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## GUIDELINES

# PROPER BUSINESS PRACTICES AND ETHICS POLICY

### SYNOPSIS

1. Crown Castle International Corp. (“Crown Castle”) and its affiliates<sup>1</sup> strive to conduct their business with honesty and integrity and in accordance with high legal and ethical standards. Crown Castle and its employees (as used herein “employees” refers to officers, directors and other employees of Crown Castle) should endeavor to comply with applicable legal requirements of the United States, Australia, Puerto Rico, the United Kingdom, Canada and any other countries in which Crown Castle may operate or hold assets (See “Introduction” and “Compliance with Laws and Regulations”).
2. The use of any funds or assets for any unlawful or improper purpose is not permitted (See “Questionable or Improper Payments or Use of Crown Castle Assets”).
3. Crown Castle generally does not make political contributions in support of any party or candidate in any U.S. election, whether Federal, state or local, except as stated in this policy (See “Political Contributions” and “Foreign Corrupt Practices”).
4. Each employee should avoid conflicts of interest with Crown Castle. A conflict of interest occurs when an employee’s private interest interferes with the interests of Crown Castle, making it difficult for the employee to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee or a family member receives improper personal benefits as a result of his or her position with Crown Castle (See “Conflicts of Interest”).
5. Crown Castle and its employees may not offer, pay, promise to pay, give or authorize the payment or giving of anything of value to any foreign<sup>2</sup> official, foreign political party or official thereof or any candidate for foreign political office for the purpose of influencing the acts or decisions of such parties in order to obtain or retain business for any person (See “Foreign Corrupt Practices”).
6. Crown Castle’s books and records should accurately and fairly reflect Crown Castle’s transactions in reasonable detail and in accordance with Crown Castle’s accounting practices and policies (See “Books and Records”).

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<sup>1</sup> As used herein, the term “Corporation” and the adjective “corporate” refer to Crown Castle and any operating company, subsidiary, or division of Crown Castle and any corporation, firm or venture in which Crown Castle or a subsidiary thereof has a majority voting interest.

<sup>2</sup> As used herein, “foreign” means of or relating to countries other than the United States.

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7. An employee should maintain the confidentiality of information entrusted to them by Crown Castle and its customers (See “Confidentiality”).
8. An employee should not compete with Crown Castle or take advantage of opportunities discovered through the use of corporate property, information or position (See “Corporate Opportunities”).
9. In connection with Crown Castle’s business, each employee should endeavor to deal fairly with other employees and third parties (See “Fair Dealing”).
10. An employee should endeavor to comply with the laws and regulations applicable to Crown Castle’s business (See “Compliance with Laws and Regulations (including Insider Trading Laws)”).
11. Crown Castle will strive to cooperate with any governmental investigative authorities. An employee may not knowingly alter, destroy, conceal, or falsify any record, document, or tangible object with the intent to impede or obstruct any governmental investigation or proceeding (See “Cooperation with Government Investigations”).
12. Crown Castle does not generally hire new employees or promote current employees into the “chain of command” of a current employee who is also a Family Member, as defined herein (See “Nepotism”).

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## 1. Introduction

Crown Castle strives to conduct its business with honesty and integrity in accordance with high legal and ethical standards. Crown Castle and its employees should endeavor to comply with all applicable legal requirements of the United States, Australia, Puerto Rico, the United Kingdom, Canada and any other countries in which Crown Castle may operate or hold assets.

This Proper Business Practices and Ethics Policy ("Policy") provides guidance in specific situations that may arise; however, the Policy is neither a contract nor a comprehensive manual that covers every situation Crown Castle employees might encounter. It is the individual employee's responsibility to comply with the Policy and exercise good judgment so as to act in a manner that will reflect favorably upon Crown Castle and the individual.

Each employee should seek to comply with the spirit as well as the letter of this Policy. An employee may not attempt to achieve indirectly, through the use of agents or other intermediaries, that which is prohibited directly. An employee who violates the law, regulations or this Policy is subject to disciplinary action, which may include suspension or termination of employment or legal action.

## 2. Applicability

The Policy applies to all employees of Crown Castle throughout the world.

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### 3. Implementation

Crown Castle employees are responsible for reading, understanding and complying with the Policy. Each employee should make a commitment to strive to conduct Crown Castle's business with integrity and in compliance with the Policy. Failure to read or acknowledge the Policy does not exempt an employee from his or her responsibility to comply with the Policy or applicable laws and regulations. In addition, managers should promote awareness and compliance with the Policy by employees under their supervision.

Typically, employees will be provided with a copy of the Policy at the time their employment commences, and a copy of the Policy will generally be posted on a Crown Castle website for reference by employees.

Each employee is responsible for obtaining guidance for resolving a business practice or compliance concern if he or she is uncertain about how to proceed in a situation. An employee who has questions on how to proceed or on interpretation should consult his or her supervisor, another manager, the Business Support Department or the Legal Department.

From time to time, Crown Castle may request that an employee sign a compliance certificate relating to the Policy. The compliance certificate may request that the employee certify, among other things, (1) that the employee has read and understands the Policy, (2) has taken steps to bring the Policy to the attention of employees under his or her supervision, and (3) has complied with the Policy and knows of no violations (other than violations already reported).

A Crown Castle employee who interacts with third parties (including vendors, suppliers, contractors, lawyers, and accountants) should conduct such interactions in accordance with the provisions of the Policy. An employee should attempt to influence such third parties to conduct their activities in conformity with applicable laws and the Policy and should report violations of the Policy.

Crown Castle may periodically send to its vendors, suppliers and contractors letters notifying such entities, among other things, that (1) it is against Crown Castle policy for an employee to accept gifts or entertainment of more than nominal value from entities which do business with Crown Castle, (2) the provision of gifts and entertainment is not a condition of doing business with Crown Castle, and (3) Crown Castle requests such entities to identify any Crown Castle employee or representative who pressures or solicits them for gifts, entertainment or other special favors.

### 4. Questionable or Improper Payments or Use of Crown Castle's Assets

An employee should seek to protect Crown Castle's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Crown Castle's profitability. The use of Crown Castle funds or assets for any unlawful or improper purpose is not permitted. Further, no payment on behalf of Crown Castle may be made or approved with the intention or understanding that any part of such payment is to be used for any unlawful purpose.

Crown Castle's assets should be used for legitimate business purposes and are not maintained for use by an employee for non-business related purposes. An employee's occasional personal use of items such as stationery, supplies, copying facilities or telephone, when the cost to Crown Castle is insignificant, is permissible. Each



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employee should consult and abide by Crown Castle's other policies and guidelines relating to the use of specific assets, such as Crown Castle's email system and automobiles.

Crown Castle's relationship with governmental agencies and their officials and personnel in each country in which Crown Castle conducts business should be maintained (i) in accordance with high ethical standards, (ii) in compliance with applicable legal requirements, and (iii) such that a public disclosure of such relationship would not be expected to impugn or jeopardize Crown Castle's integrity or reputation.

No payments or gifts from Crown Castle's funds or assets may be made, directly or indirectly, to or for the benefit of a representative of any domestic or foreign government (or subdivision thereof), labor union, or any current or prospective customer or supplier for the purpose of improperly obtaining a desired government action, or any sale, purchase, contract or other commercial benefit. Nothing of value (for example, gifts or entertainment) may be provided to government personnel unless permitted by applicable laws and regulations. The foregoing prohibitions apply to direct or indirect payments made through third parties and employees as well as bribes, kickbacks or any other form of payoff. In addition, a Crown Castle employee may not accept payments or gifts of the kinds described above.

Notwithstanding the foregoing, commercial business entertainment and transportation which is reasonable in nature, frequency and cost is permitted. Reasonable business entertainment or transportation includes, without limitation, a lunch, dinner, or occasional athletic or cultural event; gifts of nominal value; entertainment at Crown Castle or other authorized facilities; or authorized and reasonable transportation in Crown Castle's vehicles. In addition, reasonable business entertainment covers traditional promotional events sponsored by Crown Castle.

All arrangements with third parties, such as distributors or agents, should be evidenced or memorialized in a written contract, order, or other document which describes the goods or services that are in fact to be performed or provided and for reasonable fees or costs.

### 5. Political Contributions

Except as otherwise approved in advance by the Chief Executive Officer ("CEO") and in compliance with applicable laws and regulations, Crown Castle generally does not make political contributions, directly or indirectly, in support of any party or candidate in any U.S. election, whether Federal, state or local. To the extent permitted by law and approved by the Board of Directors of Crown Castle International Corp. ("Board") in advance, Crown Castle's resources may be used to establish and administer a political action committee or separate segregated fund.

In countries where corporate political contributions are permitted by law and encouraged by local custom, contributions may be appropriate and are permitted where approved by the proper corporate officer, with the concurrence of the Board. Please refer to "Foreign Corrupt Practices" for certain prohibitions relating to foreign payments.

An employee has the right to support political candidates and issues of his or her own choosing. While engaged in such activities, an employee should make clear that his or her views and actions are such employee's own, and not those of Crown Castle.

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### 6. Conflicts of Interest

Each employee is expected to avoid engaging in business or conduct, or entering into agreements or arrangements, which would give rise to actual, potential or the appearance of conflicts of interest. A conflict of interest occurs when an individual's private interest interferes with the interests of Crown Castle as a whole. This situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee or a family member receives improper personal benefits as a result of his or her position with Crown Castle. A conflict of interest is also deemed to exist whenever, as a result of the nature or responsibilities of his or her employment with Crown Castle, an employee is in a position to further any personal interest (including financial interest) or the interests of any member of the employee's family.

The receipt of gifts can create conflicts of interest. An employee should not accept a gift that could undermine or influence good business judgment or that might appear to have that result. No Employee should solicit gifts or favors from any person with whom Crown Castle does business. On occasion, an employee may accept gifts of nominal or modest value if (a) the gifts are consistent with the giver's rules, (b) the acceptance of the gift is in compliance with this Policy, and (c) open disclosure of the gift would not embarrass or reflect poorly on Crown Castle, the giver or the employee recipient. These rules should be communicated to vendors and suppliers.

The following are common examples of situations that may involve conflicts of interests:

- An employee holding a position or interest, direct or indirect, with any supplier, customer or competitor of Crown Castle (except for an investment in publicly traded securities as described below).
- Acceptance by an employee or an immediate family member of gifts or favors of more than nominal value from an actual or prospective customer, supplier or competitor of Crown Castle, or any governmental official or employee (except as otherwise permitted in this Policy).
- An employee's disclosure or use of confidential information gained by reason of employment by Crown Castle for profit or advantage for the employee or anyone else.
- An employee's competition with Crown Castle in the acquisition or disposition of rights or property.

The following situations should not be considered conflicts of interest:

- Ownership of an insignificant percentage of the publicly traded securities of a supplier, customer or competitor of Crown Castle.
- A transaction with one of Crown Castle's banks, which transaction is customary and conducted on standard commercially available terms, such as a home mortgage or bank loan.
- A transaction or relationship disclosed in accordance with this Policy and determined by the outside legal counsel or the Board not to be a prohibited conflict of interest.

Any actual, potential or apparent conflict of interest involving an employee (including an employee's family) should be promptly reported to Crown Castle by such employee. To facilitate such reporting, Crown Castle has adopted a Conflict of Interest Disclosure Form, a copy of which can be obtained from (1) the Vice President of Internal Audit (currently, Amy Donachy at 724-416-2387), (2) the Vice President of Business Support (currently, Amy Williamson at 724-416-2526), (3) the Associate General Counsel and Corporate Secretary (currently, Don Reid at 713-570-3147) or (4) the following [Connect link](#).

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### 7. Foreign Corrupt Practices

An employee may not authorize or undertake any activity that violates the provisions of the U.S. Foreign Corrupt Practices Act (“FCPA”), federal and state election laws, bribery, or other applicable domestic or foreign anti-corruption laws. Generally, the FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Making illegal payments to government officials of any country is prohibited. Additional provisions relating to the FCPA are set forth in Crown Castle’s FCPA Policy, which forms a part of this Policy and is incorporated herein by reference.

Crown Castle will not indemnify any employee or agent for any fine or penalty which may be imposed on such employee or agent upon conviction for violation of the FCPA.

### 8. Books and Records

Crown Castle’s books, records and accounts should accurately and fairly reflect the transactions of Crown Castle in reasonable detail and in accordance with Crown Castle’s accounting practices and policies, including generally accepted accounting principles and Crown Castle’s system of internal controls, as applicable. The following examples are given for purposes of illustration and are not intended to limit the generality of the foregoing in any way:

- No false, misleading or deliberately inaccurate books, records, accounts or entries should be made or caused to be made.
- No payment should be made with the intention or understanding that all or any part of it is to be used for any purpose other than that described by the documents supporting the payment.
- No undisclosed, unrecorded or “off-book” funds or assets should be established.
- No false or misleading statements (or omissions), written or oral, should be intentionally made to any internal or external accountant or auditor with respect to Crown Castle’s financial statements or documents to be filed with the U.S. Securities and Exchange Commission (“SEC”) or other governmental authority.
- No action to fraudulently influence, coerce, manipulate or mislead Crown Castle’s internal or independent auditors should be made or taken.

An employee should exercise due diligence in order to comply with the standards described above. If an employee believes that Crown Castle’s books and records are not being maintained in accordance with these requirements, the employee should report the matter pursuant to the reporting procedures described below.

### 9. Confidentiality

An employee should maintain the confidentiality of information entrusted to him or her by Crown Castle and its customers, except when disclosure is properly authorized or legally mandated. Confidential information includes, without limitation, all non-public information that if disclosed might be of use to competitors, or harmful to Crown Castle or its customers. Non-public information that is learned about Crown Castle’s suppliers and customers that is not in the public domain should also be treated as confidential information. The obligation to preserve confidential information continues even after employment with Crown Castle ends. Any documents,



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papers, records, or other tangible items that contain confidential information, trade secrets or proprietary information relating to Crown Castle are the property of Crown Castle.

### **10. Corporate Opportunities**

An employee should not (a) personally take for himself or herself opportunities, including business and investment opportunities, that are discovered through the use of corporate property, information, or position; (b) use corporate property, information, or position for personal gain; or (c) compete with Crown Castle, including directly or indirectly bidding for, buying, leasing or acquiring rights to any property or materials if the employee believes Crown Castle may also be interested in pursuing such opportunity. Each employee of Crown Castle owes a duty to Crown Castle to advance Crown Castle's legitimate interest when the opportunity to do so arises.

### **11. Fair Dealing**

In connection with Crown Castle's business, each employee should endeavor to deal fairly with other employees and third parties. Customers and suppliers should be dealt with at arm's length and have fair opportunities to compete for Crown Castle's business. In furtherance of fair competition, an employee should seek to avoid actions that are in violation of laws and regulations governing competitive practices in the marketplace.

### **12. Compliance with Laws and Regulations (including Insider Trading Laws)**

Obedying the law both in letter and in spirit is the foundation upon which Crown Castle's ethical standards are built. An employee should endeavor to comply with the laws and regulations applicable to Crown Castle's business. Although an employee is not expected to know every law and regulation that is applicable to Crown Castle, it is important that employees know enough to ask questions and seek advice from supervisors, managers, lawyers or other appropriate personnel if he or she has any doubt regarding the legality of an action taken, or not taken, on behalf of Crown Castle.

In general, purchasing or selling securities of Crown Castle, either directly or indirectly, while in possession of material non-public information is both unethical and illegal. An employee may not disclose material non-public information to others who might use such information to directly or indirectly place trades in Crown Castle securities. An employee should read and comply with Crown Castle's Policy Statement on Insider Trading.

Pursuant to Section 16 of the Securities Exchange Act of 1934, substantially all purchases or sales of securities of Crown Castle by directors, executive officers, and 10% stockholders should be disclosed within two business days of the transaction. Each officer, director and stockholder who is subject to these reporting procedures should comply with such laws and regulations and the applicable provisions of Crown Castle's Policy Statement on Insider Trading.

Crown Castle endeavors to provide full, accurate, timely and understandable disclosure in all public communications and reports and documents that Crown Castle files with the SEC.



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### 13. Cooperation with Government Investigations

Crown Castle will strive to cooperate with any governmental investigative authorities. Each employee should retain any record, document or tangible object of Crown Castle that is the subject of any investigation or litigation. An employee may not knowingly alter, destroy, conceal, or falsify any record, document, or tangible object with the intent to impede or obstruct the investigation or proper administration of any matter within the jurisdiction of any federal department or agency or any bankruptcy, or in relation to or contemplation of any such matter.

### 14. Nepotism

Crown Castle endeavors to avoid employing Family Members<sup>3</sup> under the direct or indirect management or supervision of other Family Members. This includes the “chain of command” within a group or department. For example, a Vice President of a department should not have a Family Member working in that department and a Director should not have a Family Member working in the group supervised by that Director (e.g., reporting to a Manager who reports to the Director). Should two employees get married while employed at Crown Castle, the policy as described above will be applied. All requests to employ a Family Member will be reviewed by the Business Support Department and requests for Family Members to work in the same department will receive increased scrutiny.

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<sup>3</sup> “Family Members” include a spouse, child, domestic partner, son-in-law, daughter-in-law, step-child, parent, step-parent, parent-in-law, grandparent, grandchild, brother, sister, brother-in-law, sister-in-law, step-sibling, aunt, uncle, cousin, nephew or niece of an employee.

### 15. Reporting Violations or Concerns

Crown Castle proactively promotes ethical behavior. An employee should report integrity or ethical concerns including violations or potential violations of this policy. An employee who wishes to report a concern has numerous alternatives, including:

- Contact a manager or supervisor
- Contact a manager’s manager
- Contact a Business Support Director
- Contact an internal legal representative
- Contact Crown Castle’s Employee Concerns Anonymous Help Line
- For conflicts of interest, utilize the Conflict of Interest Disclosure Form described in Section 6.0 above

An employee can contact the Employee Concerns Anonymous Help Line (“Help Line”) by calling 1-877-874-8416 or by visiting the website at <https://crowncastle.alertline.com>. The Help Line is managed by an outside firm and is open 24 hours a day, 7 days a week.

An employee contacting the Help Line will be issued a reference number to assist the employee in any additional contact with the Help Line regarding the matter. An employee will also be asked a series of questions, and the responses will be noted in a report sent to a member of the Ethics Committee. An employee should provide as much detailed information as possible regarding the matter to assist Crown Castle in its investigation. The Ethics Committee, which oversees integrity and ethics compliance, consists of certain senior officers of Crown Castle and

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reports to the Board. An employee may also be requested to re-contact the Help Line at a later specified date to provide Crown Castle, through the outside firm managing the Help Line, with an opportunity to respond on the status of the matter or request additional information in furtherance of the investigation.

Below are some general points regarding raising a concern:

- If comfortable doing so, an employee should generally raise the issue with a manager or supervisor. A manager or supervisor is likely to be in the best position to resolve the issue quickly.
- If a manager or supervisor does not respond to a concern, or if the employee is uncomfortable raising the issue with the manager or supervisor, the employee should raise the issue with another individual (e.g., Human Resources manager or member of the Legal Department).
- An employee may raise concerns orally, in writing or anonymously. Anonymous submissions may be made using the Help Line.

Each report will be tracked and handled pursuant to the Company's procedures as may be in effect from time to time.

To encourage each employee to report potential ethical or integrity concerns, Crown Castle does not permit retaliation for reports of misconduct made in good faith by an employee. However, if an employee makes a knowingly false report or willfully disregards the truth, accuracy or completeness or engages in other bad faith use of the reporting system, such employee may be subject to disciplinary action.

### **Waivers of this Policy**

Any waiver of this Policy for executive officers or directors may be made only by the Board or a committee of the Board and will be promptly disclosed as may be required by applicable laws and regulations.

### **Amendment**

Any amendment to this Policy shall be made only by the Board, or the appropriate committee thereof. If an amendment to this Policy is made, disclosure will be made as may be required by applicable laws and regulations.