

CROWN CASTLE INC.
COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER
(August 7, 2024)

Purpose

The Compensation and Human Capital Committee (“Committee”) shall (1) assist the Board of Directors (“Board”) of Crown Castle Inc. (“Company”) with its responsibilities relating to compensation of executives of the Company, (2) design, recommend, administer and evaluate the executive compensation plans, policies and programs of the Company, (3) oversee administration of the Company’s equity-based compensation plans, and (4) assist the Board with its human capital oversight responsibilities.

The Committee should generally endeavor to promote compensation policies and procedures that allow the Company to attract, retain and incentivize key employees. The Committee should endeavor to promote a compensation policy that (1) creates a positive relationship between pay levels and corporate performance and returns to stockholders and (2) monitors the results of such policy to review whether the compensation payable to the Company’s executives is competitive in view of prevailing market conditions, creates proper incentives to enhance stockholder value, and rewards performance.

Composition

The Board shall appoint the members of the Committee. The Board shall select and appoint three or more of its members, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”), to serve as members of the Committee. Additionally, at least two members of the Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Exchange Act”). The Committee’s composition should be reviewed periodically to determine whether each of its members meet the criteria set forth in any applicable rules and regulations of the NYSE and Securities and Exchange Commission (“SEC”). Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined necessary or appropriate by the Committee to satisfy regulatory standards.

Each Committee member shall serve at the pleasure of the Board and for such term or terms as the Board may determine. Any or all members of the Committee may be removed by the Board at any time in accordance with the Company’s by-laws, as may be amended or restated from time to time (“By-laws”). The Board may designate a chairperson from among the members of the Committee, or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee.

Authority and Responsibilities

The Committee shall generally have authority (1) over the Company’s overall compensation philosophy and objectives and (2) for reviewing, approving and monitoring compensation strategies, plan design, guidelines and practices as they relate to executive and senior management. In addition to the authority of the Committee described above, the Committee shall have the authority to:

- develop an overall executive compensation philosophy, strategy and framework consistent with the Company’s objectives and stockholder interests;
- annually, with input from the chair of the Board, review, approve and recommend to the independent directors of the Board (“Independent Directors”), the CEO’s goals and objectives and, as a Committee, conduct an annual evaluation of the CEO’s performance considering those

goals and objectives;

- review, approve and recommend to the Independent Directors actions relating to compensation (including salary, incentive compensation, equity-based compensation, and benefits) and employment-related arrangements (including severance arrangements) for the Chief Executive Officer (“CEO”); in determining any long-term incentive component of the CEO’s compensation, the Committee may consider, among other things, the Company’s performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s CEO in past years;
- review and approve actions relating to compensation (including salary, incentive compensation, equity-based compensation, and benefits), promotion and employment-related arrangements (including severance arrangements) of executives reporting to the CEO;
- review, approve and make recommendations to the Board with respect to incentive compensation, equity-based plans and other compensation arrangements that require approval by the Company’s stockholders;
- act as administrator or governing committee with respect to incentive compensation and equity-based plans, with all powers delegated to the administrator under such plans;
- select a peer group or peer groups against which the Company’s executive compensation program is measured;
- review and approve perquisites and other personal benefits to executives of the Company and the Company’s Board;
- annually review the Company’s compensation plans, policies, and programs, including any ERISA or other benefit plans, to ensure they are competitive and consistent with the Company’s long-term strategy, corporate values and accepted legal practices; provided that, except as the Committee otherwise determines or applicable law otherwise requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA;
- retain, obtain the advice of, and terminate one or more compensation consultants, legal counsel or other advisers (collectively, “External Advisers”) to assist the Committee in carrying out its duties, authority and responsibilities;
- assist the Board in overseeing the Company’s strategies and policies for human capital development and training, talent retention and recruitment, Company culture and engagement, and management (other than CEO) succession planning;
- obtain advice and assistance from internal human resources, legal, accounting or other internal leaders;
- review and approve any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Exchange Act;
- annually, review the Company’s compensation practices, policies and programs for executive officers and other employees to ensure that such practices, policies and programs do not encourage unnecessary or excessive risk taking and assess whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company;
- review and approve the implementation or revision of any policy allowing the Company to recoup or “clawback” compensation paid to executive officers or other employees, and act as administrator (if so designated by the Board) of any such policies;

- recommend to the Board for approval the frequency with which the Company will include in its proxy and information statement a management proposal permitting stockholders to have an advisory vote on executive compensation (“Say on Pay”);
- review and consider the results of the Company’s most recent Say on Pay vote, if any, and any other feedback related thereto garnered through the Company’s ongoing stockholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and such stockholder feedback;
- monitor compensation trends and regulatory developments as the Committee deems necessary or appropriate;
- review and discuss with management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s proxy statement relating to its annual meeting of stockholders (“Proxy Statement”) and determine whether to recommend to the Board that the CD&A be included in the Proxy Statement;
- produce a Committee report as may be required by SEC rules for inclusion in the Proxy Statement;
- conduct an annual performance evaluation of the Committee;
- assist the Board in overseeing and assessing the Company’s risk management strategy by examining risks within the Committee’s purview, consistent with the responsibilities and duties set forth herein;
- perform such other duties and functions as the Board may from time to time determine or as may be required under any applicable law, rule or regulation, including the regulations of the NYSE and the SEC; and
- regularly make reports of its activities to the Board or the Independent Directors, as applicable.

Procedural Matters

A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Regular meetings of the Committee shall be held at such times as determined by resolution of the Board or the Committee. A special meeting of the Committee may be called by resolution of the Board or upon the request of the chairperson or a majority of the members of the Committee. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet in person, by telephone or video conference or in any other manner permitted under law or the Company’s By-laws. The Committee may also act by unanimous written consent in lieu of a meeting. Meetings may, at the discretion of the Committee, include members of the Company’s management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may hold executive sessions at which no members of management of the Company are present. The Committee may make recommendations to the Board or the Independent Directors with respect to matters covered by this Charter and other matters as the Committee may deem necessary or appropriate. The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the chairperson, at any meeting thereof.

The Committee shall have the authority to form and delegate any of its authorities and responsibilities to subcommittees comprised of one or more of its members as it deems appropriate and to delegate responsibility for the day-to-day management of executive compensation to the senior officers of the Company to the extent permitted by applicable law, except that it shall not delegate its responsibilities for any matters that involve executive compensation or is intended to be exempt from Section 16(b) under

the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

The retention or engagement of any External Adviser by the Committee should be in accordance with Section 303A.05(c) of the NYSE Listed Company Manual (or any successor provision), including that (1) the Committee should review the independence of any such External Adviser, considering the factors set forth in such NYSE rule, in advance of retaining or receiving advice from such External Adviser; (2) the Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such External Adviser; and (3) the Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such External Adviser.

Legal Compliance

This Compensation and Human Capital Committee Charter ("Charter") and the composition and authorized activities of the Committee are intended to, and shall be construed to, comply with applicable state and federal laws, the rules and regulations of the NYSE and the SEC, and the Company's By-laws.

Review of Charter

Annually, the Committee shall review and reassess this Charter. Any proposed changes shall be submitted to the Nominating, Environmental, Social & Governance Committee of the Board for its consideration and submission to the Board.