

CROWN CASTLE INTERNATIONAL CORP.

CORPORATE GOVERNANCE GUIDELINES

(July 28, 2020)

1. Director Qualification Standards

The Board of Directors (“Board”) of Crown Castle International Corp. (“Company”) will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”) and any applicable laws.

The Nominating & Corporate Governance Committee (“NCG Committee”) has the authority to establish criteria for selecting new directors and recommend nominees for directorship in accordance with the terms of the NCG Committee charter (“NCG Charter”). In making its evaluation and recommendation of candidates or nominees for the Board, the NCG Committee should generally consider, among other factors, whether prospective nominees are able to read and understand basic financial statements, have relevant business experience, have industry or other specialized expertise and have high moral character. In addition, the NCG Committee should consider issues of diversity, including with respect to experience, expertise, viewpoints, skills, race, ethnicity and gender, in connection with the director selection process. The NCG Committee may attribute greater or lesser significance to different factors at particular times depending upon the needs of the Board, its composition, or the NCG Committee’s perception about future issues and needs.

Pursuant to the Company’s Restated Certificate of Incorporation (“Charter”), all directors of the Board (other than any directors who may be elected by holders of any series of preferred stock) hold office for a term expiring at the first succeeding annual meeting of stockholders after their election, with each such director holding office until his or her successor shall have been duly elected and qualified.

The number of directors that constitutes the Board shall be fixed from time to time pursuant to a resolution adopted by a majority of the Board. The NCG Committee has the authority to review the advisability or need for any change in the number and composition of the Board in accordance with the terms of the NCG Charter.

2. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and an NCG Committee (collectively, “Committees”). All of the members of these Committees will be independent directors under the criteria established by the NYSE and any applicable laws. Committee members will be appointed by the Board upon recommendation of the NCG Committee, in accordance with other criteria as may be established by the NYSE and any applicable laws from time to time, and with consideration given to the desires of individual directors. Each Committee will have its own charter, which generally sets forth the authority and responsibilities of such Committee.

The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate and subject to the rules, procedures and terms as established by the Board.

3. Director Responsibilities

The general responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging that responsibility, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to (i) have the Company purchase reasonable directors' and officers' liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation, bylaws and any indemnification agreements; and (iii) exculpation as provided by state law and the Company's certificate of incorporation.

While the Board understands that scheduling conflicts may arise resulting in absences, it strongly encourages each director to attend the annual meeting of stockholders, Board meetings and meetings of committees on which he or she serves. Further, the directors are expected to spend the time needed and meet as necessary to discharge their responsibilities. When feasible, information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting in order that directors may review these materials in advance of the meeting.

The Board does not maintain a firm policy with respect to the separation of the offices of Chairman and the Chief Executive Officer ("CEO"). The Board believes that it is in the best interests of the Company for the Board to make a determination regarding this issue each time it elects a new Chairman or CEO based on the relevant facts and circumstances applicable at such time.

In general, the Chairman will establish the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda and to raise at any Board meeting subjects that are not on the agenda for that meeting.

4. Meetings of Non-Management Directors

The non-management directors should meet regularly in executive session (typically at each regularly scheduled Board meeting). If any of the non-management directors attending such executive sessions are not independent directors, the Board should hold an executive session including only independent directors at least once a year. If the Chairman is a non-management director, the Chairman shall preside at such meetings. If the Chairman is a member of management, the non-management directors may elect a chairman for the executive sessions ("ES Chairman"), and the ES Chairman shall preside at such meetings.

5. Director Access to Management and Independent Advisors

The Board has the power to hire independent legal, financial or other advisors as they deem necessary or advisable. Each Committee shall have the authority to hire such advisors as provided in such Committee's respective charter.

Directors should have access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director. The directors should use their judgment to minimize the disruption that any such contact might have to the business operations of the Company.

6. Director Compensation

The NCG Committee has the authority to advise and make recommendations to the Board with respect to director compensation in accordance with the terms of the NCG Charter, including form and amount of compensation and philosophy relating thereto.

7. Director Retirement Age

Except as otherwise provided in this provision, no non-employee director shall be nominated to stand for election or re-election to the Board after attaining the age of 72 ("Retirement Age"). With respect to persons serving as directors as of July 28, 2020 who have already attained the Retirement Age, provided such person is still serving as a director at such time, (1) Messrs. Hutcheson, McKenzie and Garrison shall not be re-nominated as a director with respect to the Company's 2021 Annual Meeting of Stockholders or at any time thereafter and (2) Messrs. Martin and Hogan shall not be re-nominated as a director with respect to the Company's 2022 Annual Meeting of Stockholders or at any time thereafter.

8. Director Orientation and Continuing Education

New directors should receive a director orientation package, which may include copies of certain Company policies, Company formation and governance documents, recent SEC filings and press releases and other materials to familiarize new directors with the Company and the Board. The Company encourages its directors to engage in continuing education activities which will expand and enhance the directors' knowledge of issues and matters regarding corporate governance, director roles and responsibilities and other matters relating to the carrying out of director duties, and the Company will reimburse a director for reasonable expenses incurred related thereto.

9. Chief Executive Officer Evaluation and Management Succession

The independent directors of the Board evaluate the performance of the CEO, generally on an annual basis.

The CEO should periodically report to the Board with respect to management succession planning, including making available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

10. Performance Evaluation of the Board

The NCG Committee will lead the Board in its periodic performance reviews, pursuant to the terms of the NCG Charter. The Committees will conduct periodic performance reviews pursuant to the terms of the respective Committee charters.

11. Communications with Directors

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and other interested parties may send communications to the Board, to any Board committee, to the non-management Directors or to any Director in particular, to:

c/o Crown Castle International Corp.
1220 Augusta Drive, Suite 600
Houston, Texas 77057
Attention: Corporate Secretary

Any correspondence addressed to the Board, any Board committee, the non-management Directors or any one of the Directors care of the Company's offices should be forwarded to the addressee without review by management.