

Introduction

This Foreign Corrupt Practices Act Policy (“Policy”) applies to Crown Castle’s officers, directors, employees (whether full-time, part-time or temporary), contractors, consultants, and agents (“Covered Persons”). All Covered Persons are responsible for complying with the U.S. Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), in accordance with this Policy and Crown Castle’s Proper Business Practices and Ethics Policy.

General Policy

Covered Persons may not authorize or undertake any activity that violates the provisions of the FCPA or other applicable foreign anti-corruption, bribery or election laws. Generally, the FCPA prohibits giving or offering anything of value, directly or indirectly, to any Government Official to obtain or retain business.

Definitions

Government Official: Any (1) Foreign Official; (2) foreign political party or official thereof or any candidate for foreign political office; or (3) any person, while knowing or having reason to know that all or a portion of an Improper Payment (as defined below) will be offered, given, or promised, directly or indirectly, to any Foreign Official, to any foreign political party or official thereof, or to any foreign candidate.

Foreign Official: Any officer of, employee of, or any person acting in an official capacity for or on behalf of, a foreign government or any department, agency, or instrumentality thereof (which includes government-owned or government-controlled state enterprises, such as housing authorities, oil companies and utilities) or of a public international organization designated by the President by executive order, including the World Bank, the United Nations, the International Finance Corporation, and the International Monetary Fund. Thus, Foreign Officials include not only elected officials, but also consultants who hold government positions, employees of companies controlled by foreign governments, political party officials and others.

Routine Governmental Action: Actions ordinarily and commonly performed by a Foreign Official in connection with:

- obtaining permits, licenses and other official documents to qualify to do business in a foreign country;
- processing governmental papers, such as visas and work orders;
- providing police protection, mail service and inspection of goods;
- providing phone service, power and water supply, loading and unloading cargo, and protecting perishable goods from deterioration; and
- actions of a similar nature.

Prohibited Payments¹

Covered Persons, acting on behalf of Crown Castle, may not make, directly or indirectly, any (1) offer, payment, promise to pay, or authorization of the payment of any money or (2) offer, gift, promise to give, or authorization to give anything of value to a Government Official (collectively, "Improper Payments") for the purpose of:

- (a) influencing any act or decision of such official, political party, party official or candidate in such person's official capacity;
- (b) inducing such person to do or fail to do any act in violation of such person's lawful duties;
- (c) securing any improper advantage; or
- (d) inducing such Government Official to use such person's influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality, in order to obtain or retain business for or with, or directing business to, any person.

In addition, the FCPA expressly prohibits Improper Payments made through third parties or intermediaries. As such, Covered Persons are not permitted to use third parties, acting on Crown Castle's behalf, to provide Improper Payments to a Government Official.

Facilitation Payments are prohibited under this Policy. Facilitation Payments are facilitating or expediting payments made to Foreign Officials, political parties or party officials for the purpose of expediting or securing performance of Routine Governmental Actions. Covered Persons must not offer, authorize, or tender payment to government officials to facilitate work falling either within or outside of the normal scope of their responsibilities.

Limited Exception¹

Under certain circumstances, the FCPA may permit Facilitating Payments. Decisions by Foreign Officials to award new business to, or to continue business with, a particular party, or any action taken by a Foreign Official involved in the decision-making process to encourage a decision to award new business to or continue business with a particular party, are not Routine Governmental Actions.

Facilitating Payments may be permissible in certain circumstances. Before such payments are made (1) the President, an Executive Vice President, the Controller or the Chief Financial Officer, and (2) the General Counsel or the Associate General Counsel and Corporate Secretary of Crown Castle must provide written authorization of the payment and determine that:

¹ The provisions in this Policy are subject to the provisions of the FCPA as in effect from time to time. The above provisions set forth in this Policy are only a summary of the FCPA provisions and limited exceptions in effect as of the Revision Date of this Policy.

- The governmental action or assistance sought relates to a Routine Governmental Action and is proper for Crown Castle to receive;
- The payments are customary and lawful in the country where made, are insubstantial in amount and are paid to a clerical or ministerial government employee; and
- There is no reasonable alternative to making the payments.

All Facilitating Payments must be reported in writing quarterly to the Controller and the General Counsel of Crown Castle, with supporting documentation accurately representing the transaction. Facilitating Payments should be accurately recorded in Crown Castle's financial records in accordance with the FCPA.

Penalties²

Penalties for violating the FCPA can be severe. Corporations may be subject to criminal fines of up to \$2,000,000 per violation and civil fines of up to \$25,597 per violation. Individuals, including officers, directors and agents, may be subject to criminal fines of up to \$250,000 per violation, imprisonment for up to five years, or both. Individuals are also subject to civil fines of up to \$25,597 per violation.

Further, for violations of the FCPA provisions with respect to maintaining accurate books and records and sufficient internal accounting controls, corporations may be subject to criminal fines of up to \$25,000,000 per violation and civil penalties of up to \$1,152,314 per violation. Individuals may be subject to criminal fines of up to \$5,000,000 per violation, imprisonment for up to 20 years, or both. Individuals may also be subject to civil penalties of up to \$230,464 per violation.

Under the FCPA, fines imposed on individuals may not be paid by their employer or principal. Violations of the FCPA are not covered by directors and officer's insurance. In addition, Crown Castle will not indemnify any Covered Person for any fine or penalty which may be imposed on such Covered Person upon conviction for violation of the FCPA.

Consequences of Violations

Violations of this Policy may result in disciplinary action, which may include suspension or termination of employment and/or legal action.

² Penalties shown are the current penalties as of the Revision Date of this Policy. Penalties are subject to change from time to time.

Reporting

Anyone who discovers a potential violation of this Policy should contact an internal human resources representative or any VP–Legal as soon as possible. A Covered Person may also contact Crown Castle’s anonymous AlertLine at 1.866.480.6138 or visit Crown Castle’s AlertLine website at <https://crowncastle.alertline.com>.

Questions

Questions regarding this Policy should be directed to any VP–Legal (currently, Lisa Gugliada at lisa.gugliada@crowncastle.com and Mindy Harper at mindy.harper@crowncastle.com).