

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

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**Crown Castle Inc.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required  
 Fee paid previously with preliminary materials  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

## DISCLAIMER

### Cautionary Language Regarding Forward-Looking Statements

This website contains forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. 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 (1) statements and expectations regarding the process and outcomes of Company's Fiber Review Committee, including that it will help enhance and unlock shareholder value, (2) that the actions set forth in this website best position the Company for long term success, including our Board's regular evaluation of all paths to enhance shareholder value, (3) that the Company will benefit from the experience and insights of the newly appointed directors, and (4) that the Company will identify the best path forward to capitalize on significant opportunities for growth in our industry. Such forward-looking statements should, therefore, be considered in light of various risks, uncertainties and assumptions, including prevailing market conditions, risk factors described in "Item 1A, Risk Factors" of the Annual Report on Form 10-K for the fiscal year ended December

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By clicking "Accept", you agree to the storing of cookies on your device to enhance site navigation, analyze site usage, and assist in our marketing efforts. View our [Privacy Policy](#) for more information.

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## DISCLAIMER

Risk Factors" of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 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. Unless legally required, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Our filings with the SEC are available through the SEC website at [www.sec.gov](http://www.sec.gov) or through our investor relations website at [investor.crowncastle.com](http://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.

### Important Stockholder Information

The Company filed a definitive proxy statement and a **WHITE** proxy card with the SEC

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#### Participant Information

The Company, its directors, director nominees, certain of its officers, and other employees are or will be "participants" (as defined in Section 14(a) of the U.S. Securities Exchange Act of 1934, as amended) in the solicitation of proxies from the Company's stockholders in connection with the matters to be considered at the 2024 Annual Meeting. The identity, their direct or indirect interests (by security holdings or

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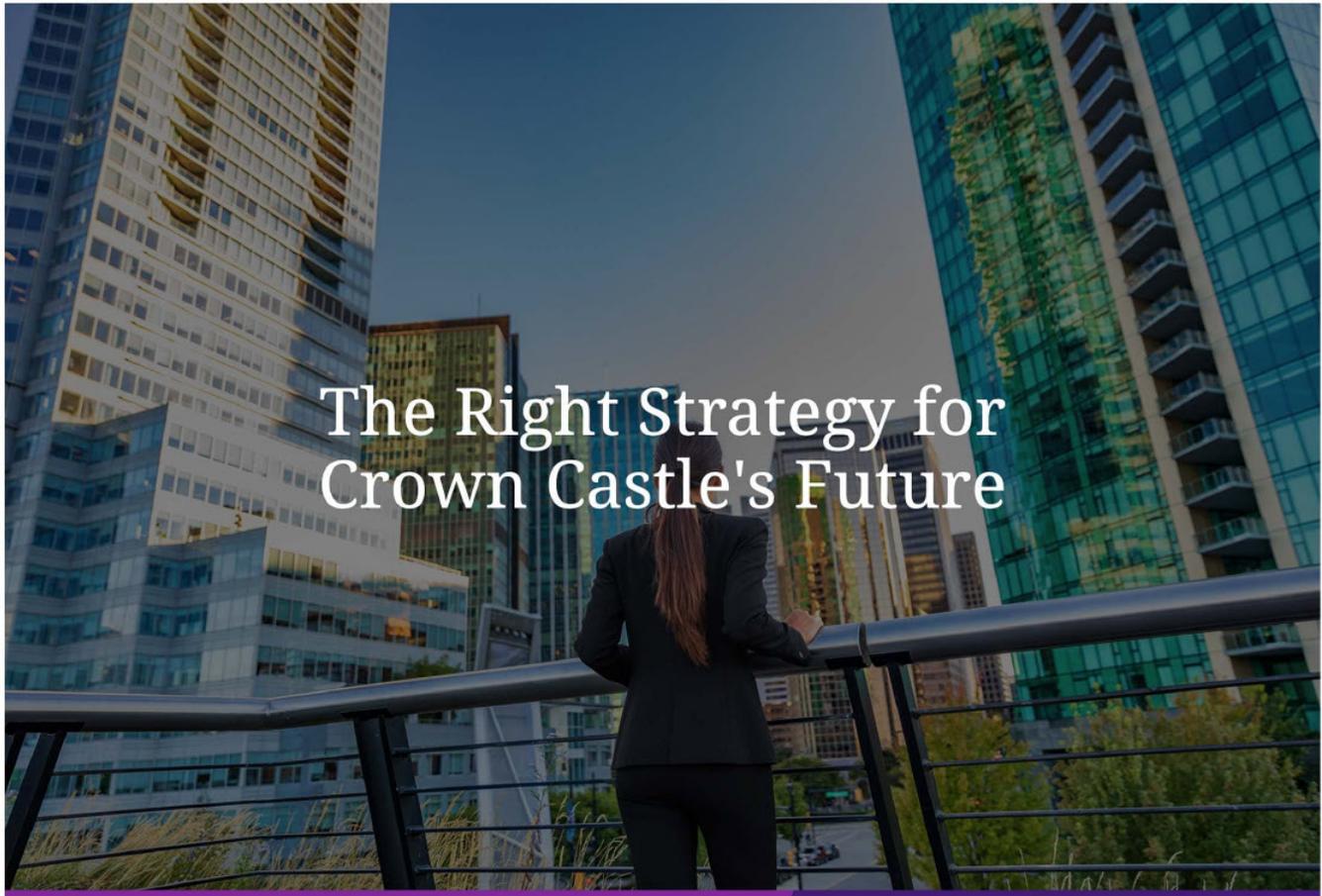
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# The Right Strategy for Crown Castle's Future

At Crown Castle's Annual Meeting of Stockholders on May 22, 2024, shareholders will have the opportunity to VOTE FOR our highly qualified and experienced Board nominees, who are taking decisive actions to create a stronger and more valuable company.

## Latest Shareholder Materials

[APRIL 11, 2024: CROWN CASTLE HIGHLIGHTS ACTIONS UNDERWAY TO CREATE STRONGER AND MORE VALUABLE COMPANY →](#)

[APRIL 10, 2024: CROWN CASTLE APPOINTS TOWER INDUSTRY VETERAN STEVEN J. MOSKOWITZ AS PRESIDENT AND CHIEF EXECUTIVE OFFICER →](#)

[MARCH 25, 2024: CROWN CASTLE ISSUES OPEN LETTER TO SHAREHOLDERS →](#)

[MARCH 5, 2024: CROWN CASTLE COMMENTS ON SELF-SERVING, UNFOUNDED LITIGATION BROUGHT BY TED MILLER →](#)

[FEBRUARY 20, 2024: CROWN CASTLE REITERATES ACTIONS UNDERWAY TO ENHANCE AND UNLOCK SHAREHOLDER VALUE →](#)

The Crown Castle Board and management team are making significant strides to improve performance, including:



**Naming Steven J. Moskowitz, with 25-plus years of tower industry experience and a proven track record of value creation, as President and CEO.**

Following a robust search process, the Board's CEO Search Committee unanimously determined that Mr. Moskowitz is the candidate best suited to oversee our strategy and path forward. He possesses all the key skill sets that the Board was looking for, including strong operating experience with domain expertise, strategic capital allocation and prior CEO experience leading high-performing teams.



**Undertaking a strategic and operating review of our fiber and small cell business.**

Since December 2023, the Fiber Review Committee of the Board has been working with Morgan Stanley, BofA Securities, Paul, Weiss and leading industry consultants at Altman Solon to determine the best path forward for this business segment. The Board is prepared to execute on any actionable strategic alternative that is value accretive to Crown Castle and its shareholders.



**Strengthening the Board.**

The Board's current composition reflects its proactive refreshment process and rigorous selection criteria geared toward safeguarding value for shareholders and is consistent with good governance principles. In addition to the recent appointment of Mr. Moskowitz to the Board, over the past year, the Company has added four highly qualified directors. As a result of these appointments, eight of our 13 directors have been added to the Board since 2020 and the average tenure of our directors is 5.7 years.

## Vote FOR CCI Today

Protect the value of your investment in Crown Castle. Vote the **WHITE** proxy card today.

[HOW TO VOTE](#)

### INVESTORS

Dan Schlanger, CFO  
Kris Hinson, VP & Treasurer  
Crown Castle Inc.  
(713) 570-3050

### MEDIA

Andy Brimmer / Adam Pollack  
Joele Frank, Wilkinson Brimmer Katcher  
(212) 355-4449

### QUESTIONS?

Please contact the Company's proxy solicitor, INNISFREE M&A INCORPORATED, for assistance voting your shares at:

(877) 717-3904 (toll-free from the United States and Canada)  
or  
+1 (412) 232-3651 (from other locations)

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[HOW TO VOTE](#)

# Shareholder Resources

## Shareholder Letters

APRIL 11, 2024  
Shareholder Letter #2

[READ MORE](#)

MARCH 25, 2024  
Shareholder Letter #1

[READ MORE](#)

## Press Releases

APRIL 19, 2024  
Crown Castle Issues Statement Regarding Ted Miller's Latest Attempt to Disrupt the Company's Momentum

[READ MORE](#)

APRIL 11, 2024  
Crown Castle Highlights Actions Underway to Create Stronger and More Valuable Company

[READ MORE](#)

APRIL 10, 2024  
Crown Castle Appoints Tower Industry Veteran Steven J. Moskowitz as President and Chief Executive Officer

[READ MORE](#)

MARCH 25, 2024  
Crown Castle Issues Open Letter to Shareholders

[READ MORE](#)

MARCH 5, 2024  
Crown Castle Comments on Self-Serving, Unfounded Litigation Brought by Ted Miller

[READ MORE](#)

FEBRUARY 20, 2024  
Crown Castle Reiterates Actions Underway to Enhance and Unlock Shareholder Value

[READ MORE](#)

## SEC Filings

APRIL 11, 2024  
2024 Proxy Statement

[READ MORE](#)

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## Crown Castle Issues Statement Regarding Ted Miller's Latest Attempt to Disrupt the Company's Momentum

APRIL 19, 2024 AT 4:15 PM EST

HOUSTON, April 19, 2024 (GLOBE NEWSWIRE) -- Crown Castle Inc. (NYSE: CCI) ("Crown Castle" or the "Company") today issued the following statement:

Consistent with the Boots Group's approach throughout its campaign, Ted Miller has again pursued a litigation strategy that is attempting to interfere with Crown Castle's critical strategic and operational initiatives. In his most recent motion, Ted Miller is seeking to prevent the Company from expanding the size of its Board, which the Board has recently done by adding Steven Moskowitz as a director at the time of Mr. Moskowitz's appointment as Crown Castle's President and CEO. Although the Company vigorously disputes the claims in the Boots Group's lawsuit, Crown Castle has decided it will not include Steven Moskowitz on its slate of director nominees for the Company's 2024 Annual Meeting of Stockholders to avoid the distraction and expense of Ted Miller's litigation. Shareholders will continue to have the opportunity to vote on the Company's remaining 12 highly qualified incumbent directors. All the current independent directors of the Board intend to vote to appoint Mr. Moskowitz to the Board immediately after the 2024 Annual Meeting. The Company and CEO Steven Moskowitz will continue to focus on advancing initiatives aimed at creating value for all shareholders.

**ADVISORS**

Morgan Stanley is serving as financial advisor, and Paul, Weiss, Rifkind, Wharton & Garrison LLP is serving as legal counsel, to the Company.

**ABOUT CROWN CASTLE**

Crown Castle owns, operates and leases more than 40,000 cell towers and approximately 90,000 route miles of fiber supporting small cells and fiber solutions across every major U.S. market. This nationwide portfolio of communications infrastructure connects cities and communities to essential data, technology and wireless service – bringing information, ideas and innovations to the people and businesses that need them. For more information on Crown Castle, please visit [www.crowncastle.com](http://www.crowncastle.com).

**CAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS**

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Our filings with the SEC are available through the SEC website at [www.sec.gov](http://www.sec.gov) or through our investor relations website at [investor.crowncastle.com](http://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.

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**CONTACTS:**

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Crown Castle Inc.  
713-570-3050

**MEDIA:**

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**QUESTIONS?**

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or  
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# How to Vote

**Your vote is extremely important no matter how many shares you own. Please submit your proxy vote in advance of the May 22, 2024 Annual Meeting in one of the ways outlined below, whether or not you plan to attend the Annual Meeting.**

Your board recommends you vote using the **WHITE** proxy card or **WHITE** voting instruction form provided by management to **Vote FOR only Crown Castle's 12 highly qualified and experienced director nominees.**

CROWN CASTLE		WHITE PROXY CARD	
<b>COMPANY NOMINEES</b>			
Recommended by your Board		FOR	WITHHOLD
P. Robert Bartolo		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Cindy Christy		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ari Q. Fitzgerald		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Jason Genrich		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Andrea J. Goldsmith		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Tammy K. Jones		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Kevin T. Kabat		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Anthony J. Melone		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Sunit S. Patel		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Bradley E. Singer		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Kevin A. Stephens		<input checked="" type="checkbox"/>	<input type="checkbox"/>
Matthew Thornton, III		<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>BOOTS NOMINEES</b>			
Opposed by the Company		FOR	WITHHOLD
Ted Miller		<input type="checkbox"/>	<input checked="" type="checkbox"/>
Tripp Rice		<input type="checkbox"/>	<input checked="" type="checkbox"/>
David Wheeler		<input type="checkbox"/>	<input checked="" type="checkbox"/>
Charles Green		<input type="checkbox"/>	<input checked="" type="checkbox"/>

## Submit Your Vote

To submit your vote, you must first locate your **WHITE** proxy card or **WHITE** voting instruction form. Once you have located your **WHITE** proxy card or **WHITE** voting instruction form, simply follow one of the three easy ways to vote below:

### Internet

To vote over the internet, go to the website specified on the **WHITE** proxy card, **WHITE** voting instruction form or notice you received and follow the instructions there. You will need the control number included on your **WHITE** proxy card, **WHITE** voting instruction form or notice.

If you received your proxy materials by e-mail, you may access the voting website by simply clicking on the **"VOTE NOW"** button shown in the e-mail.

### Telephone (IVR System)

Vote by telephone by dialing the toll-free number indicated on the **WHITE** proxy card or **WHITE** voting instruction form, and follow the instructions. You will need the control number included on your **WHITE** proxy card or **WHITE** voting instruction form.

### Mail

Mark, sign, date and return the **WHITE** proxy card or **WHITE** voting instruction form by mail in the postage-paid envelope provided. If you cannot locate the envelope, simply return it to the address shown on each **WHITE** proxy card or **WHITE** voting instruction form you received. (Please note the return address may be different for shares held in different accounts.)

You may receive solicitation materials from Mr. Miller, including an opposition proxy statement and gold proxy card. **The Board does not endorse Boots Group's nominees or Boots Group's By-Laws Proposal and unanimously recommends shareholders discard any proxy materials from Boots Group.** If you have already submitted a gold proxy card, you can revoke such proxy and vote for the Company's director nominees on the **WHITE** proxy card. Only your latest validly executed proxy will count and any proxy may be revoked at any time prior to the 2024 Annual Meeting as described in the accompanying proxy statement.

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