating segments consist of (1) Towers and (2) Fiber. The Towers segment provides access, including space or capacity, to the Company's more than 40,000 towers geographically dispersed throughout the U.S. The Towers segment also reflects certain ancillary services relating to the Company's towers, predominately consisting of site development services and installation services. The Fiber segment provides access, including space or capacity, to the Company's approximately (1) 120,000 small cells on air or under contract and (2) 85,000 route miles of fiber primarily supporting small cells and fiber solutions geographically dispersed throughout the U.S.

The measurements of profit or loss used by the Company's chief operating decision maker ("CODM") to evaluate the performance of its operating segments are (1) segment site rental gross margin, (2) segment services and other gross margin and (3) segment operating profit. The Company defines segment site rental gross margin as segment site rental revenues less segment site rental costs of operations, excluding stock-based compensation expense and prepaid lease purchase price adjustments recorded in consolidated site rental costs of operations. The Company defines segment services and other gross margin as segment services and other revenues less segment services and other costs of operations, excluding stock-based compensation expense recorded in consolidated services and other costs of operations. The Company defines segment operating profit as segment site rental gross margin plus segment services and other gross margin, and segment other operating (income) expense, less selling, general and administrative expenses attributable to the respective segment. All of these measurements of profit or loss are exclusive of depreciation, amortization and accretion, which are shown separately.

Costs that are directly attributable to Towers and Fiber are assigned to those respective segments. Additionally, certain costs are shared across segments and are reflected in the Company's segment measures through allocations that management believes to be reasonable. The "Other" column (1) represents amounts excluded from specific segments, such as asset write-down charges, acquisition and integration costs, depreciation, amortization and accretion, amortization of prepaid lease purchase price adjustments, interest expense and amortization of deferred financing costs, gains (losses) on retirement of long-term obligations, interest income, other income (expense), income (loss) from discontinued operations, and stock-based compensation expense, and (2) reconciles segment operating profit to income (loss) from continuing operations before income taxes, as the amounts are not utilized in assessing each segment's performance. The "Other" total assets balance includes corporate assets such as cash and cash equivalents which have not been allocated to specific segments. There are no significant revenues resulting from transactions between the Company's operating segments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

| | Year Ended December 31, 2022 | | | Consolidated Total |
|---|------------------------------|-----------|--------|-----------------------|
| | Towers | Fiber | Other | |
| Segment site rental revenues | \$ 4,322 | \$ 1,967 | | \$ 6,289 |
| Segment services and other revenues | 685 | 12 | | 697 |
| Segment revenues | 5,007 | 1,979 | | 6,986 |
| Segment site rental costs of operations | 918 | 650 | | 1,568 |
| Segment services and other costs of operations | 447 | 9 | | 456 |
| Segment costs of operations ^{(a)(b)} | 1,365 | 659 | | 2,024 |
| Segment site rental gross margin | 3,404 | 1,317 | | 4,721 |
| Segment services and other gross margin | 238 | 3 | | 241 |
| Segment selling, general and administrative expenses ^(b) | 115 | 190 | | 305 |
| Segment operating profit (loss) | 3,527 | 1,130 | | 4,657 |
| Other selling, general and administrative expenses ^(b) | | | \$ 317 | 317 |
| Stock-based compensation expense | | | 156 | 156 |
| Depreciation, amortization and accretion | | | 1,707 | 1,707 |
| Interest expense and amortization of deferred financing costs | | | 699 | 699 |
| Other (income) expenses to reconcile to income (loss) from continuing operations before income taxes ^(c) | | | 87 | 87 |
| Income (loss) from continuing operations before income taxes | | | | \$ 1,691 |
| Capital expenditures | \$ 185 | \$ 1,058 | \$ 67 | \$ 1,310 |
| Total assets (at year end) | \$ 22,210 | \$ 16,010 | \$ 701 | \$ 38,921 |
| Total goodwill (at year end) | \$ 5,127 | \$ 4,958 | \$ — | \$ 10,085 |

(a) Exclusive of depreciation, amortization and accretion shown separately.

(b) Segment costs of operations for the year ended December 31, 2022 excludes (1) stock-based compensation expense of \$28 million and (2) prepaid lease purchase price adjustments of \$16 million. For the year ended December 31, 2022, segment selling, general and administrative expenses and other selling, general and administrative expenses exclude stock-based compensation expense of \$128 million.

(c) See consolidated statement of operations and comprehensive income (loss) for further information.

| | Year Ended December 31, 2021 | | | Consolidated Total |
|---|------------------------------|-----------|--------|-----------------------|
| | Towers | Fiber | Other | |
| Segment site rental revenues | \$ 3,804 | \$ 1,915 | | \$ 5,719 |
| Segment services and other revenues | 601 | 20 | | 621 |
| Segment revenues | 4,405 | 1,935 | | 6,340 |
| Segment site rental costs of operations | 889 | 633 | | 1,522 |
| Segment services and other costs of operations | 414 | 17 | | 431 |
| Segment costs of operations ^{(a)(b)} | 1,303 | 650 | | 1,953 |
| Segment site rental gross margin | 2,915 | 1,282 | | 4,197 |
| Segment services and other gross margin | 187 | 3 | | 190 |
| Segment selling, general and administrative expenses ^(b) | 107 | 174 | | 281 |
| Segment operating profit (loss) | 2,995 | 1,111 | | 4,106 |
| Other selling, general and administrative expenses ^(b) | | | \$ 290 | 290 |
| Stock-based compensation expense | | | 131 | 131 |
| Depreciation, amortization and accretion | | | 1,644 | 1,644 |
| Interest expense and amortization of deferred financing costs | | | 657 | 657 |
| Other (income) expenses to reconcile to income (loss) from continuing operations before income taxes ^(c) | | | 205 | 205 |
| Income (loss) from continuing operations before income taxes | | | | \$ 1,179 |
| Capital expenditures | \$ 221 | \$ 956 | \$ 52 | \$ 1,229 |
| Total assets (at year end) | \$ 22,318 | \$ 15,876 | \$ 846 | \$ 39,040 |
| Total goodwill (at year end) | \$ 5,127 | \$ 4,951 | \$ — | \$ 10,078 |

(a) Exclusive of depreciation, amortization and accretion shown separately.

(b) Segment costs of operations for the year ended December 31, 2021 excludes (1) stock-based compensation expense of \$22 million and (2) prepaid lease purchase price adjustments of \$18 million. For the year ended December 31, 2021, segment selling, general and administrative expenses and other selling, general and administrative expenses exclude stock-based compensation expense of \$109 million.

(c) See consolidated statement of operations and comprehensive income (loss) for further information.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

| | Year Ended December 31, 2020 | | | Consolidated Total |
|---|------------------------------|-----------|--------|-----------------------|
| | Towers | Fiber | Other | |
| Segment site rental revenues | \$ 3,497 | \$ 1,823 | | \$ 5,320 |
| Segment services and other revenues | 500 | 20 | | 520 |
| Segment revenues | 3,997 | 1,843 | | 5,840 |
| Segment site rental costs of operations | 866 | 620 | | 1,486 |
| Segment services and other costs of operations | 429 | 12 | | 441 |
| Segment costs of operations ^{(a)(b)} | 1,295 | 632 | | 1,927 |
| Segment site rental gross margin | 2,631 | 1,203 | | 3,834 |
| Segment services and other gross margin | 71 | 8 | | 79 |
| Segment selling, general and administrative expenses ^(b) | 100 | 186 | | 286 |
| Segment other operating (income) expense ^(c) | — | (362) | | (362) |
| Segment operating profit (loss) | 2,602 | 1,387 | | 3,989 |
| Other selling, general and administrative expenses ^(b) | | | \$ 283 | 283 |
| Stock-based compensation expense | | | | 133 |
| Depreciation, amortization and accretion | | | 1,608 | 1,608 |
| Interest expense and amortization of deferred financing costs | | | 689 | 689 |
| Other (income) expenses to reconcile to income (loss) from continuing operations before income taxes ^(d) | | | 200 | 200 |
| Income (loss) from continuing operations before income taxes | | | | \$ 1,076 |
| Capital expenditures | \$ 335 | \$ 1,232 | \$ 57 | \$ 1,624 |
| Total assets (at year end) | \$ 22,242 | \$ 15,746 | \$ 780 | \$ 38,768 |
| Total goodwill (at year end) | \$ 5,127 | \$ 4,951 | \$ — | \$ 10,078 |

(a) Exclusive of depreciation, amortization and accretion shown separately.

(b) Segment costs of operations for the year ended December 31, 2020 excludes (1) stock-based compensation expense of \$24 million and (2) prepaid lease purchase price adjustments of \$18 million. For the year ended December 31, 2020, segment selling, general and administrative expenses and other selling, general and administrative expenses exclude stock-based compensation expense of \$109 million.

(c) See note 15 for further information.

(d) See consolidated statement of operations and comprehensive income (loss) for further information.

Major Tenants

The following table summarizes the percentage of the consolidated revenues for those tenants accounting for more than 10% of the consolidated revenues.

| | Years Ended December 31, | | |
|------------------|--------------------------|------|---------------------|
| | 2022 | 2021 | 2020 ^(a) |
| T-Mobile | 38 % | 35 % | 36 % |
| AT&T | 18 % | 20 % | 22 % |
| Verizon Wireless | 18 % | 20 % | 19 % |
| Total | 74 % | 75 % | 77 % |

(a) For the year ended December 31, 2020, revenues attributable to T-Mobile include revenues previously derived from Sprint. On April 1, 2020, T-Mobile and Sprint announced the completion of their previously disclosed merger.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents, restricted cash and trade receivables. The Company mitigates its risk with respect to cash and cash equivalents by maintaining such deposits at high credit quality financial institutions and monitoring the credit ratings of those institutions. The Company's restricted cash is predominately held and directed by a trustee (see note 2).

The Company derives the largest portion of its revenues from tenants in the wireless industry. The Company also has a concentration in its volume of business with T-Mobile, AT&T and Verizon Wireless or their agents that accounts for a significant portion of the Company's revenues, receivables and deferred site rental receivables. The Company mitigates its concentrations of credit risk with respect to trade receivables by actively monitoring the creditworthiness of its tenants, the use of tenant leases with contractually determinable payment terms or proactive management of past due balances.

15. Other Operating Income

During the fourth quarter of 2020, T-Mobile notified the Company that it was cancelling approximately 5,700 small cells initially contracted with Sprint ("2020 Cancellation") prior to its merger with T-Mobile. The majority of the cancelled small cells were not yet constructed and, upon completion, would have been located at the same locations as other T-Mobile small cells. The 2020 Cancellation resulted in T-Mobile accelerating payment of all contractual rental obligations associated with the approximately 5,700 small cells as well as the payment of capital costs incurred to date.

The Company received approximately \$308 million from T-Mobile pursuant to the 2020 Cancellation, and recognized receipt of this payment as "Other operating income" on its consolidated statement of operations and comprehensive income (loss) for the year ended December 31, 2020.

Additionally, the Company previously received upfront payments from Sprint for certain of the small cells subject to the 2020 Cancellation, which the Company previously recorded as "Deferred revenues" and "Other long-term liabilities" on its consolidated balance sheet. As a result of the 2020 Cancellation, during the fourth quarter of 2020, the Company recognized the unamortized portion of such upfront payments, or approximately \$54 million, as "Other operating income" on its consolidated statement of operations and comprehensive income (loss) for the year ended December 31, 2020.

See also note 2 for a discussion of the Company's separate evaluation and write-off during the year ended December 31, 2020 of property and equipment previously recorded related to the cancelled small cells.

16. Supplemental Cash Flow Information

The following table is a summary of the supplemental cash flow information during the years ended December 31, 2022, 2021 and 2020.

| | Years Ended December 31, | | |
|--|--------------------------|--------|--------|
| | 2022 | 2021 | 2020 |
| Supplemental disclosure of cash flow information: | | | |
| Cash payments related to operating lease liabilities ^(a) | \$ 560 | \$ 550 | \$ 538 |
| Interest paid | 684 | 661 | 653 |
| Income taxes paid | 10 | 20 | 19 |
| Supplemental disclosure of non-cash investing and financing activities: | | | |
| New ROU assets obtained in exchange for operating lease liabilities | 191 | 573 | 627 |
| Increase (decrease) in accounts payable for purchases of property and equipment | (5) | 3 | 27 |
| Purchase of property and equipment under finance leases and installment land purchases | 28 | 25 | 33 |

(a) Excludes the Company's contingent payments pursuant to operating leases, which are recorded as expense in the period such contingencies are resolved.

The reconciliation of cash, cash equivalents, and restricted cash reported within various lines on the consolidated balance sheet to amounts reported in the consolidated statement of cash flows is shown below.

| | As of December 31, | | |
|---|--------------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| Cash and cash equivalents | \$ 156 | \$ 292 | \$ 232 |
| Restricted cash, current | 166 | 169 | 144 |
| Restricted cash reported within other assets, net | 5 | 5 | 5 |
| Cash, cash equivalents and restricted cash | <u>\$ 327</u> | <u>\$ 466</u> | <u>\$ 381</u> |

17. Subsequent Events

Common Stock Dividend

On February 7, 2023, the Company's board of directors declared a quarterly cash dividend of \$1.565 per common share. The quarterly dividend will be payable on March 31, 2023, to common stockholders of record as of March 15, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Tabular dollars in millions, except per share amounts)

January 2023 Senior Notes Offering

On January 11, 2023, the Company issued \$1.0 billion aggregate principal amount of 5.000% senior unsecured notes due July 2028 ("January 2023 Senior Notes"). The Company used the net proceeds from the January 2023 Senior Notes offering to repay a portion of the outstanding indebtedness under the 2016 Revolver and pay related fees and expenses.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures**(a) Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

In connection with the preparation of the 2022 Form 10-K, the Company's management conducted an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act")). Based upon their evaluation, the CEO and CFO concluded that as of December 31, 2022, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including its CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company. Under the supervision and with the participation of the Company's CEO and CFO, management assessed the effectiveness of the Company's internal control over financial reporting based on the framework described in *Internal Control – Integrated Framework* (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2022. Based on the Company's assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2022 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles in the United States of America.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2022 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears in Part II, Item 8 of the 2022 Form 10-K.

(c) Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the most recent fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

(d) Limitations on the Effectiveness of Controls

Because of its inherent limitations, the Company's internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Item 9B. Other Information

On February 23, 2023, the Company filed a Certificate of Correction with the Secretary of State of the State of Delaware, which became effective upon filing, to correct an error contained in the Certificate of Amendment to the Charter filed on May 20, 2022 ("Amendment") in connection with an increase of authorized shares. The Amendment inadvertently included an incorrect number of the Company's total authorized shares of stock and shares of common stock that were previously approved by the board of directors and stockholders.

The foregoing summary description of the Certificate of Correction is qualified in its entirety by reference to the full text of the Certificate of Correction, filed as Exhibit 3.2 hereto, and is incorporated herein by reference.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

N/A

PART III

Item 10. Directors and Executive Officers of the Registrant

The information required to be furnished pursuant to this item will be set forth in the 2023 Proxy Statement and is incorporated herein by reference.

Item 11. Executive Compensation

The information required to be furnished pursuant to this item will be set forth in the 2023 Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required to be furnished pursuant to this item will be set forth in the 2023 Proxy Statement and is incorporated herein by reference.

The following table summarizes information with respect to equity compensation plans under which equity securities of the registrant are authorized for issuance as of December 31, 2022:

| Plan Category ^(a) | Number of securities to be issued upon exercise of outstanding options, warrants and rights <i>(In millions of shares)</i> | Weighted-average exercise price of outstanding options, warrants and rights <i>(In dollars per share)</i> | Number of securities remaining available for future issuance under equity compensation plans <i>(In millions of shares)</i> |
|--|--|--|---|
| Equity compensation plans approved by security holders | — | \$ — | 16 ^(b) |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | — | \$ — | 16 |

(a) See note 11 to the consolidated financial statements for more detailed information regarding the registrant's equity compensation plan.

(b) Represents the 2013 Long-Term Incentive Plan ("2013 LTIP") and the 2022 Long-Term Incentive Plan ("2022 LTIP"). Of the shares remaining available for future issuance, 2 million shares may be issued pursuant to outstanding RSUs granted under the 2013 LTIP. Following the adoption of the 2022 LTIP, no further awards may be granted under the 2013 LTIP.

Item 13. Certain Relationships and Related Transactions

The information required to be furnished pursuant to this item will be set forth in the 2023 Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information required to be furnished pursuant to this item will be set forth in the 2023 Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) Financial Statements:

The list of financial statements filed as part of this report is submitted as a separate section, the index to which is located on page 46.

(a)(2) Financial Statement Schedules:

Schedule II—Valuation and Qualifying Accounts for the years ended December 31, 2022, 2021 and 2020, which is located on page 95.

Schedule III—Schedule of Real Estate and Accumulated Depreciation for the years ended December 31, 2022 and 2021, which is located on page 96.

All other schedules are omitted because they are not applicable or because the required information is contained in the financial statements or notes thereto included in this 2022 Form 10-K.

(a)(3) Exhibits:

Exhibit Index

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|--------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 1.1 | Form of Sales Agreement, dated March 19, 2021, between the Company and each of Barclays Capital Inc., BNP Paribas Securities Corp., BofA Securities, Inc., Citigroup Global Markets Inc., Commerz Markets LLC, Credit Agricole Securities (USA) Inc., Deutsche Bank Securities Inc., Fifth Third Securities, Inc., J.P. Morgan Securities LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, MUFG Securities Americas Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc., SG Americas Securities, LLC, SMBC Nikko Securities America, Inc., TD Securities (USA) LLC, Truist Securities, Inc. and Wells Fargo Securities, LLC | 8-K | 001-16441 | March 19, 2021 | 1.1 |
| 2.1 | Agreement and Plan of Merger by and between Crown Castle International Corp. and Crown Castle REIT Inc., dated September 19, 2014 | 8-K | 001-16441 | September 23, 2014 | 2.1 |
| 2.2 | Stock Purchase Agreement, dated as of April 29, 2015, by and among Quanta Services, Inc., Crown Castle International Corp. and CC SCN Fiber LLC | 10-Q | 001-16441 | May 8, 2015 | 10.5 |
| 2.3 | Agreement for the Sale and Purchase of the Shares of Crown Castle Australia Holdings Pty Ltd, dated May 14, 2015, by and among Crown Castle International Corp., Crown Castle Operating LLC, The Trust Company (Nominees) Limited, Todd International Investments Limited, Oceania Capital Limited, Birdsong Capital Limited, Baytown Investments Limited, Heritage PTC LLC, David Lloyd CCA Limited, Turri Finance Pty Ltd and Turri Bidco Pty Ltd | 10-Q | 001-16441 | August 7, 2015 | 10.2 |
| 2.4 | Agreement and Plan of Merger, dated as of July 18, 2017, by and among Crown Castle International Corp., LTS Group Holdings, LLC, Berkshire Fund VII-A (LTS) Acquisition Partners, Berkshire Fund VIII-A (LTS) Acquisition Partners, LTS Berkshire Fund VII-A Blocker Corporation, LTS Berkshire Fund VIII-A Blocker Corporation, LTS Co-Invest Blocker LLC, LTS Co-Invest Blocker II LLC, LTS Rollover Blocker LLC, LTS BF VII-A Blocker Merger Sub, Inc., LTS BF VIII-A Blocker Merger Sub, Inc., LTS Co-Invest Blocker Merger Sub, Inc., LTS Co-Invest Blocker II Merger Sub, Inc., LTS Rollover Blocker Merger Sub, Inc., LTS Group Holdings Merger Sub, Inc. and BSR LLC, as equityholders' representative | 8-K | 001-16441 | July 19, 2017 | 2.1 |
| 3.1* | Composite Restated Certificate of Incorporation of Crown Castle Inc. | — | — | — | — |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|--------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 3.2* | Certificate of Correction of Restated Certificate of Incorporation of Crown Castle Inc., dated February 23, 2023 | — | — | — | — |
| 3.3 | Amended and Restated By-Laws of Crown Castle Inc., dated August 1, 2022 | 10-Q | 001-16441 | August 5, 2022 | 3.3 |
| 4.1 | Specimen of Common Stock Certificate | 8-K | 001-16441 | December 16, 2014 | 4.2 |
| 4.2 | Indenture, dated as of June 1, 2005, by and among JPMorgan Chase Bank, N.A., as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communications Inc., Crown Castle PT Inc., Crown Communication New York, Inc. and Crown Castle International Corp. de Puerto Rico, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes | 8-K | 001-16441 | June 9, 2005 | 4.1 |
| 4.3 | Indenture Supplement, dated as of September 26, 2006, by and among JPMorgan Chase Bank, N.A., as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc. and Crown Castle International Corp. de Puerto Rico, collectively, as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2005-1 | 8-K | 001-16441 | September 29, 2006 | 10.1 |
| 4.4 | Indenture Supplement, dated as of November 29, 2006, relating to the Senior Secured Tower Revenue Notes, Series 2006-1, by and among The Bank of New York (as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers | 8-K | 001-16441 | December 5, 2006 | 4.1 |
| 4.5 | Indenture Supplement, dated as of January 15, 2010, relating to the Senior Secured Tower Revenue Notes, Series 2010-1, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to J.P. Morgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers | 8-K | 001-16441 | January 20, 2021 | 4.1 |
| 4.6 | Indenture Supplement, dated as of January 15, 2010, relating to the Senior Secured Tower Revenue Notes, Series 2010-2, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers | 8-K | 001-16441 | January 20, 2021 | 4.2 |
| 4.7 | Indenture Supplement, dated as of January 15, 2010, relating to the Senior Secured Tower Revenue Notes, Series 2010-3, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers | 8-K | 001-16441 | January 20, 2021 | 4.3 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|---|---------------------------|-------------|----------------|----------------|
| | | Form | File Number | Date of Filing | |
| 4.8 | Indenture Supplement, dated as of June 30, 2014, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, relating to the Senior Secured Tower Revenue Notes | 8-K | 001-16441 | July 1, 2014 | 4.1 |
| 4.9 | Indenture Supplement, dated as of May 15, 2015, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2015-1 | 8-K | 001-16441 | May 21, 2015 | 4.1 |
| 4.10 | Indenture Supplement, dated as of May 15, 2015, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2015-2 | 8-K | 001-16441 | May 21, 2015 | 4.2 |
| 4.11 | Indenture Supplement, dated as of July 11, 2018, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2018-1, Class C-2023 | 8-K | 001-16441 | July 16, 2018 | 4.1 |
| 4.12 | Indenture Supplement, dated as of July 11, 2018, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2018-2, Class C-2028 | 8-K | 001-16441 | July 16, 2018 | 4.2 |
| 4.13 | Indenture Supplement, dated as of July 11, 2018, by and among The Bank of New York Mellon (as successor to The Bank of New York as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication LLC, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC and Crown Castle MUPA LLC, collectively as Issuers, relating to the Senior Secured Tower Revenue Notes, Series 2018-1, Class R-2028 | 8-K | 001-16441 | July 16, 2018 | 4.3 |
| 4.14 | Indenture dated July 31, 2009, between Pinnacle Towers Acquisition Holdings LLC, GS Savings Inc., GoldenState Towers, LLC, Pinnacle Towers Acquisition LLC, Tower Ventures III, LLC and TVHT, LLC, as Issuers, Global Signal Holdings III, LLC, as Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee, relating to Senior Secured Notes | 8-K | 001-16441 | August 4, 2009 | 4.1 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|-------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 4.15 | Indenture Supplement dated July 31, 2009, between Pinnacle Towers Acquisition Holdings LLC, GS Savings Inc., GoldenState Towers, LLC, Pinnacle Towers Acquisition LLC, Tower Ventures III, LLC and TVHT, LLC, as Issuers, Global Signal Holdings III, LLC, as Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee, relating to Senior Secured Notes, Series 2009-1, Class A-2 | 8-K | 001-16441 | August 4, 2009 | 4.2 |
| 4.16 | Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee | 8-K | 001-16441 | April 15, 2014 | 4.1 |
| 4.17 | Second Supplemental Indenture dated December 15, 2014, between Crown Castle REIT Inc., Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee | 8-K | 001-16441 | December 16, 2014 | 4.5 |
| 4.18 | Third Supplemental Indenture dated December 15, 2014, between Crown Castle REIT Inc., Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee | 8-K | 001-16441 | December 16, 2014 | 4.6 |
| 4.19 | Fourth Supplemental Indenture dated February 8, 2016 between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.400% Senior Notes due 2021 and 4.450% Senior Notes due 2026 | 8-K | 001-16441 | February 8, 2016 | 4.1 |
| 4.20 | Fifth Supplemental Indenture dated May 6, 2016, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.700% Senior Notes due 2026 | 8-K | 001-16441 | May 6, 2016 | 4.1 |
| 4.21 | Seventh Supplemental Indenture dated February 2, 2017, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 4.000% Senior Notes due 2027 | 8-K | 001-16441 | February 2, 2017 | 4.1 |
| 4.22 | Eighth Supplemental Indenture dated May 1, 2017, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 4.750% Senior Notes due 2047 | 8-K | 001-16441 | May 1, 2017 | 4.1 |
| 4.23 | Ninth Supplemental Indenture dated August 1, 2017, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.200% Senior Notes due 2024 and 3.650% Senior Notes due 2027 | 8-K | 001-16441 | August 1, 2017 | 4.1 |
| 4.24 | Tenth Supplemental Indenture dated January 16, 2018, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated April 15, 2014, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.150% Senior Notes due 2023 and 3.800% Senior Notes due 2028 | 8-K | 001-16441 | January 17, 2018 | 4.1 |
| 4.25 | Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee | 8-K | 001-16441 | February 11, 2019 | 4.1 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|-------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 4.26 | First Supplemental Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 4.300% Senior Notes due 2029 and 5.200% Senior Notes due 2049 | 8-K | 001-16441 | February 11, 2019 | 4.2 |
| 4.27 | Second Supplemental Indenture dated August 15, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.100% Senior Notes due 2029 and 4.000% Senior Notes due 2049 | 8-K | 001-16441 | August 15, 2019 | 4.1 |
| 4.28 | Third Supplemental Indenture dated April 3, 2020, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 3.300% Senior Notes due 2030 and 4.150% Senior Notes due 2050 | 8-K | 001-16441 | April 3, 2020 | 4.1 |
| 4.29 | Fourth Supplemental Indenture dated June 15, 2020, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 1.350% Senior Notes due 2025, 2.250% Senior Notes due 2031 and 3.250% Senior Notes due 2051 | 8-K | 001-16441 | June 15, 2020 | 4.1 |
| 4.30 | Fifth Supplemental Indenture, dated February 16, 2021, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 1.050% Senior Notes due 2026, 2.100% Senior Notes due 2031 and 2.900% Senior Notes due 2041 | 8-K | 001-16441 | February 16, 2021 | 4.1 |
| 4.31 | Sixth Supplemental Indenture dated June 29, 2021, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to 2.500% Senior Notes due 2031 | 8-K | 001-16441 | June 29, 2021 | 4.1 |
| 4.32 | Seventh Supplemental Indenture dated March 4, 2022, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between Crown Castle International Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 2.900% Senior Notes due 2027 | 8-K | 001-16441 | March 4, 2022 | 4.1 |
| 4.33 | Eighth Supplemental Indenture dated January 11, 2023, between Crown Castle Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, to the Indenture dated February 11, 2019, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee | 8-K | 001-16441 | January 11, 2023 | 4.1 |
| 4.34* | Description of the Company's Common Stock | — | — | — | — |
| 10.1† | Amended and Restated Severance Agreement between Crown Castle International Corp. and Jay A. Brown, effective as of June 1, 2016 | 8-K | 001-16441 | February 24, 2016 | 10.3 |
| 10.2† | Form of Severance Agreement between Crown Castle International Corp. and Philip M. Kelley | 8-K | 001-16441 | July 15, 2008 | 10.1 |
| 10.3† | Form of Amendment to Severance Agreement between Crown Castle International Corp. and certain senior officers, including Philip M. Kelley, effective April 6, 2009 | 8-K | 001-16441 | April 8, 2009 | 10.2 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|--------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 10.4† | Form of Amendment to Severance Agreement between Crown Castle International Corp. and certain executive officers, including Philip M. Kelley | 8-K | 001-16441 | February 24, 2016 | 10.5 |
| 10.5† | Form of Severance Agreement between Crown Castle International Corp. and each of Daniel K. Schlanger, Michael J. Kavanagh, Christopher D. Levandos, Catherine Piche, Laura Nichol and Edward B. Adams, Jr. | 10-K | 001-16441 | February 22, 2016 | 10.47 |
| 10.6† | Crown Castle International Corp. 2013 Long-Term Incentive Plan | DEF 14A | 001-16441 | April 8, 2013 | App. A |
| 10.7† | First Amendment to Crown Castle International Corp. 2013 Long-Term Incentive Plan, as amended | 10-Q | 001-16441 | August 4, 2016 | 10.1 |
| 10.8† | Amendment to Crown Castle International Corp. 2013 Long-Term Incentive Plan, as amended | 8-K | 001-16441 | May 20, 2022 | 10.3 |
| 10.9† | Form of 2013 Long-Term Incentive Plan Restricted Stock Units Agreement (effective as of February 21, 2018) | 8-K | 001-16441 | February 27, 2018 | 10.2 |
| 10.10† | Crown Castle International Corp. 2022 Long-Term Incentive Plan | DEF 14A | 001-16441 | April 4, 2022 | App. A |
| 10.11†* | First Amendment to Crown Castle International Corp. 2022 Long-Term Incentive Plan | — | — | — | — |
| 10.12† | Form of Restricted Stock Unit Agreement for 2022 Long-Term Incentive Plan (effective May 19, 2022) | 8-K | 001-16441 | May 20, 2022 | 10.2 |
| 10.13†* | Form of Restricted Stock Unit Agreement for 2022 Long-Term Incentive Plan (effective August 1, 2022) | — | — | — | — |
| 10.14† | Amended and Restated Crown Castle International Corp. Extended Service Separation Program | 10-K | 001-16441 | February 22, 2022 | 10.11 |
| 10.15† | Crown Castle International Corp. 2022 EMT Annual Incentive Plan | 8-K | 001-16441 | October 20, 2021 | 10.1 |
| 10.16† | Crown Castle Inc. 2023 EMT Annual Incentive Plan | 8-K | 001-16441 | October 19, 2022 | 10.1 |
| 10.17 | Global Lease Agreement dated March 31, 1999 between Crown Atlantic Company, LLC and Cellco Partnership | 8-K | 000-24737 | April 12, 1999 | 99.6 |
| 10.18 | Agreement to Sublease dated June 1, 1999 by and among BellSouth Mobility Inc., BellSouth Telecommunications Inc., the Transferring Entities (as defined therein), Crown Castle International Corp. and Crown Castle South Inc. | 8-K | 000-24737 | June 9, 1999 | 99.1 |
| 10.19 | Sublease dated June 1, 1999 by and among BellSouth Mobility Inc., Certain BMI Affiliates, Crown Castle International Corp. and Crown Castle South Inc. | 8-K | 000-24737 | June 9, 1999 | 99.3 |
| 10.20 | Agreement to Sublease dated August 1, 1999 by and among BellSouth Personal Communications, Inc., BellSouth Carolinas PCS, L.P., Crown Castle International Corp. and Crown Castle South Inc. | 10-K | 000-24737 | March 30, 2000 | 2.7 |
| 10.21 | Sublease dated August 1, 1999 by and among BellSouth Personal Communications, Inc., BellSouth Carolinas PCS, L.P., Crown Castle International Corp. and Crown Castle South Inc. | 10-K | 000-24737 | March 30, 2000 | 2.8 |
| 10.22 | Management Agreement, dated as of June 8, 2005, by and among Crown Castle USA Inc., as Manager, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle GT Holding Sub LLC and Crown Castle Atlantic LLC, collectively as Owners | 8-K | 001-16441 | June 9, 2005 | 10.1 |
| 10.23 | Series 2005-1 Management Agreement Amendment, dated September 26, 2006, by and among Crown Castle USA Inc., as Manager, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle GT Holding Sub LLC and Crown Castle Atlantic LLC, collectively, as Owners | 8-K | 001-16441 | September 29, 2006 | 10.2 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|--|---------------------------|-------------|------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 10.24 | Joinder and Amendment to Management Agreement, dated as of November 29, 2006, by and among Crown Castle USA Inc., as Manager, and Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc., Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC, Crown Castle MUPA LLC, Crown Castle GT Holding Sub LLC and Crown Castle Atlantic LLC, collectively as Owners | 8-K | 001-16441 | December 5, 2006 | 10.1 |
| 10.25 | Cash Management Agreement, dated as of June 8, 2005, by and among Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc. and Crown Castle International Corp. de Puerto Rico, as Issuers, JPMorgan Chase Bank, N.A., as Indenture Trustee, Crown Castle USA Inc., as Manager, Crown Castle GT Holding Sub LLC, as Member of Crown Castle GT Company LLC, and Crown Castle Atlantic LLC, as Member of Crown Atlantic Company LLC | 8-K | 001-16441 | June 9, 2005 | 10.2 |
| 10.26 | Joinder to Cash Management Agreement, dated as of November 29, 2006, by and among Crown Castle Towers LLC, Crown Castle South LLC, Crown Communication Inc., Crown Castle PT Inc., Crown Communication New York, Inc. and Crown Castle International Corp. de Puerto Rico, Crown Castle Towers 05 LLC, Crown Castle PR LLC, Crown Castle MU LLC, Crown Castle MUPA LLC, as Issuers, The Bank of New York (as successor to JPMorgan Chase Bank, N.A.), as Indenture Trustee, Crown Castle USA Inc., as Manager, Crown Castle GT Holding Sub LLC, as Member of Crown Castle GT Company LLC, and Crown Castle Atlantic LLC, as Member of Crown Atlantic Company LLC | 8-K | 001-16441 | December 5, 2006 | 10.2 |
| 10.27 | Servicing Agreement, dated as of June 8, 2005, by and among Midland Loan Services, Inc., as Servicer, and JPMorgan Chase Bank, N.A., as Indenture Trustee | 8-K | 001-16441 | June 9, 2005 | 10.3 |
| 10.28 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC One LLC, as lessor, Sprint Telephony PCS L.P., as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.1 |
| 10.29 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC Two LLC, as lessor, SprintCom, Inc., as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.2 |
| 10.30 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC Three LLC, as lessor, American PCS Communications, LLC, as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.3 |
| 10.31 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC Four LLC, as lessor, PhillieCo, L.P., as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.4 |
| 10.32 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC Five LLC, as lessor, Sprint Spectrum L.P., as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.5 |
| 10.33 | Master Lease and Sublease, dated as of May 26, 2005, by and among STC Six Company, Sprint Spectrum L.P., as Sprint Collocator, Global Signal Acquisitions II LLC, as lessee, and Global Signal Inc. | 8-K | 001-32168 | May 27, 2005 | 10.6 |
| 10.34 | Management Agreement, dated as of July 31, 2009, by and among Crown Castle USA Inc., as Manager, and Pinnacle Towers Acquisition Holdings LLC, and the direct and indirect subsidiaries of Pinnacle Towers Acquisition Holdings LLC, collectively, as Owners | 8-K | 001-16441 | August 4, 2009 | 10.1 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|---|---------------------------|-------------|-------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 10.35 | Cash Management Agreement, dated as of July 31, 2009, by and among Pinnacle Towers Acquisition Holdings LLC, Pinnacle Towers Acquisition LLC, GS Savings Inc., GoldenState Towers, LLC, Tower Ventures III, LLC and TVHT, LLC, as Issuers, The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee, and Crown Castle USA Inc., as Manager | 8-K | 001-16441 | August 4, 2009 | 10.2 |
| 10.36 | Servicing Agreement, dated as of July 31, 2009, by and among Midland Loan Services, Inc., as Servicer, and The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee | 8-K | 001-16441 | August 4, 2009 | 10.3 |
| 10.37 | Management Agreement, dated as of December 24, 2012, by and among Crown Castle USA Inc., as Manager, and CC Holdings GS V LLC, Global Signal Acquisitions LLC, Global Signal Acquisitions II LLC, Pinnacle Towers LLC and the direct and indirect subsidiaries of Pinnacle Towers LLC, collectively, as Owners | 8-K | 001-16441 | December 28, 2012 | 10.1 |
| 10.38 | Master Prepaid Lease, dated as of November 30, 2012, by and among T-Mobile USA Tower LLC, T-Mobile West Tower LLC, T-Mobile USA, Inc. and CCTMO LLC | 10-K | 001-16441 | February 12, 2013 | 10.40 |
| 10.39 | MPL Site Master Lease Agreement, dated as of November 30, 2012, by and among T-Mobile Central LLC, T-Mobile South LLC, Powertel/Memphis, Inc., VoiceStream Pittsburgh, L.P., T-Mobile West LLC, T-Mobile Northeast LLC, Wireless Alliance, LLC, SunCom Wireless Operating Company, L.L.C., T-Mobile USA, Inc. and CCTMO LLC | 10-K | 001-16441 | February 12, 2013 | 10.41 |
| 10.40 | Sale Site Master Lease Agreement, dated as of November 30, 2012, by and among T-Mobile Central LLC, T-Mobile South LLC, Powertel/Memphis, Inc., VoiceStream Pittsburgh, L.P., T-Mobile West LLC, T-Mobile Northeast LLC, Wireless Alliance, LLC, SunCom Wireless Operating Company, L.L.C., T-Mobile USA, Inc., T3 Tower 1 LLC and T3 Tower 2 LLC | 10-K | 001-16441 | February 12, 2013 | 10.42 |
| 10.41 | Management Agreement, dated as of November 30, 2012, by and among SunCom Wireless Operating Company, L.L.C., Cook Inlet/V5 GSM IV PCS Holdings, LLC, T-Mobile Central LLC, T-Mobile South LLC, Powertel/Memphis, Inc., VoiceStream Pittsburgh, L.P., T-Mobile West LLC, T-Mobile Northeast LLC, Wireless Alliance, LLC, SunCom Wireless Property Company, L.L.C., T-Mobile USA Tower LLC, T-Mobile West Tower LLC, CCTMO LLC, T3 Tower 1 LLC and T3 Tower 2 LLC | 10-K | 001-16441 | February 12, 2013 | 10.43 |
| 10.42 | Master Agreement dated as of October 18, 2013, among AT&T Inc. and Crown Castle International Corp. | 8-K | 001-16441 | October 21, 2013 | 10.1 |
| 10.43 | Master Prepaid Lease, dated as of December 16, 2013, by and among CCATT LLC, AT&T Mobility LLC and the AT&T Lessors party thereto | 10-K | 001-16441 | February 24, 2014 | 10.49 |
| 10.44 | MPL Site Master Lease Agreement, dated as of December 16, 2013, by and among CCATT LLC, AT&T Mobility LLC and the AT&T Collocators party thereto | 10-K | 001-16441 | February 24, 2014 | 10.50 |
| 10.45 | Sale Site Master Lease Agreement, dated as of December 16, 2013, by and among AT&T Mobility LLC, the AT&T Collocators party thereto and the Tower Operators party thereto | 10-K | 001-16441 | February 24, 2014 | 10.51 |
| 10.46 | Management Agreement, dated as of December 16, 2013, by and among CCATT LLC, the Sale Site Subsidiaries party thereto, the AT&T Newcos party thereto and the AT&T Contributors party thereto | 10-K | 001-16441 | February 24, 2014 | 10.52 |
| 10.47 | Credit Agreement dated as of January 21, 2016, among Crown Castle International Corp., the lenders and issuing banks party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | January 22, 2016 | 10.1 |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|---|---------------------------|-------------|-------------------|----------------|
| | | Form | File Number | Date of Filing | |
| 10.48 | Amendment No. 1 dated as of February 13, 2017, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | February 13, 2017 | 10.1 |
| 10.49 | Amendment No. 2 dated as of August 29, 2017, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | August 29, 2017 | 10.1 |
| 10.50 | Amendment No. 3 dated as of June 14, 2018, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | June 14, 2018 | 10.1 |
| 10.51 | Amendment No. 4 dated as of March 20, 2019, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | March 20, 2019 | 10.1 |
| 10.52 | Amendment No. 5 dated as of June 21, 2019, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | June 21, 2019 | 10.1 |
| 10.53 | Amendment No. 6 dated as of June 18, 2021, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | June 22, 2021 | 10.1 |
| 10.54 | Amendment No. 7 dated as of July 8, 2022, among Crown Castle International Corp., the lenders and issuing banks party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, to the Credit Agreement dated as of January 21, 2016, by and among Crown Castle International Corp., the lenders and issuing banks from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent | 8-K | 001-16441 | July 8, 2022 | 10.1 |
| 10.55 | Form of Dealer Agreement among Crown Castle International Corp. and the Dealer party thereto | 8-K | 001-16441 | April 8, 2019 | 10.1 |
| 21* | Schedule of Subsidiaries of Crown Castle Inc. | — | — | — | — |
| 23.1* | Consent of PricewaterhouseCoopers LLP | — | — | — | — |
| 24* | Power of Attorney (included on signature page of this annual report) | — | — | — | — |
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 | — | — | — | — |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 | — | — | — | — |
| 32.1** | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002 | — | — | — | — |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Exhibit Number |
|----------------|---|---------------------------|-------------|----------------|----------------|
| | | Form | File Number | Date of Filing | |
| 101* | The following financial statements from Crown Castle Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022, formatted in Inline XBRL: (i) Consolidated Balance Sheet, (ii) Consolidated Statement of Operations and Comprehensive Income (Loss), (iii) Consolidated Statement of Cash Flows, (iv) Consolidated Statement of Equity, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags | — | — | — | — |
| 104* | The cover page from Crown Castle Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022, formatted in Inline XBRL | — | — | — | — |

* Filed herewith.

** Furnished herewith.

† Indicates management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary

N/A

CROWN CASTLE INC. AND SUBSIDIARIES
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(In millions of dollars)

| | Balance at Beginning of Year | Additions | Deductions | Balance at End of Year |
|--|------------------------------|-----------------------|-------------|------------------------|
| | | Charged to Operations | Written Off | |
| Allowance for Doubtful Accounts Receivable: | | | | |
| 2022 | \$ 17 | \$ 8 | \$ (6) | \$ 19 |
| 2021 | \$ 17 | \$ 5 | \$ (5) | \$ 17 |
| 2020 | \$ 18 | \$ 4 | \$ (5) | \$ 17 |

| | Balance at Beginning of Year | Additions | Deductions | Balance at End of Year |
|--|------------------------------|-----------------------|------------------------|------------------------|
| | | Charged to Operations | Credited to Operations | |
| Deferred Tax Valuation Allowance: | | | | |
| 2022 | \$ — | \$ 2 | \$ — | \$ 2 |
| 2021 | \$ — | \$ — | \$ — | \$ — |
| 2020 | \$ — | \$ — | \$ — | \$ — |

CROWN CASTLE INC. AND SUBSIDIARIES

SCHEDULE III—SCHEDULE OF REAL ESTATE AND ACCUMULATED DEPRECIATION

YEARS ENDED DECEMBER 31, 2022 AND 2021

(In millions of dollars)

| Description | Encumbrances | Initial Cost to Company | Cost Capitalized Subsequent to Acquisition | Gross Amount Carried at Close of Current Period | Accumulated Depreciation at Close of Current Period | Date of Construction | Date Acquired | Life on Which Depreciation in Latest Income Statement is Computed |
|--|-------------------------|-------------------------|--|---|---|----------------------|---------------|---|
| Communications infrastructure ^(a) | \$ 1,742 ^(b) | (c) | (c) | \$ 27,936 | \$ (12,649) | Various | Various | Up to 20 years |

- (a) Includes (1) more than 40,000 towers, (2) approximately 120,000 small cells on air or under contract and (3) approximately 85,000 route miles of fiber. No single asset exceeds 5% of the aggregate gross amounts at which the assets were carried at the close of the period set forth in the table above.
- (b) Encumbrances are reported at face value, without contemplating the effect of deferred financing costs, discounts or premiums. Certain of the Company's debt is secured by (1) a security interest in substantially all of the applicable issuers' assignable personal property, (2) a pledge of the equity interests in each applicable issuer and (3) a security interest in the applicable issuers' leases with tenants to lease tower space (space licenses).
- (c) The Company has omitted this information, as it would be impracticable to compile such information on an asset-by-asset basis.

| | 2022 | 2021 |
|---|-----------|-----------|
| Gross amount at beginning | \$ 26,679 | \$ 25,441 |
| Additions during period: | | |
| Acquisitions through foreclosure | — | — |
| Other acquisitions ^(a) | 32 | 75 |
| Communications infrastructure construction and improvements | 1,138 | 1,047 |
| Purchase of land interests | 53 | 66 |
| Sustaining capital expenditures | 52 | 69 |
| Other ^(b) | 127 | 32 |
| Total additions | 1,402 | 1,289 |
| Deductions during period: | | |
| Cost of real estate sold or disposed | (145) | (51) |
| Other | — | — |
| Total deductions | (145) | (51) |
| Balance at end | \$ 27,936 | \$ 26,679 |

- (a) Includes acquisitions of communications infrastructure.
- (b) Predominately relates to (1) the purchase of property and equipment under finance leases and installment land purchases and (2) asset retirement obligations.

| | 2022 | 2021 |
|---|-------------|-------------|
| Gross amount of accumulated depreciation at beginning | \$ (11,582) | \$ (10,478) |
| Additions during period: | | |
| Depreciation | (1,181) | (1,137) |
| Total additions | (1,181) | (1,137) |
| Deductions during period: | | |
| Amount for assets sold or disposed | 105 | 25 |
| Other | 9 | 8 |
| Total deductions | 114 | 33 |
| Balance at end | \$ (12,649) | \$ (11,582) |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this 2022 Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on this 24th day of February, 2023.

CROWN CASTLE INC.

By: _____ /s/ DANIEL K. SCHLANGER
Daniel K. Schlanger
Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay A. Brown and Edward B. Adams, Jr. and each of them, as his or her true and lawful attorneys-in-fact and agents with full power of substitution and re-substitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all documents relating to the 2022 Form 10-K, including any and all amendments and supplements thereto, for the year ended December 31, 2022 and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, this 2022 Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities indicated below on this 24th day of February, 2023.

| <u>Name</u> | <u>Title</u> |
|---|---|
| /s/ JAY A. BROWN <hr/> Jay A. Brown | President, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ DANIEL K. SCHLANGER <hr/> Daniel K. Schlanger | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ ROBERT S. COLLINS <hr/> Robert S. Collins | Vice President and Controller (Principal Accounting Officer) |
| /s/ P. ROBERT BARTOLO <hr/> P. Robert Bartolo | Chair of the Board of Directors |
| /s/ CINDY CHRISTY <hr/> Cindy Christy | Director |
| /s/ ARI Q. FITZGERALD <hr/> Ari Q. Fitzgerald | Director |
| /s/ ANDREA J. GOLDSMITH <hr/> Andrea J. Goldsmith | Director |
| /s/ TAMMY K. JONES <hr/> Tammy K. Jones | Director |
| /s/ ANTHONY J. MELONE <hr/> Anthony J. Melone | Director |
| /s/ W. BENJAMIN MORELAND <hr/> W. Benjamin Moreland | Director |
| /s/ KEVIN A. STEPHENS <hr/> Kevin A. Stephens | Director |
| /s/ MATTHEW THORNTON III <hr/> Matthew Thornton III | Director |

COMPOSITE
RESTATED CERTIFICATE OF INCORPORATION
OF
CROWN CASTLE INC.

(giving effect to all amendments through February 23, 2023)¹

The present name of the corporation is Crown Castle International Corp. The corporation was incorporated under the name “Crown Castle REIT Inc.” by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on May 27, 2014, which certificate was amended and restated on December 15, 2014 (such certificate, as subsequently amended, the “Amended and Restated Certificate of Incorporation”). This Restated Certificate of Incorporation of the corporation only restates and integrates and does not further amend the provisions of the corporation’s Amended and Restated Certificate of Incorporation as theretofore amended or supplemented, and there is no discrepancy between the provisions of the Amended and Restated Certificate of Incorporation as theretofore amended and supplemented and the provisions of this Restated Certificate of Incorporation. This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware. The Amended and Restated Certificate of Incorporation of the corporation is hereby integrated and restated to read in its entirety as follows:

ARTICLE I

Name

The name of the corporation (which is hereinafter referred to as the “Corporation”) is:

Crown Castle Inc.

ARTICLE II

Address

The address of the Corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

ARTICLE III

Purpose

The purpose of the Corporation shall be to engage in any lawful act or activity (including, without limitation or obligation, engaging in such lawful acts or activities which are necessary, appropriate or desirable to qualify for taxation under Sections 856 through 860, or any successor sections, of the Code (as defined in Article IV, Section C), as a “real estate investment trust” (hereinafter referred to as a “REIT”)) for which corporations may be organized and

¹ Reflects the provisions of the Corporation's Restated Certificate of Incorporation, dated July 20, 2017, and all amendments and corrections thereto filed with the Secretary of State of the State of Delaware on or prior to February 23, 2023, but is not an amendment and/or restatement thereof.

incorporated under the General Corporation Law of the State of Delaware (hereinafter referred to as the “DGCL”).

ARTICLE IV

Capitalization

The total number of shares of stock which the Corporation shall have authority to issue is one billion two hundred twenty million (1,220,000,000), consisting of twenty million (20,000,000) shares of Preferred Stock, par value \$0.01 per share (hereinafter referred to as “Preferred Stock”), and one billion two hundred million (1,200,000,000) shares of Common Stock, par value \$0.01 per share (hereinafter referred to as “Common Stock”).

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

A. Undesignated Preferred Stock. The undesignated Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (hereinafter referred to as the “Board of Directors”) is hereby authorized to provide for the issuance of shares of Preferred Stock in series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

1. The designation of the series, which may be by distinguishing number, letter or title.
2. The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding).
3. The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative.
4. Dates at which dividends, if any, shall be payable.
5. The redemption rights and price or prices, if any, for shares of the series.
6. The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.
7. The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.
8. Whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments

thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made.

9. Restrictions on the issuance of shares of the same series or of any other class or series.

10. The voting rights, if any, of the holders of shares of the series.

B. Common Stock.

1. **General.** The holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the stockholders. The holders of the shares of Common Stock shall at all times, except as otherwise provided in this Amended and Restated Certificate of Incorporation or as required by applicable law, vote together with the holders of any other class or series of stock of the Corporation accorded such general voting rights, as one class.

Notwithstanding the foregoing, except as otherwise required by applicable law, the holders of shares of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation (including any Preferred Stock Designation) or pursuant to the DGCL.

2. **Liquidation, Dissolution or Winding Up.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment of all preferential amounts required to be paid to the holders of Preferred Stock, the holders of shares of Common Stock then outstanding shall share ratably in any distribution of the remaining assets and funds of the Corporation.

C. Restrictions on Transfer and Ownership of Shares of Stock.

1. **Definitions.** For the purpose of this Article IV, Section C, the following terms shall have the following meanings (unless otherwise specified, references to sections shall be to the sections of this Article IV, Section C):

Aggregate Stock Ownership Limit. The term “Aggregate Stock Ownership Limit” shall mean 9.8 percent in value of the aggregate of the outstanding shares of Capital Stock, or such other percentage determined by the Board of Directors in accordance with Section 2(8).

Beneficial Ownership. The term “Beneficial Ownership” shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 544 of the Code, as modified by Section 856(h) of the Code. The terms “Beneficial Owner,” “Beneficially Owns” and “Beneficially Owned” shall have the correlative meanings.

Business Day. The term “Business Day” shall mean any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York City are authorized or required by law, regulation or executive order to close.

Capital Stock. The term “Capital Stock” shall mean all classes or series of stock of the Corporation, including, without limitation, Common Stock and Preferred Stock.

Charitable Beneficiary. The term “Charitable Beneficiary” shall mean one or more beneficiaries of the Trust as determined pursuant to Section 3(6), provided that each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Code. The term “Code” shall mean the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder, all as from time to time in effect, or any successor law, regulations and rulings, and any reference to any statutory, regulatory or ruling provision shall be deemed to be a reference to any successor statutory, regulatory or ruling provision.

Common Stock Ownership Limit. The term “Common Stock Ownership Limit” shall mean 9.8 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding shares of Common Stock, or such other percentage determined by the Board of Directors in accordance with Section 2(8).

Constructive Ownership. The term “Constructive Ownership” shall mean ownership of Capital Stock by a Person, whether the interest in the shares of Capital Stock is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms “Constructive Owner,” “Constructively Owns,” “Constructively Owning” and “Constructively Owned” shall have the correlative meanings.

Excepted Holder. The term “Excepted Holder” shall mean a Person for whom an Excepted Holder Limit is created by this Article IV, Section C or by the Board of Directors pursuant to Section 2(8).

Excepted Holder Limit. The term “Excepted Holder Limit” shall mean, provided that the affected Excepted Holder agrees to comply with the requirements established by the Board of Directors for such Excepted Holder pursuant to Section 2(8) and subject to adjustment pursuant to Section 2(8), the percentage limit established by the Board of Directors pursuant to Section 2(8).

Exchange Act. The term “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended.

Initial Date. The term “Initial Date” shall mean the effective time of the merger of Crown Castle International Corp. with and into the Corporation pursuant to that Agreement and Plan of Merger, dated as of September 19, 2014, by and between Crown Castle International Corp. and the Corporation.

Market Price. The term “Market Price” on any date shall mean, with respect to any class or series of outstanding shares of Capital Stock, the Closing Price for such Capital Stock on such date. The “Closing Price” on any date shall mean the last sale price for such Capital Stock, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, for such Capital Stock, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on the NYSE or, if such Capital Stock is not listed or admitted to trading on the NYSE, as reported on the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which such Capital Stock is listed or admitted to trading or, if such Capital Stock is not listed or admitted to trading on any national securities exchange, the last quoted price, or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the principal automated quotation

system that may then be in use or, if such Capital Stock is not quoted by any such system, the average of the closing bid and asked prices as furnished by a professional market maker making a market in such Capital Stock selected by the Board of Directors or, in the event that no trading price is available for such Capital Stock, the fair market value of such Capital Stock, as determined by the Board of Directors.

NYSE. The term “NYSE” shall mean the New York Stock Exchange.

Person. The term “Person” shall mean an individual, corporation, partnership, limited liability company, estate, trust (including a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Exchange Act and a group to which an Excepted Holder Limit applies.

Prohibited Owner. The term “Prohibited Owner” shall mean, with respect to any purported Transfer, any Person who, but for the provisions of this Article IV, Section C, would Beneficially Own or Constructively Own shares of Capital Stock in violation of Section 2(1), and if appropriate in the context, shall also mean any Person who would have been the record owner of the shares of Capital Stock that the Prohibited Owner would have so owned.

Restriction Termination Date. The term “Restriction Termination Date” shall mean the first day after the Initial Date on which the Corporation determines pursuant to the final paragraph of Article VII of this Amended and Restated Certificate of Incorporation that it is no longer in the best interests of the Corporation to attempt to, or continue to, qualify as a REIT or that compliance with any or all of the restrictions and limitations on Beneficial Ownership, Constructive Ownership and Transfers of shares of Capital Stock set forth herein is no longer required for REIT qualification and taxation.

Transfer. The term “Transfer” shall mean any issuance, sale, transfer, redemption, gift, assignment, devise or other disposition, as well as any other event or change in circumstances (including, without limitation, any change in the value of any shares of Capital Stock and any redemption of any shares of Capital Stock) that causes any Person to acquire or possess beneficial ownership (determined under the principles of Section 856(a)(5) of the Code), Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Capital Stock or the right to vote (other than revocable proxies or consents given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations of the Exchange Act) or receive dividends on Capital Stock, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Capital Stock or any interest in Capital Stock or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in beneficial ownership (determined under the principles of Section 856(a)(5) of the Code), Beneficial Ownership or Constructive Ownership of Capital Stock; in each case, whether voluntary or involuntary, whether owned of record, beneficially owned (determined under the principles of Section 856(a)(5) of the Code), Beneficially Owned or Constructively Owned and whether by operation of law or otherwise. The terms “Transferring” and “Transferred” shall have the correlative meanings.

Trust. The term “Trust” shall mean any trust provided for in Section 3(1).

Trustee. The term “Trustee” shall mean the Person unaffiliated with the Corporation and a Prohibited Owner, that is appointed by the Corporation to serve as trustee of the Trust, or any successor trustee.

2. Capital Stock.

(1) Ownership Limitations. During the period commencing on the Initial Date and prior to the Restriction Termination Date, but subject to Section 4:

(A) Basic Restrictions.

(i) (1) No Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Aggregate Stock Ownership Limit, (2) no Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own shares of Common Stock in excess of the Common Stock Ownership Limit and (3) no Excepted Holder shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Excepted Holder Limit for such Excepted Holder.

(ii) No Person shall Beneficially Own shares of Capital Stock to the extent that such Beneficial Ownership of Capital Stock would result in the Corporation being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year).

(iii) No Person shall Beneficially Own or Constructively Own shares of Capital Stock to the extent that such Beneficial Ownership or Constructive Ownership of Capital Stock would otherwise result in the Corporation failing to qualify as a REIT (including, but not limited to, Beneficial Ownership or Constructive Ownership that would result in the Corporation actually owning or Constructively Owning an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by the Corporation from such tenant would cause the Corporation to fail to satisfy any of the gross income requirements of Section 856(c) of the Code).

(iv) No Person shall Beneficially Own or Constructively Own shares of Capital Stock to the extent that such Beneficial Ownership or Constructive Ownership of Capital Stock could result in the Corporation failing to qualify as a “domestically controlled qualified investment entity” within the meaning of Section 897(h)(4)(B) of the Code.

(v) Notwithstanding any other provision contained herein, any Transfer of shares of Capital Stock that, if effective, would result in the shares of Capital Stock being beneficially owned by less than 100 Persons (determined under the principles of Section 856(a)(5) of the Code) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

The number and value of the outstanding shares of Capital Stock (or any class or series thereof) Beneficially Owned or Constructively Owned by any Person shall be determined by the Board of Directors, which determination shall be final and conclusive for all purposes hereof. For purposes of determining the percentage ownership of Capital Stock (or any class or series thereof) by any Person, shares of Capital Stock that may be acquired upon conversion, exchange or exercise of any securities of the Corporation directly or Constructively held by such Person, but not shares of Capital Stock issuable

with respect to the conversion, exchange or exercise of securities for the Corporation held by other Persons, shall be deemed to be outstanding prior to conversion, exchange or exercise.

(B) Transfer in Trust. If any Transfer of shares of Capital Stock occurs on or after the Initial Date which, if effective, would result in any Person Beneficially Owning or Constructively Owning shares of Capital Stock in violation of Section 2(1)(A)(i)-(iv),

(i) then that number of shares of Capital Stock, the Beneficial Ownership or Constructive Ownership of which otherwise would cause such Person to violate Section 2(1)(A)(i)-(iv) (rounded up to the nearest whole share), shall be automatically transferred to a Trust for the benefit of a Charitable Beneficiary, as described in Section 3, effective as of the close of business on the Business Day prior to the date of such Transfer (or if a Transfer results in a transfer to a Trust pursuant to this Section 2(1)(B) on the Initial Date, effective as of the close of business on the Initial Date), and such Person shall acquire no rights in such shares; or

(ii) if the transfer to the Trust described in clause (i) of this Section 2(1)(B) would not be effective for any reason to prevent the violation of Section 2(1)(A)(i)-(iv), then the Transfer of that number of shares of Capital Stock that otherwise would cause any Person to violate Section 2(1)(A)(i)-(iv) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

(iii) Subject to Section 2(6), in determining which shares of Capital Stock are to be transferred to a Trust in accordance with this Section 2(1)(B) and Section 3 hereof, shares shall be so transferred to a Trust in such manner that minimizes the aggregate value of the shares that are transferred to the Trust (except to the extent that the Board of Directors determines that the shares transferred to the Trust shall be those directly or indirectly held or Beneficially Owned or Constructively Owned by a Person or Persons that caused or contributed to the application of this Section 2(1)(B)), and to the extent not inconsistent therewith, on a pro rata basis.

(iv) To the extent that, upon a transfer of shares of Capital Stock pursuant to this Section 2(1)(B), a violation of any provision of this Article IV, Section C would nonetheless be continuing (for example where the ownership of shares of Capital Stock by a single Trust would violate the 100 stockholder requirement applicable to REITs), then shares of Capital Stock shall be transferred to that number of Trusts, each having a distinct Trustee and a Charitable Beneficiary or Charitable Beneficiaries that are distinct from those of each other Trust, such that there is no violation of any provision of this Article IV, Section C.

(2) Remedies for Breach. If the Board of Directors shall at any time determine that a Transfer has taken place that results in a violation of Section 2(1) or that a Person intends to acquire or has attempted to acquire Beneficial Ownership or Constructive Ownership of any shares of Capital Stock in violation of Section 2(1) (whether or not such violation is intended), the Board of Directors shall be entitled to take such action as it deems necessary, appropriate or desirable to refuse to give effect to or to prevent such Transfer, including, without limitation, causing the Corporation to redeem shares, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however, that any Transfer or

attempted Transfer or other event in violation of Section 2(1), shall automatically result in the transfer to a Trust described above and, where applicable, such Transfer (or other event) shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Directors.

(3) Notice of Restricted Transfer. Any Person who acquires or attempts or intends to acquire Beneficial Ownership or Constructive Ownership of shares of Capital Stock that will or may violate Section 2(1)(A) or any Person who held or would have owned shares of Capital Stock that resulted in a transfer to a Trust pursuant to the provisions of Section 2(1)(B), shall immediately give written notice to the Corporation of such event or, in the case of such a proposed or attempted transaction, give at least 15 days prior written notice, and shall provide to the Corporation such other information as the Corporation may from time to time request in order to determine the effect, if any, of such Transfer on the Corporation's status as a REIT and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit.

(4) Owners Required to Provide Information. From the Initial Date and prior to the Restriction Termination Date:

(A) every owner of five percent or more (or such lower percentage as required by the Code or the U.S. Treasury Department regulations promulgated thereunder) in number or value of the outstanding shares of Capital Stock, within 30 days after the end of each taxable year, shall give written notice to the Corporation stating the name and address of such owner, the number of shares of each class and series of Capital Stock Beneficially Owned or Constructively Owned and a description of the manner in which such shares are held. Each such owner shall provide to the Corporation such additional information as the Corporation may request in order to determine the effect, if any, of such Beneficial Ownership or Constructive Ownership on the Corporation's status as a REIT and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit; and

(B) each Person who is a Beneficial Owner or Constructive Owner of Capital Stock and each Person (including the stockholder of record) who is holding Capital Stock for a Beneficial Owner or Constructive Owner shall provide to the Corporation such information as the Corporation may request in order to determine the Corporation's status as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine such compliance and to ensure compliance with the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit.

(5) Remedies Not Limited. Subject to the final paragraph of Article VII of this Amended and Restated Certificate of Incorporation, nothing contained in this Article IV, Section C shall limit the authority of the Board of Directors to take such other action as it deems necessary, appropriate or desirable to protect the Corporation and the interests of its stockholders in preserving the Corporation's status as a REIT.

(6) Application of Remedies. Absent a decision to the contrary by the Board of Directors (which the Board of Directors may make in its sole and absolute discretion), if a Person would have (but for the remedies set forth in Section 2(2)) acquired Beneficial Ownership or Constructive Ownership of Capital Stock in violation of Section 2(1), such remedies (as applicable) shall apply first to the shares of Capital Stock that, but for such remedies, would have been actually owned by such Person, and second to shares of Capital Stock that, but for such remedies, would have been Beneficially Owned or Constructively Owned (but not actually owned) by such Person, pro rata among the Persons who actually own such shares of Capital Stock based upon the relative number of

the shares of Capital Stock held by each such Person. In addition, any approvals, determinations or other actions which may be taken by the Board of Directors pursuant to this Article IV, Section C may, to the extent permissible under the DGCL and applicable law, be delegated by the Board of Directors to any duly authorized committee of the Board of Directors or other designee of the Board of Directors.

(7) Ambiguity. In the case of an ambiguity in the application of any of the provisions of, or any definition contained in, this Article IV, Section C, the Board of Directors shall have the power to determine the application of the provisions of, or definitions contained in, this Article IV, Section C with respect to any situation based on the facts known to it. In the event Article IV, Section C requires an action by the Board of Directors and this Amended and Restated Certificate of Incorporation fails to provide specific guidance with respect to such action, the Board of Directors shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of Article IV, Section C and the final paragraph of Article VII.

(8) Exceptions.

(A) Subject to Section 2(1)(A)(ii)-(v), the Board of Directors, in its sole discretion, may exempt (prospectively or retroactively) a Person from the Aggregate Stock Ownership Limit and the Common Stock Ownership Limit, as the case may be, and may establish or increase an Excepted Holder Limit (prospectively or retroactively) for such Person if the Corporation obtains such representations and undertakings from such Person as the Board of Directors determines are reasonably necessary to determine that:

(i) no Person's Beneficial Ownership or Constructive Ownership of such shares of Capital Stock will violate Section 2(1)(A)(ii)-(v); and

(ii) such Person does not and will not own, actually or Constructively, an interest in a tenant of the Corporation (or a tenant of any entity owned or controlled by the Corporation) that would cause the Corporation to own, actually or Constructively, more than a 9.9% interest (as set forth in Section 856(d)(2)(B) of the Code) in such tenant (for this purpose, a tenant shall not be treated as a tenant of the Corporation if the Corporation (or an entity owned or controlled by the Corporation) derives (and is expected to continue to derive) a sufficiently small amount of revenue from such tenant such that, in the judgment of the Board of Directors, rent from such tenant would not adversely affect the Corporation's ability to qualify as a REIT).

Any violation or attempted violation of any such representations or undertakings (or other action which is contrary to the restrictions contained in Sections 2(1) through 2(7)) will result in such shares of Capital Stock being automatically transferred to a Trust in accordance with Sections 2(1)(B) and 3.

(B) Prior to granting any exemption or establishing or increasing any Excepted Holder Limit pursuant to Section 2(8)(A), the Board of Directors may require a ruling from the Internal Revenue Service, or an opinion of counsel, in either case in form and substance satisfactory to the Board of Directors, in its sole discretion, as it may deem necessary, appropriate or desirable in order to determine or ensure the Corporation's status as a REIT. Notwithstanding the receipt of any ruling or opinion, the Board of Directors may impose such conditions or restrictions as it deems necessary, appropriate or desirable in connection with granting such exemption or establishing or increasing any Excepted Holder Limit.

(C) Subject to Section 2(1)(A)(ii)-(v), an underwriter or placement agent that participates in a public offering or a private placement of Capital Stock (or securities convertible into or exchangeable for Capital Stock) may Beneficially Own or Constructively Own shares of Capital Stock (or securities convertible into or exchangeable for Capital Stock) in excess of the Aggregate Stock Ownership Limit, the Common Stock Ownership Limit, or both such limits, but only to the extent necessary to facilitate such public offering or private placement.

(D) The Board of Directors may only reduce the Excepted Holder Limit applicable to any Excepted Holder: (1) with the written consent of such Excepted Holder or (2) pursuant to the terms and conditions of the agreements and undertakings entered into with such Excepted Holder in connection with the establishment or increase of the Excepted Holder Limit for that Excepted Holder. No Excepted Holder Limit shall be reduced to a percentage that is less than the Aggregate Stock Ownership Limit or the Common Stock Ownership Limit, as the case may be.

(9) Increase or Decrease in Aggregate Stock Ownership and Common Stock Ownership Limits. Subject to Section 2(1)(A)(ii)-(v), the Board of Directors may from time to time, in its sole discretion, increase the Common Stock Ownership Limit and the Aggregate Stock Ownership Limit for one or more Persons and/or decrease the Common Stock Ownership Limit and the Aggregate Stock Ownership Limit for all other Persons; provided, however, that the decreased Common Stock Ownership Limit and/or Aggregate Stock Ownership Limit will not be effective for any Person whose percentage ownership in Common Stock is in excess of such decreased Common Stock Ownership Limit and/or whose percentage ownership in Capital Stock is in excess of such decreased Aggregate Stock Ownership Limit, as applicable, until such time as such Person's percentage ownership of Common Stock equals or falls below the decreased Common Stock Ownership Limit and/or such Person's percentage ownership of Capital Stock equals or falls below the decreased Aggregate Stock Ownership Limit, as applicable, but any further acquisition of Capital Stock in excess of such percentage ownership of Common Stock and/or Capital Stock by such person will be in violation of the Common Stock Ownership Limit and/or Aggregate Stock Ownership Limit, as applicable, and, provided further, that the new Common Stock Ownership Limit and/or Aggregate Stock Ownership Limit would not allow five or fewer Persons to Beneficially Own more than 49.9% in value of the outstanding Capital Stock.

(10) Legend. Each certificate for shares of Capital Stock, if certificated, or the notice in lieu of a certificate, if such shares are to be uncertificated, shall bear, in addition to any other legend required by law, substantially the following legend:

The shares represented by this certificate are subject to restrictions on beneficial ownership (determined under the principles of Section 856(a)(5) of the Internal Revenue Code of 1986, as amended ("Code")), Beneficial Ownership and Constructive Ownership and Transfer for the purpose, among others, of the Corporation's maintenance of its status as a Real Estate Investment Trust under the Code. Subject to certain further restrictions and except as expressly provided in the Corporation's Amended and Restated Certificate of Incorporation ("Charter"), (i) no Person may Beneficially Own or Constructively Own shares of the Corporation's Common Stock in excess of the Common Stock Ownership Limit, unless such Person is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable); (ii) no Person may Beneficially Own or Constructively Own shares of Capital Stock of the Corporation in excess of the Aggregate Stock Ownership Limit, unless such Person is an Excepted Holder (in which case the Excepted Holder Limit shall be applicable); (iii) no Person may

Beneficially Own shares of Capital Stock that would result in the Corporation being “closely held” under Section 856(h) of the Code; (iv) no Person may Beneficially Own or Constructively Own shares of Capital Stock that would otherwise cause the Corporation to fail to qualify as a REIT (including, but not limited to, Beneficial Ownership or Constructive Ownership that would result in the Corporation actually owning or Constructively Owning an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by the Corporation from such tenant would cause the Corporation to fail to satisfy any of the gross income requirements of Section 856(c) of the Code); (v) no Person may Beneficially Own or Constructively Own shares of Capital Stock that could result in the Corporation failing to qualify as a “domestically controlled qualified investment entity” under Section 897(h)(4)(B) of the Code; and (vi) no Person may Transfer shares of Capital Stock if such Transfer would result in the Capital Stock of the Corporation being beneficially owned by fewer than 100 Persons (determined under the principles of Section 856(a)(5) of the Code). Any Person who Beneficially Owns or Constructively Owns or attempts or intends to Beneficially Own or Constructively Own shares of Capital Stock which cause or will cause a Person to Beneficially Own or Constructively Own shares of Capital Stock in excess or in violation of the above limitations must immediately notify the Corporation. If any of the restrictions on transfer or ownership provided in (i), (ii), (iii), (iv) or (v) above are violated, the shares of Capital Stock in excess or in violation of the above limitations will be automatically transferred to a Trustee of a Trust for the benefit of one or more Charitable Beneficiaries. In addition, the Corporation may redeem shares if the Board of Directors determines that ownership or a Transfer may violate the restrictions described above. Furthermore, if the ownership restriction provided in (vi) above would be violated, or upon the occurrence of certain events, attempted Transfers in violation of the restrictions described above may be void ab initio. All capitalized terms in this legend have the meanings given to them in the Charter, as the same may be amended and/or restated from time to time, a copy of which, including the restrictions on transfer and ownership, will be furnished to each holder of shares of Capital Stock of the Corporation on request and without charge. Requests for such a copy may be directed to the Secretary of the Corporation at its principal office.

Instead of the foregoing legend, the certificate or notice may state that the Corporation will furnish a full statement about certain restrictions on ownership and transferability to a stockholder on request and without charge.

3. Transfer of Capital Stock in Trust.

(1) Ownership in Trust. Upon any purported Transfer described in Section 2(1)(B) that would result in a transfer of shares of Capital Stock to a Trust, such shares of Capital Stock shall be deemed to have been transferred to the Trustee as trustee of a Trust for the exclusive benefit of one or more Charitable Beneficiaries. Such transfer to the Trustee shall be deemed to be effective as of the close of business on the Business Day prior to the purported Transfer that results in the transfer to the Trust pursuant to Section 2(1)(B); provided, however, if a Transfer results in a transfer to the Trust pursuant to Section 2(1)(B) on the Initial Date, such transfer shall be deemed to be effective as of the close of business on the Initial Date. The Trustee shall be appointed by the Corporation and shall be a Person unaffiliated with the Corporation and any Prohibited Owner. Each Charitable Beneficiary shall be designated by the Corporation as provided in Section 3(6).

(2) Status of Shares Held by the Trustee. Shares of Capital Stock held by the Trustee shall continue to be issued and outstanding shares of Capital Stock of the Corporation. The Prohibited Owner shall have no rights in the shares held by the Trustee. The Prohibited Owner shall not benefit economically from ownership of any shares held in trust by the Trustee, shall have no rights to dividends or other distributions and shall not possess any rights to vote or other rights attributable to the shares held in the Trust.

(3) Dividend and Voting Rights. The Trustee shall have all voting rights and rights to dividends or other distributions with respect to shares of Capital Stock held in the Trust, which rights shall be exercised for the exclusive benefit of the Charitable Beneficiary. Any dividend or other distribution paid prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trustee shall be paid by the recipient of such dividend or distribution to the Trustee upon demand, and any dividend or other distribution authorized but unpaid shall be paid when due to the Trustee. Any dividend or distribution so paid to the Trustee shall be held in trust for the Charitable Beneficiary and, when received, shall be promptly distributed to the Charitable Beneficiary. The Prohibited Owner shall have no voting rights with respect to shares of Capital Stock held in the Trust and, subject to the laws of the State of Delaware, effective as of the date that the shares of Capital Stock have been transferred to the Trust, the Trustee shall have the authority (at the Trustee's sole discretion) (i) to rescind as void any vote cast by a Prohibited Owner prior to the discovery by the Corporation that the shares of Capital Stock have been transferred to the Trust and (ii) to recast such vote in accordance with the desires of the Trustee acting for the benefit of the Charitable Beneficiary; provided, however, that if the Corporation has already taken irreversible corporate action, then the Trustee shall not have the authority to rescind and recast such vote. Notwithstanding the provisions of this Article IV, Section C, until the Corporation has received notification that shares of Capital Stock have been transferred into a Trust, the Corporation shall be entitled to rely on its stock transfer and other stockholder records for purposes of preparing lists of stockholders entitled to vote at meetings, determining the validity and authority of proxies and otherwise conducting votes of stockholders.

(4) Sale of Shares by Trustee. Within 20 days of receiving notice from the Corporation that shares of Capital Stock have been transferred to the Trust, the Trustee of the Trust shall sell the shares held in the Trust to a person, designated by the Trustee, whose ownership of the shares will not violate the ownership limitations set forth in Section 2(1)(A). Upon such sale, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and to the Charitable Beneficiary as provided in this Section 3(4). The Prohibited Owner shall receive the lesser of (1) the price paid by the Prohibited Owner for the shares or, if the Prohibited Owner did not give value for the shares in connection with the event causing the shares to be held in the Trust (*e.g.*, in the case of a gift, devise or other such transaction), the Market Price of the shares on the day of the event causing the shares to be held in the Trust and (2) the price received by the Trustee (net of any commissions and other expenses of sale) from the sale or other disposition of the shares held in the Trust. The Trustee may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions which have been paid to the Prohibited Owner and are owed by the Prohibited Owner to the Trustee pursuant to Section 3(3) of this Article IV, Section C. Any net sales proceeds in excess of the amount payable to the Prohibited Owner shall be promptly paid to the Charitable Beneficiary. If, prior to the discovery by the Corporation that shares of Capital Stock have been transferred to the Trustee, such shares are sold by a Prohibited Owner, then (i) such shares shall be deemed to have been sold on behalf of the Trust and (ii) to the extent that the Prohibited Owner received an amount for such shares that exceeds the amount that such Prohibited Owner was entitled to receive pursuant to this Section 3(4), such excess shall be paid to the

Trustee upon demand and, when received, shall be promptly distributed to the Charitable Beneficiary.

(5) Purchase Right in Stock Transferred to the Trustee. Shares of Capital Stock transferred to the Trustee shall be deemed to have been offered for sale to the Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share paid by the Prohibited Owner for the shares or, if the Prohibited Owner did not give value for the shares in connection with the event causing the shares to be held in the Trust (*e.g.*, in the case of a gift, devise or other such transaction), the Market Price of the shares on the day of the event causing the shares to be held in the Trust and (ii) the Market Price of the shares on the date the Corporation, or its designee, accepts such offer. The Corporation may reduce the amount payable to the Prohibited Owner by the amount of dividends and distributions which have been paid to the Prohibited Owner and are owed by the Prohibited Owner to the Trustee pursuant to Section 3(3) of this Article IV, Section C. The Corporation shall pay the amount of such reduction to the Trustee for the benefit of the Charitable Beneficiary. The Corporation shall have the right to accept such offer until the Trustee has sold the shares held in the Trust pursuant to Section 3(4). Upon such a sale to the Corporation, or its designee, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and any dividends or other distributions held by the Trustee shall be paid to the Charitable Beneficiary.

(6) Designation of Charitable Beneficiaries. By written notice to the Trustee, the Corporation shall designate one or more nonprofit organizations to be the Charitable Beneficiary or Charitable Beneficiaries of the interest in the Trust such that (i) the shares of Capital Stock held in the Trust would not violate the restrictions set forth in Section 2(1)(A) in the hands of such Charitable Beneficiary or Charitable Beneficiaries and (ii) each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code. Neither the failure of the Corporation to make such designation nor the failure of the Corporation to appoint the Trustee before the automatic transfer provided in Section 2(1)(B) shall make such transfer ineffective, provided that the Corporation thereafter makes such designation and appointment.

4. Transactions. Nothing in this Article IV, Section C shall preclude the settlement of any transaction entered into through the facilities of NYSE or any other national securities exchange or automated inter-dealer quotation system. The fact that the settlement of any transaction occurs shall not negate the effect of any other provision of this Article IV, Section C and any transferee in such a transaction shall be subject to all of the provisions and limitations set forth in this Article IV, Section C.

5. Enforcement. The Corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article IV, Section C.

6. Non-Waiver. No delay or failure on the part of the Corporation or the Board of Directors in exercising any right under this Article IV, Section C shall operate as a waiver of any right of the Corporation or the Board of Directors, as the case may be, except to the extent specifically waived in writing.

7. Severability. If any provision of this Article IV, Section C or any application of any such provision is determined to be invalid by any federal or state court having jurisdiction over the issues, the validity of the remaining provisions shall not be affected and other applications of such provisions shall be affected only to the extent necessary to comply with the determination of such court.

ARTICLE V

By-laws

In furtherance of, and not in limitation of, the powers conferred by law and subject to the other provisions of this Amended and Restated Certificate of Incorporation, the Board of Directors is expressly authorized and empowered:

(1) to adopt, amend or repeal the Amended and Restated By-laws of the Corporation (hereinafter referred to as the “By-laws”); provided, however, that the By-laws adopted by the Board of Directors under the powers hereby conferred may be amended or repealed by the Board of Directors or by the stockholders having voting power with respect thereto; provided, further, that the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock (as hereinafter defined), voting together as a single class, shall be required in order for the stockholders to alter, amend or repeal any provision of the By-laws or to adopt any additional By-law;

(2) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of stockholders; and, except as so determined or as expressly provided in this Amended and Restated Certificate of Incorporation or in any Preferred Stock Designation, no stockholder shall have any right to inspect any account, book or document of the Corporation other than such rights as may be conferred by applicable law; and

(3) to manage and direct the business and affairs of the Corporation.

ARTICLE VI

Action of Stockholders

Except as otherwise specified with respect to any series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing in lieu of a meeting of such stockholders.

ARTICLE VII

Board of Directors

Subject to the rights of the holders of any series of Preferred Stock to elect additional Directors of the Corporation (hereinafter referred to as “Directors”) under specified circumstances, the number of Directors shall initially be 11 and may hereafter be changed from time to time solely by the Board of Directors. At 11:55 p.m., Eastern Time, on December 15, 2014 (the “Effective Time”), the Board of Directors shall initially be composed of the directors of Crown Castle International Corp. then in office as of the Effective Time.

Unless and except to the extent that the By-laws shall so require, the election of Directors need not be by written ballot.

The Directors elected by the stockholders of Crown Castle International Corp. at the 2013 annual meeting of the stockholders of Crown Castle International Corp. (the “Class III Directors”) shall hold office for a term expiring at the second annual meeting of stockholders of the Corporation that occurs after the Effective Time, with each such Director to hold office until

his or her successor shall have been duly elected and qualified. Directors elected by the stockholders of Crown Castle International Corp. (other than the Class III Directors) shall hold office for a term expiring at the first annual meeting of stockholders of the Corporation that occurs after the Effective Time, with each such Director to hold office until his or her successor shall have been duly elected and qualified. Commencing with the second annual meeting of stockholders following the Effective Time, the foregoing classification of the Board of Directors shall cease. At each annual meeting of stockholders, Directors (other than those Directors who may be elected by the holders of any series of Preferred Stock) elected by the stockholders of the Corporation shall be elected at such meeting to hold office for a term expiring at the first succeeding annual meeting of stockholders of the Corporation after their election, with each Director to hold office until his or her successor shall have been duly elected and qualified.

Subject to the rights of the holders of any series of Preferred Stock, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of Directors, may be filled only by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. Each such Director so chosen shall hold office for a term expiring (1) at the next annual meeting of stockholders at which the term of office of the class to which he or she has been elected expires or (2) following cessation of the classification of the Board of Directors in accordance with the immediately preceding paragraph, at the next annual meeting of stockholders held after his or her election as Director, and, in each case, until such Director's successor shall have been duly elected and qualified. No decrease in the number of authorized Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Except for such additional Directors, if any, as are elected by the holders of any series of Preferred Stock, any Director may be removed from office at any time, with or without cause only by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class, except that each of (a) the Directors elected by the stockholders of Crown Castle International Corp. at the 2012 annual meeting of the stockholders of Crown Castle International Corp. and (b) the Class III Directors may be removed only for cause by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class.

The Corporation shall seek to elect and maintain its status and taxation as a REIT under Sections 856 through 860, or any successor sections, of the Code (as defined in Article IV, Section C). In furtherance of the foregoing, the Board of Directors shall use its reasonable best efforts to take such actions as are necessary, and may take such actions as in its sole judgment and discretion are desirable, to preserve the qualification of the Corporation as a REIT. Notwithstanding the foregoing, if a majority of the Board of Directors determines that it is no longer in the best interest of the Corporation to attempt to, or to continue to, qualify as a REIT, the Board of Directors may revoke or otherwise terminate the Corporation's REIT election. The Board of Directors may also determine that compliance with any or all of the restrictions and limitations on stock ownership and transfers set forth in Article IV, Section C is no longer required for REIT qualification and taxation.

ARTICLE VIII

Indemnification

Each person who is or was a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the DGCL as the same exists or may hereafter be amended or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to other

employees and agents of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of Directors and officers of the Corporation. Notwithstanding the foregoing, the Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Amended and Restated Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality of the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VIII. Any amendment or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

ARTICLE IX

Directors' Liability

A Director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (1) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which the Director derived an improper personal benefit. Any amendment or repeal of this Article IX shall not adversely affect any right or protection of a Director of the Corporation existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

If the DGCL shall be amended to authorize corporate action further eliminating or limiting the liability of Directors, then a Director of the Corporation, in addition to the circumstances in which he is not liable immediately prior to such amendment, shall be free of liability to the fullest extent permitted by the DGCL, as so amended.

ARTICLE X

Stockholder Rights Issuances

The Board of Directors is hereby authorized to create and issue, whether or not in connection with the issuance and sale of any of its stock or other securities or property, rights entitling the holders of securities of the Corporation to purchase from the Corporation shares of stock or other securities of the Corporation or any other corporation, recognizing that, under certain circumstances, the creation and issuance of such rights could have the effect of discouraging third parties from seeking, or impairing their ability to seek, to acquire a significant portion of the outstanding securities of the Corporation, to engage in any transaction which might result in a change of control of the Corporation or to enter into any agreement, arrangement or understanding with another party to accomplish the foregoing or for the purpose of acquiring, holding, voting or disposing of any securities of the Corporation. The times at which and the terms upon which such rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence such rights. The authority of the Board of Directors with respect to such rights shall include, but not be limited to, determination of the following:

(A) The initial purchase price per share or other unit of the stock or other securities or property to be purchased upon exercise of such rights.

(B) Provisions relating to the times at which and the circumstances under which such rights may be exercised or sold or otherwise transferred, either together with or separately from, any other stock or other securities of the Corporation.

(C) Provisions which adjust the number or exercise price of such rights or amount or nature of the stock or other securities or property receivable upon exercise of such rights in the event of a combination, split or recapitalization of any stock of the Corporation, a change in ownership of the Corporation's stock or other securities or a reorganization, merger, consolidation, sale of assets or other occurrence relating to the Corporation or any stock of the Corporation, and provisions restricting the ability of the Corporation to enter into any such transaction absent an assumption by the other party or parties thereto of the obligations of the Corporation under such rights.

(D) Provisions which deny the holder of the specified percentage of the outstanding stock or other securities of the Corporation the right to exercise such rights and/or cause the rights held by such holder to become void.

(E) Provisions which permit the Corporation to redeem or exchange such rights, which redemption or exchange may be within the sole discretion of the Board of Directors, if the Board of Directors reserves such right to itself.

(F) The appointment of a rights agent with respect to such rights.

Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, in addition to any other vote required by applicable law, the affirmative vote of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with this Article X.

ARTICLE XI

Amendments

Except as may be expressly provided in this Amended and Restated Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation or a Preferred Stock Designation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article XI; provided, however, that any amendment or repeal of Article VIII or Article IX of this Amended and Restated Certificate of Incorporation shall not adversely affect any right or protection existing thereunder in respect of any act or omission occurring prior to such amendment, alteration, change or repeal, and provided further that no Preferred Stock Designation shall be amended after the issuance of any shares of series of Preferred Stock created thereby, except in accordance with the terms of such Preferred Stock Designation and the requirements of applicable law.

Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, and in addition to approval by the Board of Directors and any other vote of stockholders required by applicable law, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with paragraph (1) of

Article V, Article VI, Article VII, Article X or this second paragraph of this Article XI. For the purposes of this Amended and Restated Certificate of Incorporation, “Voting Stock” shall mean the outstanding shares of capital stock of the Corporation entitled to vote in a general vote of stockholders of the Corporation as a single class with shares of Common Stock.

**CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
CROWN CASTLE INC.**

(formerly known as Crown Castle International Corp.)

Crown Castle Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Crown Castle Inc.

SECOND: On May 20, 2022, the Corporation filed the Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware (the “Certificate of Amendment”), which instrument requires correction as permitted by subsection (f) of Section 103 of the DGCL.

THIRD: The inaccuracy or defect of the Certificate of Amendment to be corrected hereby is that Article FIRST of the Certificate of Amendment incorrectly stated that that Article IV of the Restated Certificate of Incorporation, as amended, was amended to (i) increase the authorized number of shares that the Corporation is authorized to issue to one billion one hundred twenty million (1,120,000,000) shares of stock of the Corporation instead of one billion two hundred twenty million (1,220,000,000) shares, which was the actual number of shares approved by the board of directors and stockholders of the Corporation and (ii) increase the authorized number of shares of Common Stock that the Corporation is authorized to issue to one billion one hundred million (1,100,000,000) shares instead of one billion two hundred million (1,200,000,000) shares, which was the actual number of shares approved by the board of directors and stockholders of the Corporation.

FOURTH: Article FIRST of the Certificate of Amendment is hereby corrected to read in its entirety as follows:

“FIRST: The Restated Certificate of Incorporation of the Corporation, as amended, is hereby amended by deleting the first paragraph of Article IV thereof and inserting the following:

“The total number of shares of stock which the Corporation shall have authority to issue is one billion two hundred twenty million (1,220,000,000), consisting of twenty million (20,000,000) shares of Preferred Stock, par value \$0.01 per share (hereinafter referred to as “Preferred Stock”), and one billion two hundred million (1,200,000,000) shares of Common Stock, par value \$0.01 per share (hereinafter referred to as “Common Stock”).”

FIFTH: All other provisions of the Certificate of Amendment remain unchanged.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be executed by its duly authorized officer on this 23rd day of February, 2023.

CROWN CASTLE INC.

By: /s/ Edward B. Adams, Jr.

Name: Edward B. Adams, Jr.

Title: Executive Vice President and General Counsel

DESCRIPTION OF COMMON STOCK

The following descriptions set forth certain general terms of our common. While we believe that the following description covers the material terms of our common stock, the descriptions may not contain all of the information that is important to you. The descriptions set forth below are not complete and are subject to, and qualified in their entirety by, our Restated Certificate of Incorporation, as amended and corrected (“Charter”), our Amended and Restated By-laws (“By-laws”) and the General Corporation Law of the State of Delaware (“DGCL”). Copies of our Charter and By-laws are filed as exhibits to the Annual Report on Form 10-K. You are urged to read the Charter and the By-laws in their entirety.

As used in this Description of Common Stock, unless otherwise expressly stated or the context otherwise requires, the terms “Company,” “Crown Castle,” “we,” “our” and “us” refer to Crown Castle Inc. (formerly, Crown Castle International Corp.) and not to any of its subsidiaries.

Authorized Capital

We are authorized to issue up to 1,200,000,000 shares of common stock, par value \$0.01 per share (“Common Stock”). Shares of our Common Stock are listed for trading on the NYSE under the trading symbol “CCI.”

Common Stock

Voting Rights

Each share of our Common Stock is entitled to one vote. Holders of our Common Stock vote together as a single class on all matters presented for a vote of the stockholders, except as provided under the DGCL. See also “-Charter and By-laws-Election and Removal of Directors” below.

Dividends and Liquidation Rights

Each share of our Common Stock is entitled to receive dividends if, as and when declared by our board of directors out of funds legally available for that purpose, subject to certain rights of holders of preferred stock. In the event of our voluntary or involuntary liquidation, dissolution or winding up, after satisfaction of amounts payable to our creditors and distribution of any preferential amounts to the holders of outstanding preferred stock, holders of our Common Stock are entitled to share ratably in the assets available for distribution to the stockholders.

Other Provisions

The holders of our Common Stock have no preemptive, subscription or redemption rights and are not entitled to the benefit of any sinking fund. All outstanding shares of Common Stock are validly issued, fully paid and nonassessable. Under the DGCL, stockholders generally are not personally liable for a corporation’s acts or debts.

Charter and By-laws

Stockholders’ rights and related matters are governed by the DGCL, our Charter and our By-laws. Certain provisions of our Charter and By-laws, descriptions of which are summarized or otherwise incorporated within this Description of Common Stock, may have the effect, either alone or in combination with each other, of discouraging or making more difficult a tender offer or takeover attempt that is opposed by our board of directors but that a stockholder might consider to be in its best interest. Such provisions may also adversely affect prevailing market prices for our Common Stock. We believe that such provisions are necessary to enable us to develop our business

in a manner that will foster our long-term growth without disruption caused by the threat of a takeover not deemed by our board of directors to be in our best interests and those of our stockholders.

Election and Removal of Directors

The Charter provides for the annual election of directors on our board of directors.

The Charter also provides that any director, except for directors who may be elected by the holders of any series of preferred stock, may be removed from office at any time, with or without cause, only by the affirmative vote of the holders of at least 80% of the voting power of the then outstanding Voting Stock, voting together as a single class. "Voting Stock" is defined in the Charter as the outstanding shares of our capital stock entitled to vote in a general vote of our stockholders as a single class with shares of our Common Stock.

No Stockholder Action by Written Consent; Special Meeting

The Charter prohibits stockholders from taking action by written consent in lieu of an annual or special meeting, and, thus, stockholders may only take action at an annual or special meeting called in accordance with the By-laws. The By-laws provide that special meetings of stockholders may only be called by (a) our secretary, chief executive officer or president at the direction of our board of directors pursuant to a resolution adopted by the board of directors or (b) the chief executive officer.

These provisions could have the effect of delaying consideration of a stockholder proposal until the next annual meeting. These provisions would also prevent the holders of a majority of the voting power of our capital stock entitled to vote from unilaterally using the written consent procedure to take stockholder action.

Advance Notice Requirements for Stockholder Proposals and Director Nominations; Proxy Access

The By-laws establish advance notice and other procedural requirements for stockholder proposals and the nomination, other than by or at the direction of the board of directors, of candidates for election as directors. These procedures provide that the notice of stockholder proposals and stockholder nominations for the election of directors at an annual meeting must be in writing and received by our secretary at least 90 days but not more than 120 days prior to the first anniversary of our preceding year's annual meeting. However, if the date of our annual meeting is more than 30 days earlier than, or more than 90 days later than, the anniversary date of our preceding year's annual meeting, notice by a Proposing Person (as defined in the By-laws) will be considered timely if it is delivered not earlier than the 120th day prior to such annual meeting of stockholders and not later than the later of the 90th day prior to such annual meeting or the 10th day following the day on which public disclosure of the date of the annual meeting was made. The notice of nominations for the election of directors must set forth certain information concerning the Proposing Person giving the notice and each proposed nominee. In addition, the notice as to any other business that the Proposing Person proposes to bring before the meeting must set forth certain information regarding such other proposed business.

By requiring advance notice of nominations by Proposing Persons, these procedures afford our board of directors an opportunity to consider the qualifications of the proposed nominees and, to the extent deemed necessary or desirable by the board of directors, to inform stockholders about these qualifications. By requiring advance notice of other proposed business, these procedures provide our board of directors with an opportunity to inform stockholders of any business proposed to be conducted at a meeting, together with any recommendations as to the board of directors' position on action to be taken on such business. This should allow stockholders to better decide whether to attend a meeting or to grant a proxy for the disposition of any such business.

Our By-laws also contain a proxy access right provision to permit a stockholder, or group of up to 20 stockholders, who owns (and continues to own) 3% or more of our outstanding Common Stock and has continuously owned our Common Stock for at least three years to nominate and include in our proxy materials candidates for election as directors of the Company. Such stockholders or groups of stockholders may nominate up

to the greater of two individuals or 20% of the board of directors, provided that the stockholders and the nominees satisfy the notice requirements specified in the By-laws and comply with the other procedural requirements.

Dilution

The Charter provides that our board of directors is authorized to create and issue, whether or not in connection with the issuance and sale of any of its stock or other securities or property, rights entitling the holders to purchase from us shares of stock or other securities of us or of any other corporation. Our board of directors is authorized to issue these rights even though the creation and issuance of these rights could have the effect of discouraging third parties from seeking, or impairing their right to seek, to:

- acquire a significant portion of our outstanding securities;
- engage in any transaction which might result in a change of control of the corporation; or
- enter into any agreement, arrangement or understanding with another party to accomplish these transactions or for the purpose of acquiring, holding, voting or disposing of any of our securities.

Amendments

The Charter and the By-laws provide that we may amend, alter, change or repeal any provision contained in the Charter or a preferred stock designation. However, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding voting stock, voting together as a single class, is required to amend, repeal or adopt any provision inconsistent with certain provisions of the Charter, including the provisions discussed above relating to the issuance of stockholder rights, prohibiting stockholder action by written consent and prohibiting the calling of special meetings by stockholders.

The By-laws may be amended by either the holders of 80% of the voting power of the voting stock or by the majority of the board, but the board may alter, amend or repeal or adopt new by-laws in conflict with certain of the By-law provisions only by a two-thirds vote of the entire board.

Section 203 of the Delaware General Corporation Law

We are subject to the provisions of Section 203 of the DGCL which generally prohibit certain transactions between a Delaware corporation and an interested stockholder for a period of three years after the date such interested stockholder acquired its stock, unless:

- the business combination is approved by the corporation's board of directors prior to the date the interested stockholder acquired shares;
- the interested stockholder acquired at least 85% of the voting stock of the corporation in the transaction in which it became an interested stockholder; or
- the business combination is approved by a majority of the board of directors and by the affirmative vote of two-thirds of the outstanding voting stock owned by disinterested stockholders at an annual or special meeting.

A business combination is defined broadly to include mergers, consolidations, sales or other dispositions of assets having an aggregate value of 10% or more of the consolidated assets of the corporation, and certain transactions that would increase the interested stockholder's proportionate share ownership in the corporation. In general, Section 203 defines an interested stockholder as an entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by such entity or person.

Exclusive Forum

The By-laws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of us, (b) any action asserting a claim

of breach of a fiduciary duty owed by any of our current or past directors, officers or other employees to us or any of our stockholders (including any beneficial owner of our stock), (c) any action asserting a claim arising pursuant to any provision of the DGCL, the Charter or the By-Laws and (d) any action asserting a claim governed by the internal affairs doctrine, will, to the fullest extent permitted by law, be the Court of Chancery of the State of Delaware or, if such court lacks jurisdiction, any state or federal court in the state of Delaware that has jurisdiction. The By-laws also provide that, unless we consent in writing to the selection of an alternative forum, the U.S. federal courts shall be the sole and exclusive forum for the resolution of any action asserting a cause of action arising under the Securities Act of 1933, as amended. The By-laws also provide that any person (including any entity) purchasing or otherwise acquiring or holding any interest in shares of our capital stock will be deemed to have notice of and consented to the exclusive forum provisions in the By-laws.

Limitations of Directors' Liability

The Charter provides that none of our directors will be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

- for any breach of the director's duty of loyalty to us or our stockholders;
- for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under Section 174 of the DGCL; or
- for any transaction from which the director derived an improper personal benefit.

The effect of these provisions is to eliminate our rights and the rights of our stockholders (through stockholders' derivatives suits on behalf of us) to recover monetary damages against a director for breach of fiduciary duty as a director (including breaches resulting from grossly negligent behavior), except in the situations described above. These provisions do not limit the liability of directors under federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission based upon a director's breach of his duty of care.

Ownership Limitations and Transfer Restrictions

To facilitate our continued qualification as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended ("Code"), the Charter contains ownership limitations and transfer restrictions on our capital stock. These ownership limitations and transfer restrictions could have the effect of delaying, deferring or preventing a transaction or a change in control of us that might involve a premium price for our capital stock or otherwise be in the best interest of our stockholders. All certificates representing shares of capital stock bear a legend describing such ownership limitations and transfer restrictions.

In order for us to continue to satisfy the requirements for REIT qualification, our capital stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year. Also, not more than 50% of the value of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer "individuals" (as defined in the Code to include certain entities such as private foundations) during the last half of a taxable year. To satisfy these ownership requirements and other requirements for continued qualification as a REIT and to otherwise protect us from the consequences of a concentration of ownership among our stockholders, the Charter contains provisions limiting the ownership and restricting the transfer of shares of our capital stock.

The relevant section of the Charter provides that, among other things and subject to certain exceptions described below, no "Person" (as defined in the Charter) may beneficially or constructively own, or be deemed to beneficially or constructively own by virtue of the attribution provisions of the Code, more than 9.8%, by value or number of shares, whichever is more restrictive, of the outstanding shares of our Common Stock (which restriction we refer to as the "common stock ownership limit"), or 9.8% in aggregate value of the outstanding shares of all classes and series of our capital stock (which restriction we refer to as the "aggregate stock ownership limit").

The applicable constructive ownership rules under the Code are complex and may cause capital stock owned actually or constructively by a group of related individuals or entities to be treated as owned by one individual or entity. As a result, the acquisition of less than 9.8% in value of our outstanding capital stock or less than 9.8% in value or number of our outstanding shares of Common Stock (including through the acquisition of an interest in an entity that owns, actually or constructively, our Common Stock) by an individual or entity could nevertheless cause that individual or entity, or another individual or entity, to own, constructively or beneficially, in excess of 9.8% in value of our outstanding capital stock or 9.8% in value or number of our outstanding shares of Common Stock. The number and value of our outstanding shares of capital stock (or any class or series thereof) beneficially or constructively owned by any individual or entity shall be determined by our board of directors, whose determination shall be binding and conclusive.

Our board of directors, in its sole discretion, may (prospectively or retroactively) exempt a person from the aggregate stock ownership limit and common stock ownership limit described above and may establish different limits on ownership for any such person (which we refer to as an “excepted holder limit”) and may (prospectively or retroactively) increase any excepted holder limit with respect to any person. However, our board of directors may not exempt any person or increase an excepted holder limit for any person whose ownership of outstanding capital stock would violate the other provisions on transferability and ownership set forth in the Charter and described below. In order to be considered by our board of directors for an exemption from the aggregate stock ownership limit and common stock ownership limit or for an increase in an excepted holder limit, a person must make such representations and undertakings as our board of directors determines are reasonably necessary to determine that no person’s beneficial or constructive ownership of our capital stock will violate the other provisions on transferability and ownership set forth in the Charter and described below, and that such person does not and will not own, actually or constructively, an interest in a tenant of ours that would cause us to own, actually or constructively, more than a 9.9% interest in such tenant. As a condition to such exemption or such increase in an excepted holder limit, our board of directors may require an opinion of counsel or Internal Revenue Service ruling satisfactory to our board of directors and may impose such other conditions or restrictions as it deems necessary, appropriate or desirable in connection with granting such exemption or such increase in an excepted holder limit.

Our board of directors, in its sole discretion, may also increase or decrease the aggregate stock ownership limit and common stock ownership limit for all stockholders, provided that the new ownership limits would not allow five or fewer persons to beneficially own more than 49.9% of the value of our outstanding capital stock. A reduced aggregate stock ownership limit and common stock ownership limit will not apply to any person whose percentage ownership of our capital stock or our Common Stock, as applicable, is in excess of such decreased ownership limit, until such time as such person’s percentage ownership of our capital stock or our Common Stock, as applicable, equals or falls below such decreased ownership limit. However, until such time as such person’s percentage ownership of our capital stock or our Common Stock, as applicable, falls below such decreased ownership limit any further acquisition of our capital stock or our Common Stock, as applicable, will be in violation of the decreased ownership limit.

The Charter further prohibits:

- any person from beneficially owning shares of our capital stock to the extent that such beneficial ownership would result in our being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year);
- any person from beneficially or constructively owning shares of our capital stock to the extent that such beneficial or constructive ownership would otherwise result in our failing to qualify as a REIT (including, but not limited to, beneficial ownership or constructive ownership that would result in our actually owning or constructively owning an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by us from such tenant would cause us to fail to satisfy any of the gross income requirements of Section 856(c) of the Code);
- any person from beneficially or constructively owning shares of our capital stock to the extent such beneficial or constructive ownership could result in our failing to qualify as a “domestically controlled qualified investment entity” within the meaning of Section 897(h)(4)(B) of the Code; and

- any person from transferring shares of our capital stock if such transfer would result in shares of our capital stock being beneficially owned by fewer than 100 persons (determined under the principles of Section 856(a)(5) of the Code).

The foregoing provisions on transferability and ownership, including the aggregate stock ownership limit and common stock ownership limit, will not apply if our board of directors determines that it is no longer in our best interests to continue to qualify as a REIT.

Any person who acquires or attempts or intends to acquire beneficial or constructive ownership of shares of our capital stock that will or may violate the aggregate stock ownership limit and common stock ownership limit or any of the other foregoing restrictions on transferability and ownership will be required to give written notice to us immediately (or, in the case of a proposed or attempted transaction, written notice at least 15 days prior to such transaction) and provide us with such other information as we may request in order to determine the effect, if any, of such transfer on our status as a REIT and to ensure compliance with the aggregate stock ownership limit and common stock ownership limit.

Pursuant to the Charter, if there is any purported transfer of our capital stock or other event or change of circumstances that, if effective, would violate any of the restrictions described above, then the number of shares causing the violation (rounded up to the nearest whole share) will be automatically transferred to a trust for the exclusive benefit of a designated charitable beneficiary, except that any transfer that results in the violation of the restriction relating to our capital stock being beneficially owned by fewer than 100 persons will be automatically void and of no force or effect. The automatic transfer will be effective as of the close of business on the business day prior to the date of the purported transfer or other event or change of circumstances that requires the transfer to the trust. We refer below to the person that would have owned the shares if they had not been transferred to the trust as the “purported transferee.” No purported transferee shall acquire any rights in such shares and any dividend or other distribution paid to the purported transferee, prior to our discovery that the shares had been automatically transferred to a trust as described above, must be repaid to the trustee upon demand. If the transfer to the trust as described above is not automatically effective, for any reason, to prevent violation of the applicable restriction contained in the Charter, then the transfer of the excess shares will be automatically void and of no force or effect.

Shares of our capital stock transferred to the trustee are deemed to be offered for sale to us or our designee at a price per share equal to the lesser of (i) the price per share paid by the purported transferee for the shares or, if the purported transferee did not give value for the shares in connection with the event causing the shares to be held in trust (e.g., in the case of a gift, devise or other such transaction), the market price on the day of such event and (ii) the market price of the shares on the date we accept, or our designee accepts, such offer. We have the right to accept such offer until the trustee has sold the shares of our capital stock held in the trust pursuant to the clauses discussed below. We may reduce the amount payable to the purported transferee by the amount of dividends or other distributions that we paid to the purported transferee prior to our discovery that the shares had been transferred to the trust and that is owed by the purported transferee to the trustee as described above. We shall pay the amount of such reduction to the trustee for the benefit of the charitable beneficiary. Upon a sale to us, the interest of the charitable beneficiary in the shares sold terminates and the trustee must distribute the net proceeds of the sale to the purported transferee and any dividends or other distributions held by the trustee shall be paid to the charitable beneficiary.

If we do not buy the shares, the trustee must, within 20 days after receiving notice from us of the transfer of shares to the trust, sell the shares to a person or entity who could own the shares without violating the restrictions described above. Upon such a sale, the trustee must distribute to the purported transferee an amount equal to the lesser of (i) the price paid by the purported transferee for the shares or, if the purported transferee did not give value for the shares in connection with the event causing the shares to be held in trust (e.g., in the case of a gift, devise or other such transaction), the market price of the shares on the day of the event causing the shares to be held in the trust and (ii) the sales proceeds (net of commissions and other expenses of sale) received by the trustee for the shares. The trustee may reduce the amount payable to the purported transferee by the amount of any dividends or other distributions that we paid to the purported transferee before our discovery that the shares had been transferred to the trust and that is owed by the purported transferee to the trustee as described above. Any net sales proceeds in

excess of the amount payable to the purported transferee will be immediately paid to the charitable beneficiary, together with any dividends or other distributions held by the trustee with respect to such capital stock. In addition, if prior to discovery by us that shares of our capital stock have been transferred to a trust, such shares of capital stock are sold by a purported transferee, then such shares will be deemed to have been sold on behalf of the trust and, to the extent that the purported transferee received an amount for or in respect of such shares that exceeds the amount that such purported transferee was entitled to receive as described above, such excess amount shall be paid to the trustee upon demand and immediately paid to the charitable beneficiary. The purported transferee will have no rights in the shares held by the trustee.

The trustee will be designated by us and must be unaffiliated with us and with any purported transferee. Prior to the sale of any shares by the trust, the trustee will receive, in trust for the beneficiary, all dividends and other distributions paid by us with respect to the shares, and may also exercise all voting rights with respect to the shares.

Subject to the DGCL, effective as of the date that the shares have been transferred to the trust, the trustee will have the authority, at the trustee's sole discretion:

- to rescind as void any vote cast by a purported transferee prior to our discovery that the shares have been transferred to the trust; and
- to recast the vote in accordance with the desires of the trustee acting for the benefit of the charitable beneficiary of the trust.

However, if we have already taken irreversible corporate action, then the trustee may not rescind and recast the vote.

In addition, if our board of directors determines that a proposed or purported transfer would violate the restrictions on ownership and transfer of our capital stock set forth in the Charter, our board of directors may take such action as it deems necessary, appropriate or desirable to refuse to give effect to or to prevent such violation, including causing us to redeem shares of our capital stock, refusing to give effect to the transfer on our books or instituting proceedings to enjoin the transfer.

Within 30 days after the end of each taxable year, every owner of more than 5% (or such lower percentage as required by the Code or the Treasury regulations thereunder) of the outstanding shares of our capital stock must provide us written notice of the person's name and address, the number of shares of each class and series of our capital stock that such person beneficially or constructively owns and a description of the manner in which the shares are held. Each such owner must also provide us with such additional information as we may request in order to determine the effect, if any, of such owner's beneficial or constructive ownership on our qualification as a REIT and to ensure compliance with the aggregate stock ownership limit and common stock ownership limit. In addition, each beneficial or constructive owner of our capital stock, and any person (including the stockholder of record) who is holding shares of our capital stock for a beneficial or constructive owner will, upon demand, be required to provide us with such information as we may request in order to determine our qualification as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine such compliance and to ensure compliance with the aggregate stock ownership limit and common stock ownership limit.

Transfer Agent and Registrar

Computershare Inc. is the transfer agent and registrar for the Company's Common Stock.

**FIRST AMENDMENT TO THE
CROWN CASTLE INTERNATIONAL CORP.
2022 LONG-STOCK INCENTIVE PLAN**

WITNESSETH:

WHEREAS, effective August 1, 2022, Crown Castle International Corp. (“Company”) has changed its name to Crown Castle Inc. (“Name Change”); and

WHEREAS, the Company previously established the Crown Castle International Corp. 2022 Long-Term Incentive Plan (“Plan”); and

WHEREAS, pursuant to Section XIV of the Plan, the Board of Directors of the Company (“Board”) has the right to amend the Plan; and

WHEREAS, on May 19, 2022, the Board authorized and empowered certain officers of the Company (“Authorized Officers”) to take such actions, in the name and on behalf of the Company, as any Authorized Officer deems appropriate to reflect the Name Change (“Board Approval”);

NOW, THEREFORE, pursuant to the Board Approval, the Plan is hereby amended, effective as of August 1, 2022, as follows:

1. The Plan is renamed the “Crown Castle Inc. 2022 Long-Term Incentive Plan.”
2. All references in the Plan to “Crown Castle International Corp.” (including, but not limited to, in the title of the Plan and Sections I, II(i) and II(dd) of the Plan) are hereby amended to refer to “Crown Castle Inc.”

**Approved and Adopted
Effective as of August 1, 2022**

CROWN CASTLE INC.

By: /s/ Kenneth J. Simon

Kenneth J. Simon
Executive Vice President and General Counsel

GRANT DATE: _____, ____

**RESTRICTED STOCK UNIT AGREEMENT
(2022 Long-Term Incentive Plan)**

This Restricted Stock Unit Agreement (“Agreement”) is made effective as of _____, _____ (“Grant Date”), between CROWN CASTLE INC. (“Company”), a Delaware corporation, and _____ (“Holder”).

Holder has been serving as an employee or consultant of the Company or one of its Affiliates. In recognition of service and in order to encourage Holder to remain with the Company or its Affiliates (“Group”) and devote Holder’s best efforts to the Group’s affairs, thereby advancing the interests of the Company and its stockholders, the Company and Holder agree as follows:

1. **Issuance of Restricted Stock Units.** Upon the execution and return of this Agreement and for consideration from Holder to the Company in the form of services to the Group, the fair market value of which is at least equal to \$.01 per each restricted stock unit granted pursuant to the 2022 Plan (defined below) (“Unit”) which may be issued hereunder, the Company shall grant to Holder the number of Units listed on the exhibit(s) (each, an “Exhibit”) attached to this Agreement (“Holder’s Units”), with each such Unit representing the right to potentially receive one share of \$.01 par value Common Stock of the Company (“Stock”), subject to all of the terms set forth in this Agreement and in the Crown Castle Inc. 2022 Long-Term Incentive Plan, as may be amended from time to time (“2022 Plan”), which is incorporated herein by reference as a part of this Agreement. The terms “Affiliate,” “Award,” “Committee,” “Code,” “Dividend Equivalent” and “Performance Award” shall have the meanings assigned to them in the 2022 Plan. If a Performance Measure (as hereinafter defined) is designated on an attached Exhibit, then the Units subject to that Exhibit are hereby designated as Performance Awards for purposes of Article IX of the 2022 Plan.

2. **Limitations on Rights Associated with Units and Dividend Equivalents.** The Units and Dividend Equivalents granted pursuant to this Agreement are bookkeeping entries only. The Holder as to the Units shall have no rights as a stockholder of the Company, including no dividend rights (other than those described in Section 7 hereof with regard to Dividend Equivalents) and no voting rights.

3. **Transfer and Forfeiture Restrictions.** The Holder’s Units shall not be sold, assigned, pledged, or otherwise transferred except as provided herein (including the 2022 Plan), and Holder shall be obligated to forfeit and surrender, without further consideration from the Company, such Units (to the extent then subject to the Forfeiture Restrictions) to the Company in accordance with this Agreement. The obligation to forfeit and surrender Units to the Company is referred to herein as the “Forfeiture Restrictions.” The transfer restrictions and Forfeiture Restrictions shall be binding upon and enforceable against any permitted transferee of Units.

4. **Measures.** [Note: The vesting terms set forth in this Section 4 and in the Exhibits hereto or other relevant vesting terms shall be included as applicable in the specific award.]

(a) Except as otherwise provided in Section 5 hereof, the lapsing of the Forfeiture Restrictions shall be contingent on the Holder and the Group, as applicable, meeting

the service and, if applicable, performance conditions described on the applicable Exhibit attached to this Agreement. The Holder shall be required to complete a designated period of service ("Time Measure") which shall begin on the Grant Date and end on the date specified in the applicable Exhibit attached ("Time Vesting Date"). In addition, to the extent provided in an attached Exhibit, the Holder or the Group may be required to attain one or more performance goals (each, if applicable, a "Performance Measure", and together with a Time Measure, the "Measures"), which shall be measured over the designated period of time ("Performance Period"), as described on such Exhibit. The date on which the Time Measure and, if applicable, the Performance Measure, are both satisfied shall be the "Measurement Date" for Holder's Units, subject to such measurement. The Time Measure, Time Vesting Date, Measurement Date and, if applicable, the Performance Period and Performance Measures for this grant of Units are described on the applicable Exhibit attached to this Agreement.

(b) In addition to the conditions set forth in Section 4(a), the lapsing of any Forfeiture Restrictions shall be contingent upon the Holder having complied (as determined by the Company) with all agreements (including any confidentiality, non-competition, non-solicitation and non-disparagement agreements) entered into by and between the Holder and any member of the Group on and prior to the date such Forfeiture Restrictions would otherwise be expected to lapse hereunder.

(c) As soon as administratively feasible after the designated Measurement Date for a Unit, (1) if that Unit is subject to a Performance Measure, the Committee shall certify in writing the extent to which such Performance Measure has been satisfied, (2) the Company shall calculate the number of Units with respect to which the Forfeiture Restrictions shall lapse pursuant to the terms of the applicable Exhibit attached ("Vested Units"), and (3) the Company shall distribute to the Holder one share of Stock ("Distributed Stock") in exchange for each Vested Unit in accordance with the timing restrictions of Section 9 hereof, and upon such exchange the Vested Units shall be automatically cancelled.

(d) Any Holder's Units with respect to which Forfeiture Restrictions cannot lapse pursuant to this Section 4 (including any exceptions pursuant to Section 5 hereof) shall be forfeited and surrendered to the Company by Holder.

5. **Termination of Employment or Service.** If Holder's employment with the Group terminates or is terminated prior to the applicable Measurement Date, then the remaining Holder's Units shall be forfeited and surrendered to the Company; provided, however, that, in such event, the Committee may (subject to the terms of the 2022 Plan), in its sole discretion, cause the Forfeiture Restrictions to lapse as to all or a part of the Holder's Units and, subject to the timing restrictions of Section 9 hereof, cause Distributed Stock to be issued and distributed with respect to such Units as if they were Vested Units subject to such terms set by the Committee, which may include satisfaction of the Measures that would otherwise be applicable to such Units if Holder's employment with the Group had continued. For purposes of this Section 5, Holder's services as a consultant or member of the board of directors (or a similar position) of the Group shall be considered employment with the Group (notwithstanding the foregoing, a Holder who is a consultant of the Group shall be and remain an independent contractor of the Group for all purposes, and this Agreement shall not be construed to create an employment relationship). In the event Holder's employment with the Group terminates or is terminated under circumstances constituting retirement under any then-existing Board-approved retirement policy or program, including the Company's Extended Service Separation Program (if then in effect), the lapse of the Forfeiture Restrictions with respect to or the forfeiture of Holder's Units, as applicable, shall be determined in accordance with such retirement policy or program.

6. **Disclosure of Units.** If Holder discloses or discusses in any manner this Agreement prior to the applicable Measurement Date to or with any other person (including any

other employee or consultant of the Group), then the Holder's Units may be forfeited and the Holder's Units may be surrendered to the Company; provided, the above restriction is not applicable to the extent of reasonable disclosure (a) to an advisor to the Holder (e.g., accountant, financial planner) that has a legitimate reason to have such information and that is subject to an obligation to maintain the confidentiality of such information, (b) required by applicable law including any applicable securities law, (c) to an employee of the Group specifically involved with the administration of this Agreement, or (d) to Holder's spouse. Holder acknowledges and agrees that nothing in this Agreement is intended to, nor does it, interfere with or restrain Holder's right to share or discuss information regarding his/her wages, hours, or other terms and conditions of employment in the exercise of any rights provided by either (x) the National Labor Relations Act, or (y) any applicable state statute or regulation.

7. **Dividend Equivalents.** While the Holder's Units are outstanding and still subject to a Forfeiture Restriction, the Company will accrue Dividend Equivalents on behalf of the Holder. The Dividend Equivalents paid with respect to each Holder's Unit will be equal to the sum of the cash dividends declared and paid by the Company with respect to each share of Distributed Stock while the Holder's Units are outstanding. No interest will accrue on the Dividend Equivalents. The Dividend Equivalents with respect to a Holder's Unit shall be earned and distributed in cash generally at or shortly after the time such Holder's Unit converts to a share of Distributed Stock and in accordance with Section 9 hereof. Any and all Dividend Equivalents with respect to the Holder's Units that are forfeited shall also be forfeited and not deemed earned by nor distributed to Holder. Following lapsing of the Forfeiture Restrictions with respect to Holder's Units and pending distribution of Distributed Stock in respect thereto, Holder shall be entitled to receive Dividend Equivalents relating to such Holder's Units to the extent, if any, that the Holder is not entitled to receive with respect to the Distributed Stock dividends which would otherwise be paid to Holder during such interim period if the Distributed Stock had been so distributed, but in no event shall Holder be entitled to receive both a Dividend Equivalent and a dividend for such interim period.

8. **Community Interest of Spouse.** The community interest, if any, of any spouse of Holder in any of the Holder's Units, Dividend Equivalents, and Distributed Stock shall be subject to all of the terms of this Agreement, and shall be forfeited and surrendered to the Company upon the occurrence of any of the events requiring Holder's interest in such Holder's Units or Dividend Equivalents to be so forfeited and surrendered pursuant to this Agreement.

9. **Internal Revenue Code §409A Compliance.** This Agreement is intended to satisfy the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder, and shall be interpreted consistent with such intent. Any Distributed Stock or Dividend Equivalents that become deliverable or payable to the Holder hereunder shall be delivered to the Holder no later than the end of the calendar year in which the designated Measurement Date occurs. Notwithstanding the foregoing, in the event of a deemed lapse of any Forfeiture Restriction under the provisions of Section 5, delivery of Distributed Stock and Dividend Equivalents shall be made no earlier than the designated Measurement Date otherwise applicable hereunder, and not later than the last day of the calendar year containing the designated Measurement Date. In the event that all or part of the Units granted pursuant to this Agreement provide for a deferral of compensation within the meaning of Section 409A, then notwithstanding anything to the contrary contained herein, in the event that Holder is a "specified employee" (as defined under Section 409A) when Holder becomes entitled to a payment or settlement under this Award which is subject to Section 409A on account of a "separation from service" (as defined under Section 409A), to the extent required by the Code, such payment shall not occur until the date that is six months plus one day from the date of such separation from service. Any amount that is otherwise payable within the six-month period described herein will be aggregated and paid in a lump sum without interest. Further, for purposes of Section 409A,

each payment or settlement of any portion of the Units under this Agreement shall be treated as a separate payment of compensation.

10. **Withholding of Tax.**

(a) To the extent that any event pursuant to this Agreement, other than any event contemplated in Section 10(b) below, relating to the Holder's Units or Distributed Stock results in the incurrence of compensation or other taxable income by the Holder (including the Holder's Spouse) that is subject to tax withholding by the Company, the Holder must satisfy such tax withholding obligation by electing, prior to the delivery of Distributed Stock, to either (1) deliver to the Company an amount of cash equal to the tax withholding amount required under applicable tax laws or regulations, or (2) allow the Company to deduct from the number of shares of Distributed Stock that would have otherwise been delivered to the Holder a number of such shares having a fair market value equal to such tax withholding amount required under applicable tax laws or regulations.

(b) To the extent that any event pursuant to this Agreement relating to the Dividend Equivalents deemed to be earned results in the incurrence of compensation or other taxable income by the Holder (including the Holder's Spouse) that is subject to withholding by the Company, the Holder must satisfy such tax withholding obligation with such amount of cash as the Company may require to meet its obligation under applicable tax laws or regulations.

(c) Regardless of any action of the Company, the Holder acknowledges that the Holder is ultimately liable for such tax withholding obligation. The Company shall not be required to deliver Distributed Stock or cash in respect of Dividend Equivalents under this Agreement until such liability is satisfied.

(d) To the extent that Holder is treated by Company as a consultant for tax purposes, Holder shall (1) pay all taxes arising from any event relating to the Holder's Units or Distributed Stock that results in the incurrence of compensation or other taxable income by the Holder and (2) indemnify the Group and hold the Group harmless from any liability resulting from or relating to any and all taxes, liens, duties, assessments, deductions and expenses (including any penalty, interest or other charge that may be levied with respect thereto) as a result of Holder's late payment, insufficient payment or failure to pay any taxes.

11. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of any successors to the Company and all persons lawfully claiming under Holder.

12. **Contract Terms.** Notwithstanding the terms of this Agreement, if the Holder has entered into a separate written agreement with the Company which specifically affects the Units issued hereunder, the terms of such separate agreement shall control over any inconsistent terms of this Agreement.

13. **Modification.** Any modification of this Agreement will be effective only if it is in writing and signed by each party whose rights hereunder are affected thereby, except to the extent that such modification occurs pursuant to Section XIII of the 2022 Plan or as a result of an amendment of the 2022 Plan made in accordance with Section XIV of the 2022 Plan.

14. **Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Texas, without regard to conflicts of laws principles thereof.

15. **Interpretation.** Unless otherwise specified or the context otherwise requires, as used herein, (a) the term "including", and any variation thereof, means "including, without

limitation,” (b) the word “or” shall not be exclusive, and (c) a reference to the “terms” of an agreement, instrument or document or “terms” established by the Committee shall be a reference to “terms, provisions, conditions and restrictions.”

IN WITNESS WHEREOF, the Company has executed this Agreement by its duly authorized officer and Holder has executed this Agreement, effective as of the Grant Date.

CROWN CASTLE INC.

By: _____
Name: _____
Title: _____
Date: _____

GRANT ID: _____
GRANT DATE: _____, _____

**Measures Applicable To
Restricted Stock Unit Agreement
(2022 Long-Term Incentive Plan)**

Time Vesting Award

Name: _____
Number of Units: _____

The terms of this Exhibit A shall apply to the number of Units listed above. The terms of any other Exhibit to Holder’s Restricted Stock Unit Agreement shall only apply to the Units listed on such Exhibit.

1. General. The Holder’s Units subject to this Exhibit A shall become vested based on the completion of the Time Measure as outlined below.

2. Time Measure. The Time Measure shall be satisfied with respect to a Unit if the Holder is an employee, consultant or a member of the board of directors (or a similar position) of the Group for the period beginning on the Grant Date and ending on the applicable Time Vesting Date listed below.

| <u>Time Vesting Date</u> | <u>Incremental Percentage</u> | <u>Aggregate Percentage</u> |
|--------------------------|-------------------------------|-----------------------------|
| _____, ____ | ___.__% | ___.__% |
| _____, ____ | ___.__% | ___.__% |
| _____, ____ | ___.__% | 100.00% |

If the Time Measure is satisfied, the designated percentage of the Holder’s Units listed above shall no longer be subject to the Forfeiture Restrictions on the designated Time Vesting Date.

GRANT ID: _____
 GRANT DATE: _____

**Measures Applicable To
 Restricted Stock Unit Agreement
 (2022 Long-Term Incentive Plan)**

Performance Award - Absolute TSR Award

Name: _____
Target Number of Units (“Target Level”): _____

The terms of this Exhibit B shall apply to the Units listed above. The terms of any other Exhibit to Holder’s Restricted Stock Unit Agreement shall only apply to the Units listed on such Exhibit.

1. General. The Holder’s Units shall become vested based on the satisfaction of both the Time Measure and the Performance Measure, each as outlined below. The Units subject to this Exhibit are hereby designated as Performance Awards for purposes of Article IX of the 2022 Plan. The initial number of Units specified above in this Exhibit as the “Target Level” is the “target” number of shares of Stock that may be delivered upon settlement of the Units subject to this Exhibit. Such initial number of Units shall be adjusted based on the attainment of the Performance Measure described in Section 3 below.

2. Time Measure. The Time Measure shall be satisfied with respect to a Unit if the Holder is an employee, consultant or a member of the board of directors (or a similar position) of the Group for the period beginning on the Grant Date and ending on _____, _____, which shall be the “Time Vesting Date” for each Unit subject to this Exhibit B.

3. Performance Measure.

(a) The initial number of Units subject to this Exhibit B is listed above, which number of Units assumes the Performance Measure described in this Section 3 is attained at the Target Level. The final number of Units, if any, subject to this Exhibit B at the end of the Performance Period (defined below) shall be calculated as described below based upon the Payout Percentage (see table below in Section 3(c)).

(b) The Performance Measure determines (1) the number of Holder’s Units for which the Forfeiture Restrictions shall lapse on the Measurement Date, and (2) the number of shares of Stock delivered upon settlement of such Units. The number of Holder’s Units which cease to be subject to Forfeiture Restrictions on the Measurement Date, and the number of shares of Stock delivered with respect to Holder’s Units, is based upon the Company’s Annualized Total Stockholder Return (“Annualized TSR”) for the three year period beginning on _____, _____ and ending on and including _____, _____ (“Performance Period”). As provided in Section 3(c) below, the Performance Measure will be satisfied based on the Company’s Annualized TSR during the Performance Period, as certified in writing by the Committee following the end of the Performance Period.

(c) The Forfeiture Restriction shall lapse if the Company’s Annualized TSR is at least _____ percent (___%); provided that the number of Units as of the Measurement Date shall be determined based on Annualized TSR as described in the table below. If Annualized TSR is between the levels designated in the table below, then the Payout Percentage shall be adjusted based on linear interpolation between applicable percentages. For example, (1)

if Annualized TSR is _____%, then the payout percentage would be ____% of the Target Level, and (2) if Annualized TSR is _____%, then the payout percentage would be _____% of the Target Level.

| <u>Level</u> | <u>Annualized TSR</u> | <u>Payout Percentage</u> |
|--------------|-----------------------|--------------------------|
| Maximum | ____% | ____% of Target Level |
| Target | ____% | ____% of Target Level |
| Threshold | ____% | ____% of Target Level |
| | Below ____% | 0% |

(d) Annualized TSR shall be calculated as:

$$\left(\frac{\text{Ending Average Stock Price} + \text{Reinvested Dividend Amount}}{\text{Beginning Average Stock Price}} \right)^{1/n} - 1$$

where n represents the number of years over which Annualized TSR is measured.

The “Ending Average Stock Price” shall be calculated as the average Closing Stock Price for the last ____ trading days of the Performance Period.

The “Beginning Average Stock Price” shall be calculated as the average Closing Stock Price for the last ____ trading days prior to the first day of the Performance Period.

The “Closing Stock Price” of a share of Stock shall be the closing quotation on the New York Stock Exchange (“NYSE”) for the applicable date (or an applicable substitute exchange or quotation system if the NYSE is no longer applicable).

“Reinvested Dividend Amount” shall be calculated as the sum of the total dividends paid¹ on one share of Stock during the Performance Period, assuming reinvestment of such dividends in such Stock (based on the Closing Stock Price of such Stock on the ex-dividend date). For the avoidance of doubt, it is intended that the foregoing calculation of Reinvested Dividend Amount shall take into account not only the reinvestment of dividends in a share of Stock but also capital appreciation or depreciation in the shares of Stock deemed acquired by such reinvestment.

(e) In addition to any other authority or powers granted to the Committee herein or in the 2022 Plan, the Committee shall have the authority to interpret and determine the application and calculation of any matter relating to the determination of Annualized TSR, including any terms in the Agreement or this Exhibit B related thereto. The Committee shall also have the power to make any and all adjustments it deems appropriate to reflect any changes in

¹ The relevant date for determining whether a dividend is included in the calculation of “Reinvested Dividend Amount” is the ex-dividend date (and not the payment date). In the event that the stock of the measured company goes ex-dividend during the Performance Period (including the ____-day trading period during which the Ending Average Stock Price is to be calculated), such dividend shall be included in the determination of “Reinvested Dividend Amount,” notwithstanding the fact that the payment date of such dividend may actually occur after the conclusion of the Performance Period. In the event that the stock of the measured company goes ex-dividend prior to the commencement of the Performance Period (for example, during the ____-day trading period during which the Beginning Average Stock Price is to be calculated), such dividend shall *not* be included in the determination of “Reinvested Dividend Amount,” notwithstanding the fact that the payment date of such dividend may actually occur during the Performance Period.

the Company's outstanding Stock, including by reason of subdivision or consolidation of Stock or other capital readjustment, the payment of a stock dividend on the Stock, other increase or reduction in the number of shares of Stock outstanding, recapitalizations, reorganizations, mergers, consolidations, combinations, split-ups, split-offs, spin-offs, exchanges or other relevant changes in capitalization or distributions to holders of Stock. The determination of the Committee with respect to any such matter shall be conclusive.

(f) Holder shall receive a Dividend Equivalent payment with respect to each share of Distributed Stock as if Holder had held such share since the Grant Date.

GRANT ID: _____
 GRANT DATE: _____, _____

**Measures Applicable To
 Restricted Stock Unit Agreement
 (2022 Long-Term Incentive Plan)**

Performance Award - Relative TSR Award

Name: _____
Target Number of Units (“Target Level”): _____

The terms of this Exhibit C shall apply to the Units listed above. The terms of any other Exhibit to Holder’s Restricted Stock Unit Agreement shall only apply to the Units listed on such Exhibit.

1. General. The Holder’s Units shall become vested based on the satisfaction of both the Time Measure and the Performance Measure, each as outlined below. The Units subject to this Exhibit are hereby designated as Performance Awards for purposes of Article IX of the 2022 Plan. The initial number of Units specified above in this Exhibit as the “Target Level” is the “target” number of shares of Stock that may be delivered upon settlement of the Units subject to this Exhibit. Such initial number of Units shall be adjusted based on the attainment of the Performance Measure described in Section 3 below.

2. Time Measure. The Time Measure shall be satisfied with respect to a Unit if the Holder is an employee, consultant or a member of the board of directors (or a similar position) of the Group for the period beginning on the Grant Date and ending _____, _____, which shall be the “Time Vesting Date” for each Unit subject to this Exhibit C.

3. Performance Measure.

(a) The number of Units subject to this Exhibit C is listed above, which number of Units assumes the Performance Measure described in this Section 3 is attained at the Target Level. The final number of Units, if any, subject to this Exhibit C at the end of the Performance Period shall be calculated as described below based upon the Payout Percentage (see table below in Section 3(c)).

(b) The Performance Measure determines (1) the number of Holder’s Units for which the Forfeiture Restrictions shall lapse on the Measurement Date, and (2) the number of shares of Stock delivered upon settlement of such Units. The number of Holder’s Units which cease to be subject to Forfeiture Restrictions on the Measurement Date, and the number of shares of Stock delivered with respect to Holder’s Units, is based upon the Company’s Annualized Total Stockholder Return (“Annualized TSR”) ranking relative to the TSR Peer Group (“Relative TSR Performance Rank”) for the three year period beginning on _____, _____ and ending on and including _____, _____ (“Performance Period”). For this purpose, the companies included in the Standard & Poor’s 500 index on _____, _____ will be the “TSR Peer Group”. As provided in Section 3(c) below, the Performance Measure will be satisfied based on the Company’s Relative TSR during the Performance Period, as certified in writing by the Committee following the end of the Performance Period.

(c) The Forfeiture Restriction shall lapse if the Company's Relative TSR Performance Rank is at least the 30th percentile; provided that the final number of Units subject to this Exhibit as of the Measurement Date, and the number of shares of Stock delivered with respect to Holder's Units, shall be determined based on the Company's Relative TSR Performance Rank as described in the table below. If the Company's Relative TSR Performance Rank is between the levels designated in the table below, then the Payout Percentage (shown in the table below) shall be adjusted based on linear interpolation between applicable percentages. For example, (1) if the Company's Relative TSR is in the ___th percentile, then the payout percentage would be ___% of the Target Level, and (2) if the Company's Relative TSR is in the ___th percentile, then the payout percentage would be ___% of the Target Level.

| Level | Relative TSR Performance Rank | Payout Percentage |
|--------------|--------------------------------------|--------------------------|
| Maximum | ___th Percentile and above | ___% of Target Level |
| Target | ___th percentile | ___% of Target Level |
| Threshold | ___th percentile | ___% of Target Level |
| | Below ___th percentile | 0% |

(d) Annualized TSR shall be calculated as follows:

$$\left(\frac{\text{Ending Average Stock Price} + \text{Reinvested Dividend Amount}}{\text{Beginning Average Stock Price}} \right)^{1/n} - 1$$

where n represents the number of years over which Annualized TSR is measured.

The "Ending Average Stock Price" shall be calculated as the average Closing Stock Price for the last ___ trading days of the Performance Period.

The "Beginning Average Stock Price" shall be calculated as the average Closing Stock Price for the last ___ trading days prior to the first day of the Performance Period.

The "Closing Stock Price" of a share of Stock shall be the closing quotation on the New York Stock Exchange ("NYSE") for the applicable date (or an applicable substitute exchange or quotation system if the NYSE is no longer applicable).

"Reinvested Dividend Amount" shall be calculated as the sum of the total dividends paid² on one share of Stock during the Performance Period, assuming reinvestment of such dividends in such stock (based on the Closing Stock Price of such Stock on the ex-dividend date). For the avoidance of doubt, it is intended that the foregoing calculation of Reinvested Dividend Amount shall take into account not only the reinvestment of dividends

² The relevant date for determining whether a dividend is included in the calculation of "Reinvested Dividend Amount" is the ex-dividend date (and not the payment date). In the event that the stock of the measured company goes ex-dividend during the Performance Period (including the ___-day trading period during which the Ending Average Stock Price is to be calculated), such dividend shall be included in the determination of "Reinvested Dividend Amount," notwithstanding the fact that the payment date of such dividend may actually occur after the conclusion of the Performance Period. In the event that the stock of the measured company goes ex-dividend prior to the commencement of the Performance Period (for example, during the ___-day trading period during which the Beginning Average Stock Price is to be calculated), such dividend shall *not* be included in the termination of "Reinvested Dividend Amount," notwithstanding the fact that the payment date of such dividend may actually occur during the Performance Period.

in a share of Stock but also capital appreciation or depreciation in the shares deemed acquired by such reinvestment.

The Annualized TSR for the TSR Peer Group companies will be determined using the calculation method described above based on information specific to the TSR Peer Group companies.

(e) In addition to any other authority or powers granted to the Committee herein or in the 2022 Plan, the Committee shall have the authority to interpret and determine the application and calculation of any matter relating to the determination of Annualized TSR and Relative TSR Performance Rank, including any terms in the Agreement or this Exhibit C related thereto. The Committee shall also have the power to make any and all adjustments it deems appropriate to reflect any changes in the Company's outstanding Stock, including by reason of subdivision or consolidation of Stock or other capital readjustment, the payment of a stock dividend on the Stock, other increase or reduction in the number of shares of Stock outstanding, recapitalizations, reorganizations, mergers, consolidations, combinations, split-ups, split-offs, spin-offs, exchanges or other relevant changes in capitalization or distributions to holders of Stock. The determination of the Committee with respect to any such matter shall be conclusive.

(f) Adjustments to TSR Peer Group. The TSR Peer Group may be adjusted or changed by the Committee as circumstances warrant, including the following:

(1) If a TSR Peer Group company becomes bankrupt, the bankrupt company will remain in the TSR Peer Group positioned at one level below the lowest performing non-bankrupt TSR Peer Group. In the case of multiple bankruptcies, the bankrupt TSR Peer Group companies will be positioned below the non-bankrupt companies in chronological order by bankruptcy date with the first to go bankrupt at the bottom.

(2) If a TSR Peer Group company is acquired by another company, including through a management buy-out or going-private transaction, the acquired TSR Peer Group company will be removed from the TSR Peer Group for the entire Performance Period; provided that if the acquired TSR Peer Group company became bankrupt prior to its acquisition it shall be treated as provided in paragraph (1), above, or if it shall become delisted according to paragraph (5) below prior to its acquisition it shall be treated as provided in paragraph (5).

(3) If a TSR Peer Group company spins-off a portion a portion of its business in a manner which results in the TSR Peer Group company and the spin-off company both being publicly traded, the TSR Peer Group company will be removed from the TSR Peer Group for the entire Performance Period and the spin-off company will not be added to the TSR Peer Group.

(4) If a TSR Peer Group company acquires another company, the acquiring TSR Peer Group company will remain in the TSR Peer Group for the Performance Period.

(5) If a TSR Peer Group company is delisted from either the New York Stock Exchange (NYSE) or the National Association of Securities Dealers Automated Quotations (NASDAQ) such that it is no longer listed on either exchange, such delisted TSR Peer Group company will remain in the TSR Peer Group positioned at one level below the lowest performing listed company and above the highest ranked bankrupt TSR Peer Group company (see paragraph (1) above). In the case of multiple delistings, the delisted TSR Peer Group companies will be positioned below the listed and above the bankrupt TSR Peer Group companies in chronological order by delisting date with the

first to be delisted at the bottom of the delisted companies. If a delisted company shall become bankrupt, it shall be treated as provided in paragraph (1) above. If a delisted company shall be later acquired, it shall be treated as a delisted company under this paragraph. If a delisted company shall relist during the Performance Period, it shall remain in its relative delisted position determined under this paragraph.

(6) If the Company's or any TSR Peer Group company's stock splits (or if there are other similar subdivisions, consolidations or changes in such company's stock or capitalization), such company's Annualized TSR performance will be adjusted for the stock split so as not to give an advantage or disadvantage to such company by comparison to the other TSR Peer Group companies.

(g) Holder shall receive Dividend Equivalent payments with respect to each share of Distributed Stock as if Holder had held such share since the Grant Date.

CROWN CASTLE INC. SUBSIDIARIES

| Subsidiary | Jurisdiction of Incorporation |
|---|--------------------------------------|
| Assurable Insurance LLC | Texas |
| CC Holdings GS V LLC | Delaware |
| CC Towers Guarantor LLC | Delaware |
| CC Towers Holding LLC | Delaware |
| CCATT LLC | Delaware |
| CCATT Holdings LLC | Delaware |
| CCGS Holdings Corp. | Delaware |
| CCTM Holdings LLC | Delaware |
| CCTMO LLC | Delaware |
| Crown Atlantic Company LLC | Delaware |
| Crown Castle Atlantic LLC | Delaware |
| Crown Castle CA Corp. | Delaware |
| Crown Castle Fiber Holdings Corp. | Delaware |
| Crown Castle Fiber LLC | New York |
| Crown Castle GT Company LLC | Delaware |
| Crown Castle GT Corp. | Delaware |
| Crown Castle GT Holding Sub LLC | Delaware |
| Crown Castle Investment II Corp. | Delaware |
| Crown Castle Operating Company | Delaware |
| Crown Castle South LLC | Delaware |
| Crown Castle Towers 06-2 LLC | Delaware |
| Crown Castle Towers LLC | Delaware |
| Crown Castle USA Inc. | Pennsylvania |
| Crown Communication LLC | Delaware |
| Global Signal Acquisitions II LLC | Delaware |
| Global Signal Acquisitions IV LLC | Delaware |
| Global Signal Holdings III LLC | Delaware |
| Global Signal Operating Partnership, L.P. | Delaware |
| Pinnacle Towers Acquisition LLC | Delaware |
| Pinnacle Towers Acquisition Holdings LLC | Delaware |
| Pinnacle Towers LLC | Delaware |

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 ASR (No. 333-254500) and Form S-8 (No. 333-265081, 333-212383, 333-181715 and 333-188801) of Crown Castle Inc. of our report dated February 24, 2023 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Pittsburgh, Pennsylvania
February 24, 2023

Exhibit 31.1

Certification

For the Year Ended December 31, 2022

I, Jay A. Brown, certify that:

1. I have reviewed this report on Form 10-K of Crown Castle Inc. ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer

Exhibit 31.2

Certification

For the Year Ended December 31, 2022

I, Daniel K. Schlanger, certify that:

1. I have reviewed this report on Form 10-K of Crown Castle Inc. ("registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2023

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Executive Vice President and Chief Financial Officer

Exhibit 32.1

**Certification Pursuant to
18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Crown Castle Inc., a Delaware Corporation ("Company"), for the period ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof ("Report"), each of the undersigned officers of the Company hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of such officer's knowledge:

- 1) the Report complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of December 31, 2022 (the last date of the period covered by the Report).

/s/ Jay A. Brown

Jay A. Brown
President and Chief Executive Officer
February 24, 2023

/s/ Daniel K. Schlanger

Daniel K. Schlanger
Executive Vice President and Chief Financial Officer
February 24, 2023