

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One):

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended December 31, 2023

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from _____ to _____
Commission File Number: 001-14195

American Tower Corporation

(Exact name of registrant as specified in its charter)

Delaware

65-0723837

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

11 6 Huntington Avenue

Boston, Massachusetts 02116

(Address of principal executive offices)

Telephone Number (617) 375-7500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.01 par value	AMT	New York Stock Exchange
1.375% Senior Notes due 2025	AMT 25A	New York Stock Exchange
1.950% Senior Notes due 2026	AMT 26B	New York Stock Exchange
0.450% Senior Notes due 2027	AMT 27C	New York Stock Exchange
0.400% Senior Notes due 2027	AMT 27D	New York Stock Exchange
4.125% Senior Notes due 2027	AMT 27F	New York Stock Exchange
0.500% Senior Notes due 2028	AMT 28A	New York Stock Exchange
0.875% Senior Notes due 2029	AMT 29B	New York Stock Exchange
0.950% Senior Notes due 2030	AMT 30C	New York Stock Exchange
4.625% Senior Notes due 2031	AMT 31B	New York Stock Exchange
1.000% Senior Notes due 2032	AMT 32	New York Stock Exchange
1.250% Senior Notes due 2033	AMT 33	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files): Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (§15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

If securities are registered pursuant to Section 12(b) of the Exchange Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of June 30, 2023 was \$ 90.2 billion, based on the closing price of

the registrant's common stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second quarter.

As of February 20, 2024, there were 466,352,208 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement (the "Definitive Proxy Statement") to be filed with the Securities and Exchange Commission relative to the registrant's 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Report.

AMERICAN TOWER CORPORATION
TABLE OF CONTENTS
FORM 10-K ANNUAL REPORT
FISCAL YEAR ENDED DECEMBER 31, 2023

	Page
Special Note Regarding Forward-Looking Statements	iii
PART I	
ITEM 1. Business	1
Overview	1
Products and Services	2
Strategy	5
Regulatory Matters	6
Competition	8
Human Capital Resources	9
Executive Officers	10
Available Information	10
ITEM 1A. Risk Factors	11
ITEM 1B. Unresolved Staff Comments	22
ITEM 1C. Cybersecurity	22
ITEM 2. Properties	23
ITEM 3. Legal Proceedings	25
ITEM 4. Mine Safety Disclosures	25
PART II	
ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	26
Dividends	26
Performance Graph	26
ITEM 6. [Reserved]	27
ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	28
Executive Overview	28
Non-GAAP Financial Measures	34
Results of Operations: Years Ended December 31, 2023 and 2022	35
Liquidity and Capital Resources	43
Critical Accounting Policies and Estimates	53
Accounting Standards Updates	56
ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk	56
ITEM 8. Financial Statements and Supplementary Data	57
ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	57

AMERICAN TOWER CORPORATION
TABLE OF CONTENTS—(Continued)
FORM 10-K ANNUAL REPORT
FISCAL YEAR ENDED DECEMBER 31, 2023

	Page
ITEM 9A.	
Controls and Procedures	<u>57</u>
Disclosure Controls and Procedures	<u>57</u>
Management's Annual Report on Internal Control over Financial Reporting	<u>58</u>
Changes in Internal Control over Financial Reporting	<u>58</u>
Report of Independent Registered Public Accounting Firm	<u>59</u>
ITEM 9B.	Other Information <u>59</u>
ITEM 9C.	Disclosure Regarding Foreign Jurisdictions That Prevent Inspections <u>59</u>
PART III	
ITEM 10.	Directors, Executive Officers and Corporate Governance <u>61</u>
ITEM 11.	Executive Compensation <u>63</u>
ITEM 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters <u>63</u>
ITEM 13.	Certain Relationships and Related Transactions, and Director Independence <u>63</u>
ITEM 14.	Principal Accounting Fees and Services <u>63</u>
PART IV	
ITEM 15.	Exhibits, Financial Statement Schedules <u>64</u>
	Index to Exhibits <u>64</u>
ITEM 16.	Form 10-K Summary <u>74</u>
	Signatures <u>75</u>
	Index to Consolidated Financial Statements <u>F-1</u>

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this "Annual Report") contains statements about future events and expectations, or forward-looking statements, all of which are inherently uncertain. We have based those forward-looking statements on our current expectations and projections about future results. When we use words such as "anticipates," "intends," "plans," "believes," "estimates," "expects" or similar expressions, we are making forward-looking statements. Examples of forward-looking statements include, but are not limited to, future prospects of growth in the communications infrastructure leasing industry, the creditworthiness and financial strength of our customers, the effects of consolidation among companies in our industry and among our customers and other competitive and financial pressures, our ability to maintain or increase our market share, our plans to fund our future liquidity needs, the expected impacts of strategic partnerships on our business, our expectations for the closing of signed agreements, including the Pending ATC TIPL Transaction (as defined in this Annual Report), and the expected impacts of such agreements on our business, our substantial leverage and debt service obligations, our future financing transactions, our future operating results, the level of future expenditures by companies in this industry and other trends in this industry, changes in zoning, tax and other laws and regulations and administrative and judicial decisions, economic, political and other events, particularly those relating to our international operations, our future capital expenditure levels, the impact of technology changes on our industry and our business, our ability to remain qualified for taxation as a real estate investment trust ("REIT"), the amount and timing of any future distributions including those we are required to make as a REIT, natural disasters and similar events, technology failures, including cybersecurity and data privacy incidents, and our ability to protect our rights to the land under our towers and buildings in which our data centers are located. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. These assumptions could prove inaccurate. These forward-looking statements may be found under the captions "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as in this Annual Report generally.

You should keep in mind that any forward-looking statement we make in this Annual Report or elsewhere speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. In any event, these and other important factors, including those set forth in Item 1A of this Annual Report under the caption "Risk Factors," may cause actual results to differ materially from those indicated by our forward-looking statements. We have no duty, and do not intend, to update or revise the forward-looking statements we make in this Annual Report, except as may be required by law. In light of these risks and uncertainties, you should keep in mind that the future events or circumstances described in any forward-looking statement we make in this Annual Report or elsewhere might not occur. References in this Annual Report to "we," "our" and the "Company" refer to American Tower Corporation and its predecessor, as applicable, individually and collectively with its subsidiaries as the context requires.

PART I

ITEM 1. BUSINESS

Overview

We are one of the largest global real estate investment trusts and a leading independent owner, operator and developer of multitenant communications real estate. Our primary business is the leasing of space on communications sites to wireless service providers, radio and television broadcast companies, wireless data providers, government agencies and municipalities and tenants in a number of other industries. We refer to this business, inclusive of our data center business discussed below, as our property operations, which accounted for 99% of our total revenues for the year ended December 31, 2023. We also offer tower-related services in the United States, which we refer to as our services operations. These services include site application, zoning and permitting, structural and mount analyses, and construction management, which primarily support our site leasing business, including the addition of new tenants and equipment on our sites. Our customers include our tenants, licensees and other payers.

Since inception, we have grown our communications real estate portfolio through acquisitions, long-term lease arrangements and site development. Our portfolio primarily consists of towers that we own and towers that we operate pursuant to long-term lease arrangements, as well as distributed antenna system ("DAS") networks, which provide seamless coverage solutions in certain in-building and outdoor wireless environments. In addition to the communications sites in our portfolio, we manage rooftop and tower sites for property owners under various contractual arrangements. We also hold other telecommunications infrastructure and property interests that we lease primarily to communications service providers and third-party tower operators, and, as discussed further below, we hold a portfolio of highly interconnected data center facilities and related assets in the United States that we provide for the leasing of space primarily to enterprises, network operators, cloud providers and supporting service providers.

As of December 31, 2023, our communications real estate portfolio of 224,502 communications sites included 42,905 communications sites in the U.S. & Canada, 77,647 communications sites in Asia-Pacific, 24,229 communications sites in Africa, 31,241 communications sites in Europe and 48,480 communications sites in Latin America, as well as (i) urban telecommunications assets in Argentina, Brazil, Colombia, India, South Africa and Spain, (ii) other property interests in Australia, Canada, New Zealand and the United States and (iii) 28 data center facilities across ten United States markets.

On January 4, 2024, through our subsidiaries, ATC Asia Pacific Pte. Ltd. and ATC Telecom Infrastructure Private Limited ("ATC TIPL"), which holds our operations in India, we entered into an agreement with Data Infrastructure Trust ("DIT"), an infrastructure investment trust sponsored by an affiliate of Brookfield Asset Management, pursuant to which DIT will acquire a 100% ownership interest in ATC TIPL (the "Pending ATC TIPL Transaction"). We will retain the full economic benefit associated with the optionally convertible debentures issued by one of our customers in India, Vodafone Idea Limited ("VIL," and the optionally convertible debentures, the "VIL OCDs"), and rights to payments on certain existing customer receivables. Subject to certain pre-closing terms, total aggregate consideration would potentially represent up to approximately 210 billion Indian Rupees ("INR") (approximately \$2.5 billion), including the value of the VIL OCDs, payments on certain existing customer receivables, the repayment of existing intercompany debt and the repayment, or assumption, of our existing term loan in India, by DIT. The Pending ATC TIPL Transaction is expected to close in the second half of 2024, subject to customary closing conditions, including government and regulatory approval.

We operate as a real estate investment trust for U.S. federal income tax purposes ("REIT"). Accordingly, we generally are not required to pay U.S. federal income taxes on income generated by our REIT operations, including the income derived from leasing space on our towers and in our data centers, as we receive a dividends paid deduction for distributions to stockholders that offsets our REIT taxable income and gains. However, we remain obligated to pay U.S. federal income taxes on earnings from our domestic taxable REIT subsidiaries ("TRSs"). In addition, our international assets and operations, regardless of their classification for U.S. tax purposes, continue to be subject to taxation in the jurisdictions where those assets are held or those operations are conducted.

The use of TRSs enables us to continue to engage in certain businesses and jurisdictions while complying with REIT qualification requirements. We may, from time to time, change the election of previously designated TRSs to be included as part of the REIT. As of December 31, 2023, our REIT-qualified businesses included our U.S. tower leasing business, a majority of our U.S. indoor DAS networks business, our Services and Data Centers segments, as well as most of our operations in Canada, Costa Rica, France, Germany, Ghana, Kenya, Mexico, Nigeria, South Africa and Uganda.

We report our results in seven segments – U.S. & Canada property (which includes all assets in the United States and Canada, other than our data center facilities and related assets), Asia-Pacific property, Africa property, Europe property, Latin America property, Data Centers and Services.

Products and Services

Property Operations

Our property operations accounted for 99%, 98% and 97% of our total revenues for the years ended December 31, 2023, 2022 and 2021, respectively. Our revenue is primarily generated from tenant leases. Within our tower leasing operations, our tenants lease space on our communications real estate, where they install and maintain their equipment. Rental payments vary considerably depending upon numerous factors, including, but not limited to, amount, type and position of tenant equipment on the tower, remaining tower capacity and tower location. Our costs typically include ground rent (which is primarily fixed under long-term lease agreements with annual cost escalations) and power and fuel costs, some or all of which may be passed through to our tenants, as well as property taxes and repair and maintenance expenses. Our property operations have generated consistent growth in revenue and typically have low cash flow volatility due to the following characteristics:

- **Long-term tenant leases with contractual rent escalations.** In general, our tenant leases for our communications sites with wireless carriers have initial non-cancellable terms of five to ten years with multiple renewal terms, with provisions that periodically increase the rent due under the lease, typically annually, based on a fixed escalation percentage (averaging approximately 3% in the United States) or an inflationary index in most of our international markets, or a combination of both. Based upon foreign currency exchange rates and the tenant leases in place as of December 31, 2023, we expect to generate over \$60 billion of non-cancellable tenant lease revenue over future periods, before the impact of straight-line lease accounting.
- **Consistent demand for our sites.** As a result of rapidly growing usage of mobile data and other wireless services and the corresponding wireless industry capital spending trends in the markets we serve, we anticipate consistent demand for our communications sites. We believe that our global asset base positions us well to benefit from the increasing proliferation of advanced wireless devices and the increasing usage of high bandwidth applications on those devices. We have the ability to add new tenants and new equipment for existing tenants on our sites, which typically results in incremental revenue and modest incremental costs. Our site portfolio and our established tenant base provide us with a solid platform for new business opportunities, which has historically resulted in consistent and predictable organic revenue growth.
- **High lease renewal rates.** Our tenants tend to renew leases because suitable alternative sites may not exist or be available and repositioning a site in their network may be expensive and may adversely affect network quality. We define churn as tenant billings lost when a tenant cancels or does not renew its lease or, in limited circumstances, when the lease rates on existing leases are reduced. We derive our churn rate for a given year by dividing our tenant billings lost on this basis by our prior-year tenant billings. During the year ended December 31, 2023, churn was approximately 3% of our tenant billings, primarily driven by churn in our U.S. & Canada property segment. We expect that our churn rate in our U.S. & Canada property segment will continue to be elevated through 2025 due to contractual lease cancellations and non-renewals by T-Mobile US, Inc. ("T-Mobile"), including legacy Sprint Corporation leases, pursuant to the terms of our master lease agreement with T-Mobile (the "T-Mobile MLA") entered into in September 2020.
- **High operating margins.** Incremental operating costs associated with adding new tenants or equipment to an existing communications site are typically relatively minimal. Therefore, as tenants or equipment are added, the substantial majority of incremental revenue flows through to gross margin and operating profit. In addition, in many of our international markets, certain expenses, such as ground rent or power and fuel costs, are reimbursed or shared by our tenant base.
- **Low maintenance capital expenditures.** On average, we require relatively low amounts of annual capital expenditures to maintain our communications sites.

Our property business includes the operation of communications sites and managed networks, the leasing of property interests and, in select markets, the operation of fiber, the operation of data centers and the provision of backup power through shared generators. Our presence in a number of markets at different relative stages of wireless development provides us with significant diversification and long-term growth potential. Our property segments accounted for the following percentage of consolidated total revenue for the years ended December 31,:

	2023	2022	2021
U.S. & Canada	48 %	47 %	52 %
Asia-Pacific	10 %	10 %	13 %
Africa	11 %	11 %	11 %
Europe	7 %	7 %	5 %
Latin America	16 %	16 %	16 %
Data Centers	7 %	7 %	0 %

Communications Sites. Approximately 89%, 89% and 95% of revenue in our property segments was attributable to our communications sites, excluding DAS networks, for the years ended December 31, 2023, 2022 and 2021, respectively.

We lease space on our communications sites to tenants providing a diverse range of communications services, including cellular voice and data, broadcasting, mobile video and a number of other applications. In addition, in many of our international markets, we receive pass-through revenue from our tenants to cover certain costs, including power and fuel costs and ground rent. Our top tenants by revenue for each property segment are as follows for the year ended December 31, 2023:

- **U.S. & Canada:** AT&T Inc. ("AT&T"); T-Mobile; and Verizon Communications Inc. ("Verizon Wireless") accounted for an aggregate of 87% of U.S. & Canada property segment revenue.
- **Asia-Pacific:** Bharti Airtel Limited ("Airtel"); Reliance Jio; and VIL accounted for an aggregate of 88% of Asia-Pacific property segment revenue.
- **Africa:** Airtel; and MTN Group Limited ("MTN") accounted for an aggregate of 84% of Africa property segment revenue.
- **Europe:** Telefónica S.A. ("Telefónica") accounted for an aggregate of 73% of Europe property segment revenue.
- **Latin America:** América Móvil; AT&T; Telefónica; and TIM S.p.A. accounted for an aggregate of 75% of Latin America property segment revenue.

Accordingly, we are subject to certain risks, as set forth in Item 1A of this Annual Report under the caption "Risk Factors—A substantial portion of our current and projected revenue is derived from a small number of customers, and we are sensitive to adverse changes in the creditworthiness and financial strength of our customers."

As further discussed in Item 7 of this Annual Report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Executive Overview" and "—Critical Accounting Policies and Estimates," in the third quarter of 2022, VIL communicated that it would make partial payments of its contractual amounts owed to us and indicated that it would continue to make partial payments for the remainder of 2022. In late 2022, VIL had communicated its intent to resume payments in full under its contractual obligations owed to us beginning on January 1, 2023. However, in early 2023, VIL communicated that it would not be able to resume payments in full of its contractual obligations owed to us, and that it would instead continue to make partial payments (the "VIL Shortfall"), for which we recorded reserves in late 2022 and the first half of 2023. In the second half of 2023, VIL began making payments in full of its monthly contractual obligations owed to us.

We considered these developments and the uncertainty with respect to amounts owed under our tenant leases when conducting our 2022 annual impairment assessments for long-lived assets and goodwill in India and, as a result, we determined that certain fixed and intangible assets had been impaired during the year ended December 31, 2022.

In 2023, we initiated a strategic review of our India business, where we evaluated the appropriate level of exposure to the India market within our global portfolio of communications assets, and assessed opportunities to repurpose capital to drive long-term shareholder value and sustained growth. The strategic review concluded in January 2024 with our signed agreement with DIT for the Pending ATC TIPL Transaction. During the process, and based on information gathered therein, we updated our estimate on the fair value of the India reporting unit and determined that the carrying value exceeded fair value. As a result, we recorded a goodwill impairment charge for the quarter ended September 30, 2023. We will continue to evaluate the carrying value of our Indian assets, which may result in the realization of additional impairment expense or other similar charges.

In addition, we are subject to risks related to our international operations, as set forth under the caption "Risk Factors—Our foreign operations are subject to economic, political and other risks that could materially and adversely affect our revenues or financial position, including risks associated with fluctuations in foreign currency exchange rates."

Managed Networks, Data Centers and Related Assets, Other Telecommunications Assets, Property Interests and Shared Generators. In addition to our communications sites, we also own and operate several types of managed network solutions, provide communications site management services to third parties, manage and lease property interests under carrier or other third-party communications sites, operate data center facilities and related assets, operate other telecommunications assets and provide back-up power sources to tenants at our sites. The balance of our property segment revenue not attributable to our communications sites was attributable to these items.

- **Managed Networks.** We own and operate DAS networks in the United States and certain international markets. We obtain rights from property owners to install and operate in-building DAS networks, and we grant rights to wireless service providers to attach their equipment to our installations. We also offer a small portfolio of outdoor DAS networks as a complementary shared infrastructure solution for our tenants in the United States and in certain international markets. Typically, we have designed, built and operated our outdoor DAS networks in areas in which zoning restrictions or other barriers may prevent or delay deployment of more traditional wireless communications sites, such as macro tower sites. We also hold lease rights and easement interests on rooftops capable of hosting

communications equipment in locations where towers are generally not a viable solution based on area characteristics. In addition, we provide management services to property owners in the United States who elect to retain full rights to their property while simultaneously marketing the rooftop for wireless communications equipment installation. As the demand for advanced wireless services in urban markets evolves, we continue to evaluate a variety of infrastructure solutions, including small cells and other network architectures that may support our tenants' networks in these areas.

- **Data Centers and Related Assets.** We own and operate data center facilities and related assets in the United States, which consist of specialized and secure buildings that house networking, storage and communications technology infrastructure, including servers, storage devices, switches, routers and fiber optic transmission equipment. These buildings are designed to provide the power, cooling and network connectivity necessary to efficiently operate this equipment. Data centers located at points where many communications networks converge can also function as interconnection hubs where customers are able to connect to multiple networks, cloud companies and other service providers to exchange traffic and interoperate with each other.
- **Other Telecommunications Assets.** We own and operate other telecommunications assets, including fiber and related assets, in certain international markets. We currently provide the right to use such fiber and related assets to communications and internet service providers and third-party operators to support their telecommunications infrastructure.
- **Property Interests.** We own portfolios of property interests in Australia, Canada, New Zealand and the United States, including land under carrier or other third-party communications sites, which provide recurring cash flow under complementary leasing arrangements.
- **Shared Generators.** We have contracts with certain of our tenants in the United States pursuant to which we provide access to shared backup power generators.

Services Operations

We offer tower-related services in the United States, including site application, zoning and permitting, structural and mount analyses, and construction management services. Our services operations primarily support our site leasing business, including through the addition of new tenants and equipment on our sites. This segment accounted for 1%, 2% and 3% of our total revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

Site Application, Zoning and Permitting. We engage in site application services on our own behalf in connection with our tower development projects, as well as on behalf of our tenants. We typically work with our tenants' engineers to determine the geographic areas where new communications sites will best address the tenants' needs and meet their coverage objectives. Once a new site is identified, we acquire the rights to the land or structure on which the site will be constructed, and we manage the permitting process to ensure all necessary approvals are obtained to construct and operate the communications site.

Structural and Mount Analyses. We offer structural and mount analyses services to wireless carriers in connection with the installation of their communications equipment on our towers. Our team of engineers can evaluate whether a tower structure can support the additional burden of the new equipment or if an upgrade is needed, and whether the proposed mount configurations will be capable of supporting the required loads in accordance with applicable standards. This enables our tenants to better assess potential sites before making an installation decision. Our structural and mount analyses capabilities enable us to provide higher quality service to our existing tenants by, among other things, reducing the time required to achieve on-air readiness, while also providing opportunities to offer structural and mount analyses services to third parties.

Construction Management. We offer construction management services to wireless carriers in connection with the deployment of their networks on our tower sites. Our construction management team oversees construction activities such as contractor sourcing, contractor selection and management, materials management, on-site quality control and closeout documentation for new installations or modifications. Our construction management capabilities enable us to provide efficient deployment to the carriers while ensuring that the construction work meets our quality control standards.

Strategy

Operational Strategy

As wireless communications technologies advance and the use of wireless services on handsets, tablets and other advanced mobile devices grows, there is a corresponding increase in demand for the communications infrastructure required to facilitate ever growing network demand. To capture this demand, our primary operational focus is to (i) increase the occupancy of our existing communications real estate portfolio to support global connectivity, (ii) invest in, and selectively grow, our communications real estate portfolio and service offerings, including through platform expansion initiatives, (iii) further improve our operational performance and efficiency and (iv) maintain a strong balance sheet. We believe these efforts to meet our customers' needs will support and enhance our ability to capitalize on the growth in demand for wireless infrastructure. In addition, we expect to explore new opportunities to enhance or extend our shared communications infrastructure businesses, including those that may make our assets incrementally more attractive to new customers, or to existing customers for new uses, and those that increase our operational efficiency.

- **Increase the occupancy of our existing communications real estate portfolio to support global connectivity.** We believe that our highest incremental returns will be achieved by leasing additional space on our existing communications sites. Increasing demand for wireless services in our served markets has resulted in significant capital spending by major wireless carriers and other connectivity providers. As a result, we anticipate growing demand for our communications sites because they are attractively located and typically have capacity available for additional tenants and equipment. In the United States, incremental carrier network activity is being driven by ongoing network densification initiatives as well as 5G network deployments. In our international markets, carriers are increasingly deploying more advanced network technologies such as 4G and, in the case of our international markets with more mature network technology, 5G, while continuing to selectively augment legacy networks. We believe that the majority of our towers have capacity for additional tenants and that substantially all of our towers that are currently at or near full structural capacity can be upgraded or augmented to meet future tenant demand with relatively modest capital investment. Therefore, we will continue to target our sales and marketing activities to increase the utilization and return on investment of our existing communications sites.
- **Invest in and selectively grow our communications real estate portfolio to meet our customers' needs.** We seek opportunities to invest in and grow our operations through our capital expenditure program, acquisitions and platform expansion initiatives. A significant portion of our inorganic growth has been focused on properties with lower initial tenancy because we believe that over time we can significantly increase tenancy levels, and therefore, drive strong returns on those assets. More recently, we have invested in strategic data center assets, including through our acquisition of CoreSite Realty Corporation ("CoreSite," and the acquisition, the "CoreSite Acquisition") in late 2021, which we believe can drive strong, recurring growth and also meaningfully enhance the value of our existing communications tower real estate through emerging edge compute opportunities in the future. We also expect to explore additional ways to use our platform expansion initiatives to enhance the efficiency of our operations over time.
- **Further improve our operational performance and efficiency.** We continue to seek opportunities to improve our operational performance throughout the organization. This includes investing in our systems and people as we strive to improve efficiency and provide superior service to our customers. To achieve this, we intend to continue to focus on customer service initiatives, such as reducing cycle times for key functions, including lease processing and tower structural analysis. We are also focused on developing and implementing renewable power solutions across our footprint to reduce our reliance on fossil fuels and help improve the overall efficiency of the communications infrastructure and wireless industries through our sustainability and power as a service (PaaS) initiatives.
- **Maintain a strong balance sheet.** We remain committed to disciplined financial policies, which we believe result in our ability to maintain a strong balance sheet and will support our overall strategy and focus on asset growth and operational excellence. As a result of these policies, we currently have investment grade credit ratings. We continue to focus on maintaining a robust liquidity position and, as of December 31, 2023, had \$9.6 billion of available liquidity. We believe that our investment grade credit ratings provide us consistent access to the capital markets and our liquidity provides us the ability to continue to invest in growing and augmenting our business.

Capital Allocation Strategy

The objective of our capital allocation strategy is to simultaneously increase adjusted funds from operations per share and our return on invested capital over the long term. To maintain our qualification for taxation as a REIT, we are required annually to distribute an amount equal to at least 90% of our REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain) to our stockholders. After complying with our REIT distribution requirements, we plan to continue to allocate our available capital among investment alternatives that meet or exceed our return on investment criteria, while taking into account the repayment of debt consistent with our financial policies. On an ongoing basis, we also perform a comprehensive assessment of our global operations to ensure our portfolio is positioned to drive sustained growth

[Table of Contents](#)

and achieve our risk-adjusted return objectives. This assessment may result in our decision to divest a portion, or all, of certain assets, including our Mexico fiber and Poland businesses in 2023, and our signed agreement in January 2024 with DIT for the Pending ATC TIPL Transaction, and repurpose proceeds, and potential future capital, to other capital priorities.

- **Capital expenditure program.** We expect to continue to invest in and expand our existing communications real estate portfolio through our capital expenditure program. This includes capital expenditures associated with site maintenance, increasing the capacity of our existing sites and projects such as new site and data center facility construction, land interest acquisitions and power solutions.
- **Acquisitions.** We intend to continue to pursue acquisitions of communications sites and other telecommunications infrastructure in our existing or new markets where we can meet or exceed our risk-adjusted return on investment criteria. The risk-adjusted hurdle rates used to evaluate acquisition opportunities consider additional factors such as the country and counterparties involved, investment and economic climate, legal and regulatory conditions and industry risk, among others.
- **Return excess capital to stockholders.** If we have excess capital available after funding (i) our required distributions, (ii) capital expenditures, (iii) the repayment of debt consistent with our financial policies and (iv) anticipated future investments, including acquisition and select platform expansion opportunities, we will seek to return such excess capital to stockholders, including through our stock repurchase programs.

International Growth Strategy

We believe that, in certain international markets, we can create substantial value by either establishing a new, or expanding our existing, communications real estate leasing business. Therefore, we expect we will continue to seek international growth opportunities where we believe our risk-adjusted return objectives can be achieved. We strive to maintain a diversified approach to our international growth strategy by operating in a geographically diverse array of markets in a variety of stages of wireless network development. Our international growth strategy includes a disciplined, individualized market evaluation, in which we conduct the following analyses, among others:

- **Country analysis.** Prior to entering a new market, we conduct an extensive review of the country's historical and projected macroeconomic fundamentals, including inflation and foreign currency exchange rate trends, demographics, capital markets, tax regime and investment alternatives, and the general business, political and legal environments, including property rights and regulatory regime.
- **Wireless industry analysis.** To confirm the presence of sufficient demand to support an independent tower leasing model, we analyze the competitiveness of the country's wireless market. This includes an evaluation of the industry's pricing environment, past and potential consolidation and the stage of its wireless network development. Characteristics that result in an attractive investment opportunity include (i) multiple competitive wireless service providers who are actively seeking to invest in deploying voice and data networks and (ii) ongoing or expected deployment of incremental spectrum from recent or anticipated auctions.
- **Opportunity and counterparty analysis.** Once an investment opportunity is identified within a geographic area with an attractive wireless industry, we conduct a multifaceted opportunity and counterparty analysis. This includes evaluating (i) the type of transaction, (ii) its ability to meet our risk-adjusted return criteria given the country and the counterparties involved, including the anticipated anchor tenant and (iii) how the transaction fits within our long-term strategic objectives, including future potential investment and expansion within the region.

Regulatory Matters

Towers, Antennas and Fiber. Our U.S. and international tower leasing businesses are subject to national, state and local regulatory requirements with respect to the registration, siting, construction, lighting, marking and maintenance of our towers. In the United States, the construction of new towers or modifications to existing towers may require pre-approval by the Federal Communications Commission ("FCC") and the Federal Aviation Administration ("FAA"), depending on factors such as tower height and proximity to public airfields. Towers requiring pre-approval must be registered with the FCC and maintained in accordance with FAA standards. Similar requirements regarding pre-approval of the construction and modification of towers are imposed by regulators in other countries. Non-compliance with applicable tower-related requirements may lead to monetary penalties or site deconstruction orders.

Certain of our international operations are subject to regulatory requirements with respect to licensing, registration, permitting and public listings. In India, ATC TIPL holds an Infrastructure Provider Category-I ("IP-I") Registration Certificate issued by the Indian Ministry of Communications and Information Technology, which permits us to provide tower space to companies licensed as telecommunications service providers under the Indian Telegraph Act of 1885. As a condition to the IP-I, the Indian government has the right to take over telecommunications infrastructure in the case of emergency or war.

[Table of Contents](#)

In Asia-Pacific, our subsidiaries in the Philippines and Bangladesh are required to hold a registration or license in order to establish, manage and operate passive telecommunications infrastructure services.

Our subsidiaries in New Zealand are required to satisfy certain investment and reporting requirements. Specifically, our subsidiaries are required to invest 10 million New Zealand Dollars in the aggregate in additional land interests under telecommunications assets in New Zealand by September 30, 2027, of which 5 million New Zealand Dollars must be invested by September 30, 2025. Quarterly reporting for all acquisitions and dispositions is required to be provided to the Overseas Investment Office.

In Africa, our subsidiaries in Burkina Faso, Ghana, Kenya, Niger, Nigeria and Uganda are required to hold a license in order to establish and maintain passive telecommunications infrastructure services and DAS networks for communications service providers.

In Latin America, our subsidiary in Chile holds a concession of intermediate telecommunications services and our subsidiary in Argentina holds an information and communications technology service license. In Peru, our subsidiaries are registered as infrastructure providers and in Colombia, passive infrastructure activities do not need any authorization, but our fiber subsidiary is registered as a carrier service provider. The subsidiary that holds our fiber business in Brazil is also licensed and regulated as a concession holder and permit holder authorized to provide telecommunications services. In certain of the markets in which we operate, we are required to provide tower space to service providers on a non-discriminatory basis, subject to the negotiation of mutually agreeable terms. Additionally, in 2023, one of our Brazilian subsidiaries, American Tower do Brasil – Cessao de Infraestruturas S.A. ("ATC Brazil") issued non-convertible debentures, which are listed on the Brazilian stock exchange. Although the non-convertible debentures are held by another subsidiary of ours and are eliminated in consolidation, ATC Brazil is still subject to the listing requirements of such exchange.

Our international business operations may be subject to increased licensing fees or ownership restrictions. For example, in South Africa, the Broad-Based Black Economic Empowerment Act, 2003 (the "BBBEE Act") has established a legislative framework for the promotion of economic empowerment of South African citizens disadvantaged by Apartheid. Accordingly, the BBBEE Act and related codes measure BBBEE Act compliance and good corporate practice by the inclusion of certain ownership, management control, employment equity and other metrics for companies that do business there. In addition, certain municipalities have sought to impose permit fees based upon structural or operational requirements of towers and certain regional and other governmental bodies have sought to impose levies or other forms of fees. Our foreign operations may be affected if a country's regulatory authority restricts, revokes or modifies spectrum licenses of certain wireless service providers or implements limitations on foreign ownership.

In all countries where we operate, we are subject to zoning restrictions and restrictive covenants imposed by local authorities or community organizations. While these regulations vary, they typically require tower owners or tenants to obtain approval from local authorities or community standards organizations prior to tower construction or the addition of a new antenna to an existing tower. Local zoning authorities and community residents often oppose construction in their communities, which can delay or prevent new tower construction, new antenna installation or site upgrade projects, thereby limiting our ability to respond to tenant demand. This opposition and existing or new zoning regulations can increase costs associated with new tower construction, tower modifications or additions of new antennas to a site or site upgrades, as well as adversely affect the associated timing or cost of such projects. Further, additional regulations may be adopted that cause delays or result in additional costs to us or changes in the competitive landscape that may negatively affect our business. These factors could materially and adversely affect our operations. In the United States, the Telecommunications Act of 1996 prohibits any action by state and local authorities that would discriminate between different providers of wireless services or ban altogether the construction, modification or placement of communications sites. It also prohibits state or local restrictions based on the environmental effects of radio frequency emissions to the extent the facilities comply with FCC regulations. Further, in February 2012, the United States government adopted regulations requiring that local and state governments approve modifications or colocations that qualify as eligible facilities under the regulations.

Portions of our business are subject to additional regulations, for example, in a number of states throughout the United States, certain of our subsidiaries hold Competitive Local Exchange Carrier (CLEC) or other status, in connection with the operation of our outdoor DAS networks business. In addition, we, or our customers, may be subject to new regulatory policies in certain jurisdictions from time to time that may materially and adversely affect our business or the demand for our communications sites.

Data Centers. Our U.S. data center facilities and related assets are subject to various federal, state and local regulations, such as state and local fire and life safety regulations and Americans with Disabilities Act ("ADA") federal requirements. If one of our properties is not in compliance with these regulations, we may be required to make significant unanticipated expenditures in order to comply with such regulations and/or pay fines or civil damage awards. Existing regulations may subsequently change

[Table of Contents](#)

or future regulations may be enacted, either of which could have a similar impact as described above, and could materially and adversely affect our operations.

Environmental Matters. Our U.S. and international operations are subject to various national, state and local environmental laws and regulations, including those relating to the management, use, storage, disposal, emission and remediation of, and exposure to, hazardous and non-hazardous substances, materials and wastes, the siting of our towers and the maintenance of our data center facilities. We may be required to obtain permits, pay additional property taxes, comply with regulatory requirements and make certain informational filings related to hazardous substances or devices used to provide power such as batteries, generators and fuel at our tower sites and/or data center facilities. When a site is decommissioned, we are required to follow applicable regulatory requirements, including by following decommissioning procedures and environmental management plans. With respect to our data center facilities, the presence of contamination, asbestos, mold or other air quality issues or the failure to remediate contamination, asbestos, mold or other air quality issues at our facilities may expose us to third-party liability or materially and adversely affect our ability to sell, lease or develop the real estate or to borrow using the real estate as collateral. Violations of these types of regulations could subject us to fines or criminal sanctions.

Additionally, in the United States and in other countries where we operate, before constructing a new tower or adding an antenna to an existing site, we must review and evaluate the impact of the action to determine whether it may significantly affect the environment and whether we must disclose any significant impacts in an environmental assessment. If a tower or new antenna might have a material adverse impact on the environment, FCC or other governmental approval of the tower or antenna could be significantly delayed or modifications to the site construction plans may be necessary.

The U.S. Environmental Protection Agency, or EPA, some of the states and localities in which we operate and the governments of other countries in which we operate have also enacted or proposed certain climate-related disclosures and may adopt new regulations related to the use of fossil fuels or requiring the use of alternative fuel or renewable energy sources to power energy resources that serve our data centers. Efforts to support and enhance renewable electricity generation may increase our costs of electricity above those that would be incurred through procurement of conventional electricity. Our data centers require and consume significant amounts of power, including electricity generated by the burning of fossil fuels. These laws, regulations and stakeholder requests could limit our ability to develop new facilities or result in substantial compliance, maintenance, repair, retrofit and construction costs, including capital expenditures for environmental control facilities and other new equipment. Changes in regulations that affect electric power providers, such as regulations related to the control of greenhouse gas emissions or other climate change-related matters, could adversely affect the costs of electric power and increase our operating costs, which could adversely affect our business, financial condition and results of operations or those of our customers.

Health and Safety. In the United States and in other countries where we operate, we are subject to various national, state and local laws regarding employee health and safety, including protection from radio frequency exposure and air quality issues.

Competition

Our industry is highly competitive. We compete, both for new business and for the acquisition of assets, with other public tower companies, such as Crown Castle International Corp., SBA Communications Corporation, Telesites S.A.B. de C.V. and Cellnex Telecom, S.A., wireless carrier tower consortia such as Indus Towers Limited and private tower companies, private equity sponsored firms, carrier-affiliated tower companies, independent wireless carriers, tower owners, broadcasters and owners of non-communications sites, including rooftops, utility towers, water towers and other alternative structures. Our data center business also competes with a variety of companies offering similar data center solutions and services, including space, power, interconnection and development services. We believe that location and capacity, grid distribution constraints, network and/or interconnection density, price, quality and speed of service have been, and will continue to be, significant competitive factors affecting owners, operators and managers of communications sites and data center facilities.

Our services business competes with a variety of companies offering individual, or combinations of, competing services. The field of competitors includes site application consultants, zoning consultants, real estate firms, right-of-way consultants, structural engineering firms, construction management firms, tower owners/managers, telecommunications equipment vendors who can provide turnkey site development services through multiple subcontractors and our tenants' personnel. We believe that our tenants base their decisions for services on various criteria, including a company's experience, local reputation, price and time for completion of a project.

For more information on demand trends in our industry, see Item 7 of this Annual Report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Executive Overview."

Human Capital Resources

As of December 31, 2023, we employed 5,643 full-time individuals, including 2,399 employees based in the United States and 3,244 employees based internationally. Our teams in our more than 20 countries around the world are our most important assets and fundamental to our success. Aligned with our business strategy, our human capital management strategy focuses on developing and delivering solutions to attract, develop, engage and retain top diverse talent in each of the countries where we operate. We consider our employee relations to be good. Our Chief Sustainability Officer and Chief Human Resources Officer regularly report to the Nominating and Corporate Governance Committee and the Compensation Committee of our Board of Directors (our "Board"), respectively, on our initiatives related to human capital management.

Employee Engagement. In 2023, our employees completed our biennial company-wide engagement survey to provide feedback on American Tower in key areas. The survey was completed by 88% of our employees. All of the areas measured scored at least 75% in favorability. Of note, teamwork received a 90% favorability score, leadership received an 88% favorability score, employee engagement received an 85% favorability score and diversity and inclusion received an 82% favorability score. The questions with the highest favorable ratings were focused on our culture, our values and ethics.

Diversity, Equity and Inclusion. Diversity, equity and inclusion are fundamental considerations and values for us in conducting business. A critical factor in our success is ensuring that each of these remains at the core of our business culture, infusing fresh ideas, helping us remain connected to our customers in a dynamic global market and ensuring mutual respect guides us in our interactions both internally and externally. We have adopted a Diversity Statement and Global Human Rights Statement, which can be found on our website.

Our Board is a diverse group with respect to traditional diversity metrics such as gender, race and national origin, as well as professional background and skills, with five members of our Board identifying as female and four identifying as part of a minority group. We are also committed to ensuring diverse representation among our employees. In 2023, 38% of all employees promoted globally were female, which is greater than the female representation in our workforce of 30%. And as of December 31, 2023, nearly 40% of management-level positions in the United States were also held by women. The U.S. Equal Employment Opportunity Commission ("EEOC") requires employers to submit an EEO-1 report on an annual basis. The report breaks down an employer's workforce by race, ethnicity and gender across job categories established by the EEOC. We publish the EEO-1 reports on our website, which provides transparency for our stakeholders to better understand our diversity and workforce practices. We monitor our representation internally as well, as it helps us identify areas for growth as we continue strengthening our diversity efforts and initiatives.

Additionally, we have implemented several initiatives designed to promote social justice and support our diversity and inclusion efforts. These include pledges from the American Tower Foundation of (i) a total of \$2.0 million for grants to organizations around the globe, recommended by our Social Justice Committee, supporting charitable organizations that promote racial equity and enhance the American Tower Foundation's work on social justice and (ii) a total of \$1.0 million for scholarship funds at two Historically Black Colleges and Universities disbursed over a five-year period (2021-2025). In 2023, our Chief Diversity, Equity and Inclusion Officer continued to lead our diversity, equity and inclusion strategy by introducing new initiatives and best practices, including working with each region on inclusion efforts and creating global and regional resources to enhance education and awareness in our culture. We have developed education initiatives and increased access to professional development opportunities for employees, including an enhanced focus on mentoring opportunities. Additionally, we have worked to provide access and opportunity for underrepresented groups in the REIT industry. We also enable global employee resource groups, including Women and Allies of American Tower Climb Higher ("WAATCH"), in our U.S., Latin America and Europe regions, to promote better employee engagement and allyship. Our employee resource groups are open to all employees with the goal of enhancing professional development, connection and collaboration for everyone.

Talent Development and Recruitment. As a critical investment in our capacity to provide our customers with outstanding support and customer service, we offer a variety of development opportunities unique to each market to cultivate our talent throughout our global organization. For individual contributors, we have approximately 9,600 resources in up to five languages that focus on job-specific training and general topics, such as productivity, collaboration and project management. We create and customize courses to meet regional needs and update these courses regularly to address changing marketplace dynamics and employee interests.

Developing our managers is critical to our success, and over 40,000 resources and tools are provided to all levels of management. For example, our Management Essentials program provides continuous learning opportunities through training led by American Tower leaders. Managers learn tools and best practices that enable both management and team success, and that build and strengthen competencies to better respond to the needs of a growing and increasingly complex organization. Our annual Accelerated Leadership Development program, in collaboration with the INSEAD executive education program,

[Table of Contents](#)

provides our next generation leaders in Latin America, Europe, the U.S. and Africa, with a seven-week intensive workshop to enhance management and leadership skills. For our U.S. employees with high potential, we offer several professional development opportunities designed to support these employees through a career path journey to become inclusive leaders. We also have a comprehensive talent-management review process to develop future leaders and ensure effective succession planning.

Our recruiting efforts consistently include strategies to build diverse candidate pipelines and promote a culture that supports a diverse team of global employees. We are proud of our Leadership Development Program, which provides a recruitment opportunity for business school students, who are able to learn about different aspects of our business through regular rotational assignments. Further, with respect to our employees that have graduated or are currently enrolled in the Leadership Development Program, from the inception of such program through December 31, 2023, 60% of our hires identified as part of a minority group and 50% identified as female. We have also continued our recruiting efforts with Historically Black Colleges and Universities as well as other recruiting efforts to build a diverse talent pipeline.

Our Compensation Committee also approved a shared human capital management goal for the entire executive team for 2023, which focuses on developing talent.

Workplace Safety. We are committed to the safety of our employees and surrounding communities. Depending on the role, team members are required to pass and complete regular safety training courses and follow specific tower and site safety protocols with the support of operational manuals. A key component of our culture is a strong commitment to incident reporting and corrective actions, as well as a comprehensive program for ensuring vendor compliance with safety standards and certifications. Our strict adherence to the rigorous standards set forth by the relevant government agencies and other authorities, such as the Telecommunications Infrastructure Registered Apprenticeship Program and Telecommunications Industry Association, is critical to ensuring our towers are structurally safe for field personnel, vendors, customers and communities. We have several employee security protocols and standards in place to better protect our people and assets worldwide. These include global standards for the security of international travelers and personnel ground movements. We also operate a traveler assistance program that allows us to better monitor international travel and provide employees with relevant trip advice and 24/7 assistance services. A related journey risk management program provides support for trips in complex threat environments, and includes hostile environment awareness training, real-time tracking of personnel and 24/7 support.

Health and Wellness. We offer medical and parental leave benefits to full-time employees across all markets, with some local variation. We conduct wellness check-ins and offer resources to support our employees' mental health and well-being, including access to a free Employee Assistance Program, which offers confidential assistance on a wide range of issues. We also offer market competitive benefits in all locations and, in 2023, continued our behavioral health benefit in the United States to support employees' mental well-being.

Executive Officers

For information about our Executive Officers, see Item 10 of this Annual Report under the caption "Directors, Executive Officers and Corporate Governance."

Available Information

Our internet website address is www.americantower.com. Information contained on our website is not incorporated by reference into this Annual Report, and you should not consider information contained on our website as part of this Annual Report. You may access, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, plus amendments to such reports as filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), through the "Investor Relations" portion of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the "SEC").

We have adopted a written Code of Ethics and Business Conduct Policy (the "Code of Conduct") that applies to all of our employees and directors, including, but not limited to, our principal executive officer, principal financial officer and principal accounting officer or controller or persons performing similar functions. The Code of Conduct, our Corporate Governance Guidelines and the charters of the audit, compensation and nominating and corporate governance committees of our Board are available on the "Investor Relations" portion of our website, under the "Corporate Governance" tab. In the event we amend the Code of Conduct, or provide any waivers of the Code of Conduct to our directors or executive officers, we will disclose these events on our website as required by the regulations of the New York Stock Exchange (the "NYSE") and applicable law.

In addition, paper copies of these documents may be obtained free of charge by writing us at the following address: 116 Huntington Avenue, Boston, Massachusetts 02116, Attention: Investor Relations; or by calling us at (617) 375-7500.

ITEM 1A. RISK FACTORS

Risks Related to Our Business Strategy

A significant decrease in leasing demand for our communications infrastructure would materially and adversely affect our business and operating results, and we cannot control that demand.

A significant reduction in leasing demand for our communications infrastructure would materially and adversely affect our business, results of operations or financial condition. Factors that may affect such demand include:

- the ability and willingness of wireless and cloud service providers to maintain or increase capital expenditures on network infrastructure;
- the financial condition of communications service providers;
- increased mergers, consolidations or exits that reduce the number of communications service providers or increased use of network sharing among governments or communications service providers;
- a decrease in demand for wireless or colocation services, including due to general economic conditions, disruption in the financial and credit markets or global social, political or health crises, inflation, slowing growth, rising interest rates or recession;
- delays or changes in the deployment of next generation wireless technologies;
- technological changes;
- zoning, environmental, health, tax or other government regulations or changes in the application and enforcement thereof; and
- governmental licensing of spectrum or restriction or revocation of our customers' spectrum licenses.

A substantial portion of our current and projected future revenue is derived from a small number of customers, and we are sensitive to adverse changes in the creditworthiness and financial strength of our customers.

A substantial portion of our total operating revenues is derived from a small number of customers. If any of these customers are unwilling or unable to perform their obligations under their agreements with us, our revenues, results of operations, financial condition and liquidity could be materially and adversely affected. In addition, our growth projections are based on future revenue from a small number of customers, and such projections could be adversely impacted by adverse changes in the creditworthiness and financial strength of our customers.

One or more of our customers, or their parent companies, may experience financial difficulties, file for bankruptcy or reduce or terminate operations as a result of a prolonged economic downturn, economic difficulties (including those from the imposition of taxes, fees, regulations or judicial interpretations of regulations, and any associated penalties or interest, which may be substantial) or otherwise. The current inflationary and high interest rate environment could materially and adversely affect our customers through disruptions of, among other things, their ability to procure their equipment through their supply chains, their ability to procure power and fuel and their ability to maintain liquidity and deploy network capital, with potential decreases in consumer spending contributing to liquidity risks. Such financial difficulties could result in uncollectible accounts receivable and an impairment of our deferred rent asset, tower asset, network location intangible asset, tenant-related intangible asset or goodwill. The loss of significant customers, or the loss of all or a portion of our anticipated lease revenues from certain customers, could have a material adverse effect on our business, results of operations or financial condition.

One of our largest customers in India is VIL, which represented approximately 3% of our total revenue for the year ended December 31, 2023. As a result of the VIL Shortfall, during the year ended December 31, 2022, we determined that certain fixed and intangible assets and tenant-related intangible assets for VIL had been impaired. In the second half of 2023, VIL began making payments in full of its monthly contractual obligations owed to us. Additionally, the Pending ATC TIPL Transaction is subject to pre-closing terms, which may not be satisfied, as well as regulatory and governmental approval, which may prevent us from completing a transaction on acceptable terms. If the Pending ATC TIPL Transaction does not close, additional partial payments from VIL could have further negative effects on our fixed assets, intangible assets or goodwill, could result in additional impairments and could have a material adverse effect on our business, results of operations or financial condition. For more information on impairments in India, please see the information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" included in this Annual Report. For more information on revenue reserves related to the VIL Shortfall, please see the information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations" included in this Annual Report.

[Table of Contents](#)

Due to the long-term nature of our customer leases, we depend on the continued financial strength of our customers. Many communications service providers operate with substantial levels of debt. In our international operations, many of our customers are subsidiaries of global telecommunications companies. These subsidiaries may not have the explicit or implied financial support of their parent entities.

In addition, many of our customers and potential customers rely on capital raising activities to fund their operations and capital expenditures, which may be more difficult or expensive in the event of downturns in the economy or disruptions in the financial and credit markets, such as the current environment driven by the significant disruptions caused by factors such as inflation, rising interest rates and supply chain disruptions. If our customers or potential customers are unable to raise adequate capital to fund their business plans or face capital constraints, they may reduce their spending, file for bankruptcy or reduce or terminate operations, which could materially and adversely affect demand for our communications infrastructure and our services business.

In the ordinary course of our business, we do occasionally experience disputes with our customers, generally regarding the interpretation of terms in our leases. Historically, we have resolved these disputes in a manner that did not have a material adverse effect on us or our relationships with our customers. However, it is possible that such disputes could lead to a termination of our leases with those customers, a material adverse modification of the terms of those leases or a deterioration in our relationships with those customers that leads to a failure to obtain new business from them, any of which could have a material adverse effect on our business, results of operations or financial condition. If we are forced to resolve any of these disputes through litigation, our relationship with the applicable customer could be terminated or damaged, which could lead to decreased revenue or increased costs, resulting in a corresponding adverse effect on our business, results of operations or financial condition.

If our customers consolidate their operations, exit their businesses or share site infrastructure to a significant degree, our growth, revenue and ability to generate positive cash flows could be materially and adversely affected.

Significant consolidation among our customers could reduce demand for our communications infrastructure and may materially and adversely affect our growth and revenues. Certain combined companies have rationalized duplicative parts of their networks or modernized their networks, and these and other customers could determine not to renew, or attempt to cancel, avoid or limit leases or related payments with us. Additionally, some of our international customers may use consolidation and/or restructuring to address financial or other competitive pressures, which could in turn result in the sale of wireless assets. In the event a customer terminates, consolidates or restructures its business, or separately sells its spectrum or wireless assets, we may experience increased churn as a result. Our ongoing contractual revenues and our future results may be negatively impacted if a significant number of these leases are terminated or not renewed. For example, see our discussion of churn as a result of the T-Mobile MLA in our U.S. & Canada property segment in Item 7 of this Annual Report, under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Executive Overview." In addition, extensive sharing of site infrastructure, roaming or resale arrangements among wireless service providers, including due to increases in advanced network technology such as 5G, as an alternative to leasing our communications sites, without compensation to us, may cause new lease activity to slow if carriers utilize shared equipment rather than deploy new equipment, or may result in the decommissioning of equipment on certain existing sites because portions of the customers' networks may become redundant.

Increasing competition within our industries may materially and adversely affect our revenue.

Our industries are highly competitive and our customers have numerous alternatives in leasing communications infrastructure assets. Competition due to pricing or alternative contractual arrangements from peers could materially and adversely affect our lease rates. We may not be able to renew existing customer leases or enter into new customer leases, or if we are able to renew or enter into new leases, they may be at rates lower than our current rates or on less favorable terms than our current terms, resulting in an adverse impact on our results of operations and growth rate.

In addition, some of our data center competitors have significant advantages over us, including greater name recognition, longer operating histories, lower operating costs, lower levels of leverage, pre-existing relationships with current or potential customers, greater financial, marketing and other resources, access to better networks and access to less expensive power. These advantages could allow our data center competitors to respond more quickly or effectively to strategic opportunities and, as a result, we may lose existing or potential data center customers, incur costs to improve our data centers or be forced to reduce our rental rates. These risks are compounded by the fact that a significant percentage of our data center customer leases expire every year.

Our expansion initiatives involve a number of risks and uncertainties, including those related to integrating acquired or leased assets, that could adversely affect our operating results, disrupt our operations or expose us to additional risk.

As we continue to acquire and build communications sites and other communications infrastructure assets, including data center facilities and related assets, in our existing markets and expand into new markets, we are subject to a number of risks and uncertainties, including not meeting our return on investment criteria and financial objectives, increased costs, assumed liabilities and the diversion of managerial attention. Achieving the benefits of acquisition and platform expansion initiatives depends in part on timely and efficient integration of operations, telecommunications infrastructure assets and personnel. Integration may be difficult and unpredictable for many reasons, including, among other things, portfolios without requisite permits, differing systems, cultural differences, conflicting policies, procedures and operations or with incomplete information. Significant acquisition-related integration costs, including certain nonrecurring charges such as costs associated with onboarding employees, integrating information technology systems, acquiring permits and visiting, inspecting, engineering and upgrading tower sites or other communications infrastructure assets, could materially and adversely affect our results of operations in the period in which such charges are recorded or our cash flow in the period in which any related costs are actually paid. Some of our acquired portfolios have included sites that do not meet our structural specifications, including sites that may be overburdened. In these cases, beyond additional capital expenditures, general liability risks associated with such portfolios will exist until such time as those portfolios are upgraded or otherwise remedied. In addition, integration may significantly burden management and internal resources, including through the potential loss or unavailability of key personnel. Our international expansion initiatives are subject to additional risks, such as those described above, as well as our ability to comply with bribery and anti-corruption laws such as the Foreign Corrupt Practices Act (the "FCPA") and similar local laws.

Moreover, we may fail to successfully integrate the assets we acquire or fail to utilize such assets to their full capacity. If we are not able to meet these integration challenges, we may not realize the benefits we expect from our acquired portfolios and businesses, and our business, financial condition and results of operations will be adversely affected.

We must safeguard our customers' infrastructure and equipment located in our data centers and ensure our data centers remain operational at all times. Problems at one or more of our data centers, whether or not within our control, could result in service interruptions or significant infrastructure or equipment damage. These could result from numerous factors, including limited power availability and grid distribution constraints due to current high demand, human error, equipment failure, physical, electronic and cybersecurity breaches, fire, earthquake, hurricane, flood, tornado and other natural disasters, extreme temperatures, water damage, fiber cuts, power loss, terrorist acts, sabotage and vandalism, global pandemics or health emergencies and failure of business partners.

We have service level commitment obligations to substantially all of our data center customers. As a result, service interruptions or significant equipment damage in our data centers could result in difficulty maintaining service level commitments to these customers and potential claims related to such failures. Because our data centers are critical to many of our customers' businesses, service interruptions or significant equipment damage in our data centers could also result in lost profits or other indirect or consequential damages to our customers. In addition, any loss of service, equipment damage or inability to meet our service level commitment obligations could reduce the confidence of our customers and could consequently impair our ability to obtain and retain customers, which would adversely affect both our ability to generate revenues and our operating results. Furthermore, we are dependent upon internet service providers, telecommunications carriers and utility providers, some of which have experienced significant system failures and outages in the past. Our customers may in the future experience difficulties due to system failures unrelated to our systems and offerings. If, for any reason, these providers fail to provide the required services, our business, financial condition and results of operations could be adversely impacted.

As a result of our acquisitions, we have a substantial amount of intangible assets and goodwill. In accordance with accounting principles generally accepted in the United States ("GAAP"), we are required to assess our goodwill and other intangible assets annually or more frequently in the event of circumstances indicating potential impairment to determine if they are impaired. If, as a result of the factors noted above, the testing performed indicates that an asset may not be recoverable or the carrying value exceeds the fair value, we would be required to record a non-cash impairment charge in the period the determination is made.

Our platform expansion initiatives may not be successful, or we may be required to record impairment charges for our goodwill or for other intangible assets, which could have a material adverse effect on our business, results of operations or financial condition, and could limit our continued investments in such platform expansion initiatives.

New technologies or changes, or lack thereof, in our or a customer's business model could make our communications infrastructure leasing business less desirable and result in decreasing revenues and operating results.

[Table of Contents](#)

The development and implementation of new technologies designed to enhance the efficiency of wireless networks or changes in a customer's business model could reduce the need for tower-based wireless services, decrease demand for tower space or reduce previously obtainable lease rates. In addition, if the industry trends toward deploying increased capital to the development and implementation of new technologies, then customers may allocate less of their budgets to leasing space on our towers. Examples of these technologies include more spectrally efficient technologies, which could relieve a portion of our customers' network capacity needs and, as a result, could reduce the demand for tower-based antenna space. Additionally, certain small cell complementary network technologies or satellite services could shift a portion of our customers' network investments away from traditional tower-based networks, which may reduce the need for carriers to add more equipment at certain communications sites.

Moreover, the emergence of alternative technologies could reduce the need for tower-based broadcast services transmission and reception. Further, a customer may decide to cease outsourcing tower infrastructure or otherwise change its business model, which would result in a decrease in our revenue and operating results. Similarly, our data center site infrastructure may become antiquated due to the development of new systems that deliver power to, or eliminate heat from, the servers and other customer equipment that we house or the development of new technology that requires levels of power and cooling density that our facilities are not designed to provide. Our failure to innovate in response to the development and implementation of these or other new technologies or changes in a customer's business model could have a material adverse effect on the growth of our business, results of operations or financial condition. Conversely, we may invest significant capital in technologies, platform expansion initiatives or new additions to our core business that may not provide expected returns or profitability, which could divert management attention and have a material adverse effect on our operating results.

Additionally, our customers may overestimate or overvalue the benefits and use of 5G networks and other new technology that are deployed onto our communications sites that, in turn, could adversely affect our customers' growth, thereby adversely affecting our growth.

Competition to purchase assets could adversely affect our ability to achieve our return on investment criteria.

We may experience increased competition for the acquisition of communications infrastructure assets or contracts to build new communications infrastructure assets for customers, which could make the acquisition of high-quality assets significantly more costly or prohibitive or cause us to lose contracts to build new sites. Some of our competitors are larger and may have greater financial resources than we do, while other competitors may apply less stringent investment criteria or less stringent contractual terms than we do. In addition, we may not anticipate increased competition entering a particular market or competing for the same assets. Higher prices for assets or the failure to add new assets to our portfolio could make it more difficult to achieve our anticipated returns on investment or future growth, which could materially and adversely affect our business, results of operations or financial condition.

Strategic partnerships and divestitures, such as the Pending ATC TIPL Transaction, may materially and adversely affect our financial condition, results of operations or cash flows.

As we continue to engage in partnership opportunities to support our expansion initiatives, our partners may have business or economic goals that are inconsistent or conflict with ours, be in positions to take action contrary to our interests, policies or objectives, have competing interests in our, or other, markets that could create conflict of interest issues, withhold consents contrary to our requests or become unable or unwilling to fulfill their commitments, any of which could present governance challenges with multiple partners or expose us to additional liabilities or costs, including requiring us to assume and fulfill the obligations of that partnership or to execute buyouts of their interests.

Furthermore, we continually evaluate the performance, capital needs and strategic fit of all of our businesses and, as a result of such evaluation, may sell some or all of the equity interests in a particular business or components of a business. Divestitures involve risks, including difficulties in the separation of operations, services, products and personnel. We cannot assure you that we will be successful in managing these or any other significant risks that we may encounter related to the divestiture of a business. Any divestiture we undertake could materially and adversely affect our business, reputation, financial condition, results of operations and cash flows, and may also result in a diversion of management's attention, operational difficulties and losses.

Divestitures and our evaluation of assets or businesses in connection with potential divestitures may result in asset impairment charges, including those related to goodwill and other intangible assets, or losses realized in connection with a transaction, which could have an impact on our financial condition and results of operations. Specifically with respect to our India reporting unit, we concluded that a triggering event occurred as of September 30, 2023, primarily due to indications of value received from third parties in connection with our review of various strategic alternatives for our India operations, including the potential sale of equity interests. As a result, we performed an interim quantitative goodwill impairment test as of September 30, 2023

using, among other things, the information obtained from third parties to compare the fair value of the India reporting unit to its carrying amount, including goodwill. The result of our interim goodwill impairment test as of September 30, 2023 indicated that the carrying amount of our India reporting unit exceeded our estimated fair value. As a result, we recorded a goodwill impairment charge of \$322.0 million as of September 30, 2023. The goodwill impairment charge is recorded in Goodwill impairment in the accompanying consolidated statements of operations.

We expect to complete the Pending ATC TIPL Transaction in the second half of 2024. The Pending ATC TIPL Transaction is subject to pre-closing terms, which may not be satisfied, as well as regulatory and governmental approval, which may prevent us from completing the transaction during 2024 or at all. Further, the Pending ATC TIPL Transaction agreement terms include representations and warranties by us that are supported by indemnification obligations, and breaches could require us to indemnify the buyer for certain events, which could result in adverse impact on the expected financial benefit we expect from the Pending ATC TIPL Transaction.

Risks Related to Our Financial Performance or General Economic Conditions

Our leverage and debt service obligations, including during a rising interest rates environment, may materially and adversely affect our ability to raise additional financing to fund capital expenditures, future growth and expansion initiatives and may reduce funds available to satisfy our distribution requirements.

Our leverage and debt service obligations could have significant negative consequences to our business, results of operations or financial condition, including:

- requiring the dedication of a substantial portion of our cash flow from operations to service our debt, thereby reducing the amount of our cash flow available for other purposes, including capital expenditures and REIT distributions;
- impairing our ability to meet one or more of the financial ratio covenants contained in our debt agreements or to generate cash sufficient to pay interest or principal due under those agreements, which could result in an acceleration of some or all of our outstanding debt and the loss of the towers securing such debt if a default remains uncured;
- limiting our ability to obtain additional debt or equity financing, thereby placing us at a possible competitive disadvantage to less leveraged competitors and competitors that may have better access to capital resources, including with respect to acquiring assets; and
- limiting our flexibility in planning for, or reacting to, changes in our business and the markets in which we compete.

We may need to raise additional capital through debt financing activities, asset sales or equity issuances, even if the then-prevailing market conditions are not favorable, to fund capital expenditures, future growth and expansion initiatives, required purchases of our partners' interests and to satisfy our distribution requirements and debt service obligations and leverage requirements, including financial ratio covenants. An increase in our total leverage could lead to a downgrade of our credit rating below investment grade, which could negatively impact our ability to access credit markets or preclude us from obtaining funds on investment grade terms, rates and conditions or subject us to additional loan covenants, which could accelerate our debt repayment obligations. Further, certain of our current debt instruments limit the amount of indebtedness we and our subsidiaries may incur. Additional financing, therefore, may be unavailable, more expensive or restricted by the terms of our outstanding indebtedness.

Further, market volatility and disruption caused by factors such as inflation, rising interest rates and supply chain disruptions may impact our ability to raise additional capital through debt and equity financing activities or our ability to repay or refinance maturing liabilities, or impact the terms of any new obligations, which in turn may have an adverse impact on our credit ratings. The Federal Reserve Board began to raise interest rates in March 2022 for the first time in over three years, and increased the federal funds rate on four occasions during 2023. Such rate increases have corresponding impact to our costs of borrowing and may have an adverse impact on our ability to raise funds through the offering of our securities or through the issuance of debt due to higher debt capital costs, diminished credit availability and less favorable equity markets. The extent to which these factors will impact our business and financial results will depend on future developments, which are highly uncertain and cannot be predicted at this time due to the rapid evolution of this uncertain situation.

Rising inflation may adversely affect us by increasing costs beyond what we can recover through price increases.

The United States and other large global economies experienced historically high inflation during 2022, which continued into 2023. The Federal Reserve Board and other central banks raised interest rates more aggressively and to their highest levels in the last four to five decades. Current and future inflationary effects may be driven by, among other things, supply chain

[Table of Contents](#)

disruptions, governmental stimulus or fiscal policies, as well as ongoing global military conflicts. Inflation can materially and adversely affect us by increasing the costs of land, materials, labor and other costs required to manage and grow our business. In addition, should inflation rates exceed our fixed escalator percentages in markets where our leases include fixed escalators, our returns could be adversely affected. In an inflationary environment, such as the current economic environment, depending on the terms of our contracts and other economic conditions, we may be unable to raise prices enough to keep up with the rate of inflation or our customers may be unwilling to pay contractual increases, which would reduce our profit margins and returns. If we are unable to increase our prices to offset the effects of inflation, our business, results of operations and financial condition could be materially and adversely affected. Rising inflation rates have also contributed to foreign currency exchange rate volatility, including in several of the markets where we operate. The ongoing impact of inflation may continue to create foreign exchange rate instability in our international markets that could, in turn, depress the value of that market's currency, thereby adversely impacting our business, results of operations, financial condition or the underlying value of foreign subsidiaries.

In addition, inflation is often accompanied by higher interest rates. The Federal Reserve Board and other central banks have recently raised interest rates to their highest levels in decades. The combination of higher interest rates and high inflation could lead to an extended economic downturn, which could reduce our ability to incur debt or access capital and impact our results of operations and financial condition even after these conditions improve. Additionally, higher inflation or higher costs of capital could also impact the risk premiums or market returns on our assets. Changes in costs of capital could adversely impact the underlying value of our assets, which could in turn result in impairment charges.

Restrictive covenants in the agreements related to our securitization transactions, our credit facilities and our debt securities could materially and adversely affect our business by limiting flexibility, and we may be prohibited from paying dividends on our common stock, which may jeopardize our qualification for taxation as a REIT.

The agreements related to our securitization transactions include operating covenants and other restrictions customary for loans subject to rated securitizations. Among other things, the borrowers under the agreements are prohibited from incurring other indebtedness for borrowed money or further encumbering their assets. A failure to comply with the covenants in the agreements could prevent the borrowers from taking certain actions with respect to the secured assets and could prevent the borrowers from distributing any excess cash from the operation of such assets to us. If the borrowers were to default on any of the loans, the servicer on such loan could seek to foreclose upon or otherwise convert the ownership of the secured assets, in which case we could lose such assets and the cash flow associated with such assets.

The agreements for our credit facilities also contain restrictive covenants and leverage and other financial maintenance tests that could limit our ability to take various actions, including incurring additional debt, guaranteeing indebtedness or making distributions to stockholders, including our required REIT distributions, and engaging in various types of transactions, including mergers, acquisitions and sales of assets. Additionally, our credit facilities restrict our and our subsidiaries' ability to incur liens securing our or their indebtedness. These covenants could have an adverse effect on our business by limiting our ability to take advantage of financing new tower or other communications infrastructure development, mergers and acquisitions or other opportunities. Our credit agreements also contain cross-default and/or cross-acceleration provisions, which may be triggered if we default on certain indebtedness in excess of certain thresholds. In the event of such a default, the resulting cross-defaults or cross-accelerations could have an adverse effect on our business and financial condition. Further, reporting and information covenants in our credit agreements and indentures require that we provide financial and operating information within certain time periods. If we are unable to provide the required information on a timely basis, we would be in breach of these covenants. For more information regarding the covenants and requirements discussed above, please see Item 7 of this Annual Report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Factors Affecting Sources of Liquidity" and note 8 to our consolidated financial statements included in this Annual Report.

We also enter into hedges for certain debt instruments, which may have an adverse impact on our results to the extent that the counterparties do not perform as expected at the inception of each hedge.

Risks Related to Laws and Regulations

Our foreign operations are subject to economic, political and other risks that could materially and adversely affect our revenues or financial position, including risks associated with fluctuations in foreign currency exchange rates.

Our international business operations and our potential expansion into additional new markets in the future expose us to potential adverse financial and operational problems not typically experienced in the United States. We anticipate that revenues from our international operations will continue to grow. Accordingly, our business is subject to risks associated with doing business internationally, including:

- uncertain, inconsistent or changing laws, regulations, rulings or methodologies impacting our existing and anticipated international operations, fees or other requirements directed specifically at the ownership and operation of communications infrastructure or our international acquisitions, any of which laws, fees or requirements may be applied retroactively or with significant delay;
- failure to retain our tax status or to obtain an expected tax status for which we have applied;
- expropriation resulting in government takeover of customer operations or governmental regulation restricting foreign ownership or requiring reversion or divestiture;
- laws or regulations that tax or otherwise restrict repatriation of earnings or other funds or otherwise limit distributions of capital;
- changes in a specific country's or region's political or economic conditions, including inflation or currency devaluation;
- changes to zoning regulations or construction laws, which could be applied retroactively to our existing communications infrastructure;
- actions restricting or revoking our customers' spectrum licenses, or alterations or interpretations thereof, or suspending or terminating business under prior licenses;
- failure to comply with anti-bribery laws such as the FCPA or similar local anti-bribery laws, or the Office of Foreign Assets Control requirements;
- failure to comply with data privacy laws or other protections of employee health and personal information;
- material site issues related to security, fuel availability and reliability of electrical grids;
- significant increases in, or implementation of new, license surcharges on our revenue;
- loss of key personnel, including expatriates, in markets where talent is difficult or expensive to acquire; and
- price-setting or other similar laws or regulations for the sharing of passive infrastructure.

We also face risks associated with changes in foreign currency exchange rates, including those arising from the impacts of the current inflationary and high interest rate environment on the global economy and markets and those arising from our operations, investments and financing transactions related to our international business. Volatility in foreign currency exchange rates can also affect our ability to plan, forecast and budget for our international operations and expansion efforts. Our revenues earned from our international operations are primarily denominated in their respective local currencies. We have not historically engaged in significant currency hedging activities relating to our non-U.S. Dollar operations, and a weakening of these foreign currencies against the U.S. Dollar would negatively impact our reported revenues, operating profits and income.

Our business, and that of our customers, is subject to laws, regulations and administrative and judicial decisions, and changes thereto, that could restrict our ability to operate our business as we currently do or impact our competitive landscape.

Our business, and that of our customers, is subject to federal, state, local and foreign laws, treaties and regulations and administrative and judicial decisions. In certain jurisdictions, these regulations, laws and treaties could be applied or be enforced retroactively. Zoning authorities and community organizations are sometimes opposed to the construction of communications sites in their communities, which can delay, prevent or increase the cost of new tower construction, modifications, additions of new antennas to a site or site upgrades, thereby limiting our ability to respond to customer demands. Existing or new regulatory policies, regulations or laws may materially and adversely affect the timing, cost or completion of our communications sites or result in changes in the competitive landscape that may negatively affect our business. Noncompliance could result in the imposition of fines or an award of damages to litigants or result in decreased revenue. In addition, in certain jurisdictions, we and certain of our customers are required to pay annual licenses, fees or taxes, which may be subject to substantial increases by the government, or new fees may be enacted and applied retroactively. Governmental licenses may also be subject to periodic renewal and additional conditions to receive or maintain such license. Additionally, we

[Table of Contents](#)

have government customers for several of our communications sites and data centers, which subjects us to risks including early termination, audits, investigations, sanctions and penalties.

Furthermore, the tax laws, regulations, applicable license terms and conditions, and interpretations governing our business, and that of our customers, in jurisdictions where we operate, may change at any time, potentially with retroactive effect. Due to the evolving nature of global tax laws and regulations and compliance approaches, it is currently not possible to assess the ultimate impact of these actions on our financial statements, but these actions could have an impact on our financial results. This includes changes in tax laws, transfer pricing regulations, spectrum use terms, administrative compliance guidance or judicial interpretations thereof. For example, the definition and application of adjusted gross revenue ("AGR") in India and associated fees and charges may have a material financial impact on certain of our customers which could affect their ability to perform their obligations under agreements with us.

In addition, as of January 1, 2024, we and our subsidiaries, in principle, would be subject to the Organization for Economic Cooperation and Development (OECD) Global Anti-Base Erosion Rules (more commonly referred to as the "Pillar 2 Rules") as promulgated by jurisdictions. The Pillar 2 Rules can potentially lead to additional taxes ("Top-Up Tax") when the effective tax rate (as defined by the Pillar 2 Rules) in a jurisdiction is below 15%. The Pillar 2 Rules, however, do not apply to "Excluded Entities" and certain subsidiaries of Excluded Entities. We are currently analyzing our qualification as an Excluded Entity as a "Real Estate Investment Vehicle." In the event we do not qualify as a Real Estate Investment Vehicle, Top-Up Taxes may apply beginning in fiscal year 2026 on our United States income and may be material. Safe harbor exceptions are expected to apply for the majority of our non-United States income, and for those entities that do not meet certain safe harbor tests, the impact to us as a whole is expected to be immaterial. It is noted that the Pillar 2 Rules are still yet to be implemented in most of the jurisdictions in which we operate. Developments will be monitored as guidance and local implementation progresses.

We may be adversely affected by regulations related to climate change.

Efforts to regulate greenhouse gas emissions, the use of fossil fuels or requirements to use alternative fuel to power energy resources that serve our data centers or the generators we use in our emerging markets to deliver primary power to our customers may have direct or indirect effects on our business by increasing the cost of compliance. In addition, there is an increased focus by many governments, regulators, investors, employees, customers and other stakeholders regarding environmental and energy policies relating to climate change, greenhouse gas emissions and other climate-related matters, including policies related to disclosure requirements. We will likely need to be prepared to contend with overlapping, yet distinct, climate-related disclosure requirements in multiple jurisdictions. These governmental initiatives are becoming more stringent and may require us and our customers to make capital expenditures, such as investing in renewable energy solutions or internal compliance systems, which would result in increased costs for us and our customers. Failure to comply with applicable laws and regulations or other requirements imposed on us could also lead to fines and/or lost revenue.

In 2021, we adopted science-based greenhouse gas reduction targets, which were approved by the Science Based Targets initiative and are in line with the goals set forth in the 2015 Paris Agreement. Our ability to achieve these goals are based on several factors, some of which are outside of our control including changing regulatory requirements, the pace of changes in technology and the availability of requisite financing. In addition, to meet our goals, we may need to expend significant resources, which could increase our operational costs. We cannot guarantee that we will achieve our announced environmental, social and governance goals and initiatives. In addition, consumers' perceptions of our efforts to achieve these goals often differ widely and present risks to our reputation and brand. Failing to meet these goals could result in customer dissatisfaction and damage to our reputation with our key stakeholders, which could in turn adversely impact our results of operations, reputation, financial condition and stock price.

If we fail to remain qualified for taxation as a REIT, we will be subject to tax at corporate income tax rates, which may substantially reduce funds otherwise available, and even if we qualify for taxation as a REIT, we may face tax liabilities that impact earnings and available cash flow.

Commencing with the taxable year beginning January 1, 2012, we have operated as a REIT for federal income tax purposes. Qualification for taxation as a REIT requires the application of certain highly technical and complex provisions of the Internal Revenue Code of 1986, as amended (the "Code"), which provisions may change from time to time, to our operations as well as various factual determinations concerning matters and circumstances not entirely within our control. Further, tax legislation may adversely affect our ability to remain qualified for taxation as a REIT or the benefits or desirability of remaining so qualified. There are few judicial or administrative interpretations of the relevant provisions of the Code.

If, in any taxable year, we fail to qualify for taxation as a REIT and are not entitled to relief under the Code:

- we will not be allowed a deduction for distributions to stockholders and would be subject to federal and state income tax on our taxable income at regular corporate income tax rates, which could be substantial in amount, and may require us to borrow additional funds or liquidate some investments to pay any additional tax liability and, accordingly, may reduce funds available for other purposes; and
- we will be disqualified from REIT tax treatment for the four taxable years immediately following the year during which we were so disqualified.

We are subject to certain federal, state, local and foreign taxes on our income and assets, including taxes on any undistributed income and state, local or foreign income, franchise, property and transfer taxes. While state and local income tax regimes often parallel the U.S. federal income tax regime for REITs, many of these jurisdictions differ in their treatment of REITs. For example, some state and local jurisdictions currently or in the future may limit or eliminate a REIT's deduction for dividends paid, which could increase our income tax expense. We are also subject to the continual examination of our income tax returns by the U.S. Internal Revenue Service and state, local and foreign tax authorities. The results of an audit and examination of previously filed tax returns and continuing assessments of our tax exposures may have an adverse effect on our provision for income taxes and cash tax liability.

Furthermore, we have owned and may from time to time own direct and indirect ownership interests in subsidiary REITs, which must also comply with the same REIT requirements that we must satisfy, together with all other rules applicable to REITs. If the subsidiary REIT is determined to have failed to qualify for taxation as a REIT and certain relief provisions do not apply, then the subsidiary REIT would be subject to federal income tax, which tax we would economically bear along with applicable penalties and interest. In addition, our ownership of shares in such subsidiary REIT would fail to be a qualifying asset for purposes of the asset tests applicable to REITs and any dividend income or gains derived by us from such subsidiary REIT may cease to be treated as income that qualifies for purposes of the 75% gross income test. These consequences could have a material adverse effect on our ability to comply with the REIT income and asset tests, and thus our ability to qualify for taxation as a REIT.

Complying with REIT requirements may limit our flexibility or cause us to forego otherwise attractive opportunities.

Our use of TRSs enables us to engage in non-REIT qualifying business activities. Under the Code, no more than 20% of the value of the assets of a REIT may be represented by securities of one or more TRSs and no more than 25% of the value of the assets of the REIT may be represented by non-qualifying assets (including securities of one or more TRSs). This limitation may hinder our ability to make certain attractive investments or take advantage of acquisition opportunities, including the purchase of non-qualifying assets, the expansion of non-real estate activities and investments in the businesses to be conducted by our TRSs, and to that extent limit our opportunities and our flexibility to change our business strategy.

Further, as a REIT, we must distribute to our stockholders an amount equal to at least 90% of our REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). To meet our annual distribution requirements, we may be required to distribute amounts that may otherwise be used for our operations, including amounts that may otherwise be invested in future acquisitions, capital expenditures or repayment of debt. As no more than 25% of our gross income may consist of dividend income from our TRSs and other non-qualifying types of income, our ability to receive distributions from our TRSs may be limited, which may impact our ability to fund distributions to our stockholders or to use income of our TRSs to fund other investments.

In addition, the majority of our income and cash flows from our TRSs are generated from our international operations. In many cases, there are local withholding taxes and currency controls that may impact our ability or willingness to repatriate funds to the United States to help satisfy REIT distribution requirements.

We could have liability under environmental and occupational safety and health laws.

Our operations are subject to various federal, state, local and foreign environmental and occupational safety and health laws and regulations, including those relating to the management, use, storage, disposal, emission and remediation of, and exposure to, hazardous and non-hazardous substances, materials and wastes. As the owner, lessee or operator of real property and facilities, including generators, we may be liable for substantial costs of investigation, removal or remediation of soil and groundwater contaminated by hazardous materials, and for damages and costs relating to off-site migration of hazardous materials, without regard to whether we, as the owner, lessee or operator, knew of, or were responsible for, the contamination. We may also be liable for certain costs of remediating contamination at third-party sites to which we sent waste for disposal, even if the original disposal may have complied with all legal requirements at the time. Many of these laws and regulations contain information reporting and record keeping requirements. We may not be at all times in compliance with all environmental requirements. Further, our data center properties are subject to various federal, state and local regulations, such as state and local fire and life

[Table of Contents](#)

safety regulations and ADA federal requirements. We may be subject to potentially significant fines or penalties if we fail to comply with any of these requirements.

The requirements of the environmental and occupational safety and health laws and regulations are complex, change frequently and could become more stringent in the future. In certain jurisdictions, these laws and regulations could be applied retroactively or be broadened to cover situations or persons not currently considered. It is possible that these requirements will change or that liabilities will arise in the future in a manner that could have a material adverse effect on our business, results of operations or financial condition. While we maintain environmental and workers' compensation insurance, we may not have adequate insurance to cover all costs, fines or penalties.

Risks Related to the Operation of Our Business

Our towers, fiber networks, data centers or computer systems may be affected by natural disasters (including as a result of climate change) and other unforeseen events for which our insurance may not provide adequate coverage or result in increased insurance premiums.

Our towers, fiber networks, data centers and computer systems are subject to risks associated with natural disasters, such as hurricanes, ice and windstorms, tornadoes, floods, earthquakes and wildfires, as well as other unforeseen events, such as the potential adverse effects of pandemics and acts of terrorism. During the past several years, we have seen an increase in severe weather events and expect this trend to continue due to climate change. Further, environmental liabilities, such as contamination, asbestos-containing building materials and mold or other air quality issues at some of our data centers, could arise and have a material adverse effect on our financial condition and performance.

Any damage or destruction to, or inability to access, our towers, fiber networks, data centers or computer systems may cause supply chain delays or impact our ability to provide services to our customers and lead to customer loss, which could have a material adverse effect on our business, results of operations or financial condition. Additionally, our communications sites could be subject to attacks instigated by claims that the deployment of 5G networks is linked to adverse health effects.

While we maintain insurance coverage for certain natural disasters, we may not have adequate insurance to cover the associated costs of repair or reconstruction of sites or fiber for a major future event, lost revenue, including from new customers that could have been added to our towers, fiber networks or data centers but for the event, or other costs to remediate the impact of a significant event, such as wildfire damage caused by our towers. Further, we may be liable for damage caused by towers that collapse for any number of reasons including structural deficiencies, which could harm our reputation and require us to incur costs for which we may not have adequate insurance coverage.

If we, or third parties on which we rely, experience technology failures, including cybersecurity incidents or the loss of personally identifiable information, we may incur substantial costs and suffer other negative consequences, which may include reputational damage.

As part of our normal business activities, including in our data centers, we rely on energy systems, cooling systems, communication networks, information technology and other computing resources, and collect, store, manage and otherwise process third-party data, including our customers' data and our own data. We are vulnerable to physical or cybersecurity breaches, attacks, computer viruses, ransomware, malware, fraud, worms, adverse impacts of artificial intelligence, social engineering, denial-of-service attacks, malicious software programs, insider threats, unauthorized access and other cybersecurity incidents that could disrupt our or our vendors' operations, expose us to liability and have a material adverse effect on our financial performance and operating results. These threats may result from human error, equipment failure, fraud or malice on the part of employees or third parties. A party who is able to compromise the security measures on our or our vendors' networks or the security of our communications infrastructure could misappropriate our proprietary information or the personal information of our customers, our employees or management, or cause interruptions or malfunctions in our operations or our customers' operations. As we provide assurances to our customers that we provide a high level of security, such a compromise could be particularly harmful to our brand and reputation. We may be required to expend significant capital and resources to address any breaches, protect against such threats or to alleviate problems caused by breaches in security.

Globally, the frequency, severity and sophistication of cybersecurity incidents have increased, and these trends will likely continue, especially during times of geopolitical tension or instability among countries from which a number of recent cybersecurity events have been alleged to have originated. Such cyber-attacks could be in the form of espionage, phishing campaigns and otherwise. We are continuously evaluating and enhancing our cybersecurity and information security systems and creating new systems and processes. However, there can be no assurance that these measures are or will be effective in preventing or limiting the impact of future cybersecurity incidents. As techniques used to breach security grow in frequency and sophistication, and are generally not recognized until launched against a target, we, or our vendors, may not be able to promptly

detect that a cyber breach has occurred or implement security measures in a timely manner. If and when implemented, we, or our vendors, may not be able to determine the extent to which these measures could be circumvented. Any breaches that may occur could expose us to increased risk of lawsuits, regulatory penalties, loss of existing or potential customers, damage relating to loss of proprietary information, harm to our reputation and increases in our security costs, which could have a material adverse effect on our financial performance and operating results. We offer managed services in certain of our data centers where we provide "remote hands" services for our customers. The access to our customers' networks and data, which is gained from these services, creates some risk that our customers' networks or data will be improperly accessed. If we were held responsible for any such breach, it could result in a significant loss to us, including damage to our customer relationships, harm to our brand and reputation and legal liability. Additionally, while we maintain insurance coverage for cybersecurity incidents, we may not have adequate insurance to cover the associated costs in the event of a breach resulting in loss of data, such as personally identifiable information or other such data protected by data privacy or other laws, and we may be liable for damages, fines and penalties for such losses under applicable regulatory frameworks.

Although we and our vendors have disaster recovery programs and security measures in place, if our computer systems and our backup systems are compromised, degraded, damaged, breached or otherwise cease to function properly, we could suffer interruptions in our operations, including our ability to correctly record, process and report financial information, our customers' network availability may be impacted or we could unintentionally allow misappropriation of proprietary or confidential information (including information about our customers or landlords, or customer information on our fiber, data center or managed networks businesses), which could result in a loss of revenue, damage to our reputation, damage to our customer and vendor relationships, litigation, regulatory investigations and penalties under existing or future data privacy laws and require us to incur significant costs to remediate or otherwise resolve these issues.

Our costs could increase and our revenues could decrease due to perceived health risks from radio emissions, especially if these perceived risks are substantiated.

Public perception of possible health risks associated with cellular and other wireless communications technology could slow the growth of wireless companies, which could in turn slow our growth. In particular, negative public perception of, and regulations regarding, these perceived health risks, including claims that the deployment of 5G networks is linked to adverse health effects, could undermine the market acceptance of wireless communications services and increase opposition to the development and expansion of tower sites. If a scientific study, court decision or government agency ruling resulted in a finding that radio frequency emissions pose health risks to consumers, it could negatively impact our customers and the market for wireless services, which could materially and adversely affect our business, results of operations or financial condition. We do not maintain any significant insurance with respect to these matters.

If we are unable to protect our rights to the land under our towers and buildings in which our data centers are located, it could adversely affect our business and operating results.

Our real property interests relating to our towers consist primarily of leasehold and sub-leasehold interests, fee interests, easements, licenses and rights-of-way. A loss of these interests at a particular tower site may interfere with our ability to operate that tower site and generate revenues. For various reasons, we may not always have the ability to access, analyze and verify all information regarding titles and other issues prior to completing an acquisition of communications sites, which can affect our rights to access and operate a site. From time to time, we also experience disputes with landowners regarding the terms of easements or ground agreements for land under towers, which can affect our ability to access and operate tower sites. Further, for various reasons, landowners may not want to renew their ground agreements with us, they may lose their rights to the land, or they may transfer their land interests to third parties, including ground lease aggregators, which could affect our ability to renew ground agreements on commercially viable terms. A significant number of the communications sites in our portfolio are located on land we lease pursuant to long-term operating leases. Further, for various reasons, title to property interests in some of the foreign jurisdictions in which we operate may not be as certain as title to our property interests in the United States. Our inability to protect our rights to the land under our towers may have a material adverse effect on our business, results of operations or financial condition.

We do not own the buildings for all of our data centers and our business could be harmed if we are unable to renew the leases for these data centers at favorable terms or at all, though we generally have the right to extend the terms of our leases when the primary terms of the leases expire. Failure to increase operating revenues to sufficiently offset any potential increase in lease costs, including as a result of the current inflationary environment, would adversely impact our operating income. We could also lose customers due to the disruptions in their operations caused by our inability to renew our data center leases. Additionally, we rely on our landlords for basic maintenance of our leased data centers. If such landlords have not maintained our leased properties sufficiently, we may be forced into an early exit from one or more of these data centers, which could be disruptive to our business.

If we are unable or choose not to exercise our rights to purchase towers that are subject to lease and sublease agreements at the end of the applicable period, our cash flows derived from those towers will be eliminated.

Our communications real estate portfolio includes towers that we operate pursuant to lease and sublease agreements that include a purchase option at the end of the lease period. We may not have the required available capital to exercise our right to purchase the towers at the end of the applicable period, or we may choose, for business or other reasons, not to do so. If we do not exercise these purchase rights, and are unable to extend the lease or sublease or otherwise acquire an interest that would allow us to continue to operate these towers after the applicable period, we will lose the cash flows derived from the towers.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

As part of our enterprise risk management, we maintain a comprehensive cybersecurity program that proactively monitors, assesses, identifies, mitigates and responds to cybersecurity threats, including threats relating to disruption of business operations or financial reporting systems, intellectual property theft, fraud, extortion, harm to employees or customers, violation of privacy laws and other litigation and legal and reputational risks, and that emphasizes governance and compliance. Our cybersecurity program and related cybersecurity policies are reviewed annually.

Governance

Board of Directors

Our cybersecurity program is overseen by the independent Audit Committee of our Board. Our Chief Information Security Officer ("CISO") presents a quarterly report of cybersecurity updates to the Audit Committee. Each quarter, the Board receives a report from the Audit Committee chair on items covered during that quarter's meeting. In 2023, the topics included our focus on cybersecurity resilience, our approach to responsible use of Artificial Intelligence and the new cybersecurity disclosure rules. Our Board's and Audit Committee's inputs are key components in the development of our long-term cybersecurity strategy, aligning the program's goals within our risk tolerance.

In addition, a biennial cybersecurity risk assessment is completed with an external third party to provide us with a more complete view of our cybersecurity risk. We retain a prominent cybersecurity consulting firm to assist with, and advise on, our cybersecurity and incident response program. We engage on a quarterly basis with our auditors on matters regarding cybersecurity and maintain a robust control environment, in compliance with the Sarbanes-Oxley Act of 2002, as amended, that includes controls to protect the confidentiality, integrity and availability our data.

Management

We, along with CoreSite, our data centers operations subsidiary, each maintain a management information security steering committee. We maintain two steering committees because of the distinct nature of CoreSite's business. Each committee works in collaboration with the other, including through the overlap of certain key steering committee members. Each committee meets quarterly. These committees provide direction and support for our and CoreSite's security initiatives and review operational metrics.

Our steering committee includes our CISO, our Chief Information Officer, our Chief Risk Officer, our Chief Technology Officer, our Senior Counsel—Corporate Legal, CoreSite's Senior Vice President of IT & Digitization and CoreSite's Vice President of Information Security and IT Infrastructure, each of whom has experience, both at American Tower and in prior roles, related to cybersecurity. Our CISO has 25 years of experience in cybersecurity, previously holding positions in the cybersecurity service provider space and at a software security firm. Our Chief Information Officer has held IT leadership positions across large, multi-national companies for nearly three decades, where he has overseen cybersecurity programs. Our Chief Risk Officer has nearly 40 years of risk and audit experience, including oversight of IT audit, with experience at a leading public accounting firm as well as one of the world's largest computer storage and software companies. Our Chief Technology Officer has over 30 years of experience in the technology space, including leadership roles with wireless carriers and chip manufacturers, where cybersecurity was critical to the delivery of secure solutions. Our Senior Counsel—Corporate Legal also serves as our lead Privacy Officer and is a lawyer who has led our privacy program since its inception. CoreSite's Senior Vice President of IT & Digitization has led CoreSite's IT function for over 5 years, including having responsibility for securing the business's cybersecurity environment. CoreSite's Vice President of Information Security and IT Infrastructure has over 25 years of experience building secure IT solutions across large network and data center environments and has been responsible for the day-to-day operation of CoreSite's business-critical IT environment since 2015.

[Table of Contents](#)

CoreSite's steering committee includes CoreSite's Chief Executive Officer, its Chief Accounting Officer, its Chief Revenue Officer, its Senior Vice President of IT & Digitization, its Vice President of Legal, its Senior Vice President of Development & Product Engineering, its Senior Vice President of Data Center Operations, its Senior Vice President of Human Resources, its Vice President of Compliance & Internal Controls, its Senior Vice President of Finance & Corporate Development, its Vice President of Information Security and IT Infrastructure, its Director of Compliance & Internal Controls, and American Tower's CISO. Each of CoreSite's steering committee members has been chosen based on their understanding of, and participation in, maintaining the rigorous control environment necessary to achieve the list of certifications detailed below.

Risk Management and Strategy

As part of our risk management strategy, we maintain an insurance policy to cover cybersecurity incidents.

CoreSite maintains several certifications related to cybersecurity processes for nearly all of its data center facilities, including: (i) System and Organization Controls (SOC) 1 Type 2 examination; (ii) SOC 2 Type 2 examination; (iii) International Organization for Standardization (ISO/IEC 27001); (iv) National Institute of Standards and Technology Publication Series 800-53 (NIST 800-53) attestation based on the high-impact baseline controls and additional Federal Risk and Authorization Management Program (FedRAMP) requirements for a subset of control families applicable to colocation services; (v) Payment Card Industry Data Security Standard (PCI DSS) validation; and (vi) Health Insurance Portability and Accountability Act (HIPAA) attestation for the HIPAA Security Rule and the Health Information Technology for Economic and Clinical Health Act (HITECH) Breach Notification requirements.

Our cybersecurity awareness program provides training for all global employees at onboarding and subsequently three times every year. In 2023, across our organization, employees completed over 16,000 training classes related to cybersecurity. Additionally, in 2023, to elevate cybersecurity awareness, we also conducted live training as part of our Employee Development program, sent monthly phishing tips to all employees and provided weekly communications during October, which is cybersecurity awareness month.

Operationally, we, along with CoreSite, each perform periodic penetration testing to identify weaknesses in systems and networks so that they can be addressed appropriately. At least once per year, we also engage an outside cybersecurity firm to perform independent testing. Our vulnerability management program is in place to adequately identify, classify, prioritize and remediate vulnerabilities affecting assets. Our security operations program monitors our systems and networks, and is responsible for investigating, responding to, and reporting any potential security incidents in a timely manner. Our Incident Response Plan includes steps to determine materiality of any such incident and escalate matters to the Board and our employees are regularly trained on the plan. We conduct an incident response exercise at least annually to ensure a timely, consistent and compliant response. In 2023, we performed two separate exercises: (1) a crisis management tabletop exercise that simulated a ransomware incident and included participation from our management, including our CEO and CFO, and (2) an IT-focused tabletop which simulated multiple types of cybersecurity incidents, including (a) compromised credentials, (b) brute force attack, (c) uncleaned malware and (d) ransomware. Both of these tabletop exercises were facilitated by a third-party.

Our cybersecurity risk management processes extend to the oversight and identification of threats associated with our use of third-party vendors and service providers. We have in place a Third-Party Cybersecurity Risk Management program to assess the cybersecurity practices of third-party vendors and service providers with access to our and CoreSite's systems or information.

We have not been materially impacted by any cybersecurity threats or prior cybersecurity incidents, including with respect to our business strategy, results of operations or financial condition. However, we cannot provide assurance that we will not be materially affected in the future by such risks, threats or any future material incidents. See "Risk Factors" in Item 1A of this Annual Report on Form 10-K for more information on our cybersecurity-related risks.

ITEM 2. PROPERTIES

As of December 31, 2023, we owned and operated a portfolio of 224,502 communications sites, including 1,672 DAS networks. See the table in Item 7 of this Annual Report, under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Executive Overview" for more detailed information on the geographic locations of our communications sites. In addition, we own property interests that we lease to communications service providers and third-party tower operators in Canada and the United States, which are included in our U.S. & Canada property segment, and in Australia and New Zealand, which are included in our Asia-Pacific property segment, and also own and operate data center facilities and related assets in the United States, which are included in our Data Centers segment.

Our interests in our communications sites consist of a variety of ownership interests, including leases created by long-term ground lease agreements, easements, licenses or rights-of-way granted by government entities.

A typical tower site consists of a compound enclosing the tower site, a tower structure and, in some cases, one or more equipment shelters that house a variety of transmitting, receiving and switching equipment. In addition, many of our international sites typically include power generators and batteries, which are often used for primary power in lieu of an electric grid connection in select markets. The principal types of our towers are guyed, self-supporting lattice and monopole, and rooftop towers in our international markets.

- A guyed tower includes a series of cables attaching separate levels of the tower to anchor foundations in the ground and can reach heights of up to 2,000 feet. A typical guyed broadcast tower can be located on a tract of land of up to 20 acres.
- A self-supporting lattice tower typically tapers from the bottom up and usually has three or four legs. A lattice tower can reach heights of up to 1,000 feet, although most lattice structures are between 200 and 400 feet. Depending on the height of the tower, a lattice tower site can be located on a tract of land of 10,000 square feet for a rural site or fewer than 2,500 square feet for a metropolitan site.
- A monopole tower is a tubular structure that is used primarily to address space constraints or aesthetic concerns. Monopoles typically have heights ranging from 50 to 200 feet. A monopole tower site used in metropolitan areas for a typical wireless communications tower can be located on a tract of land of fewer than 2,500 square feet.
- Rooftop towers are primarily used in metropolitan areas in our Asia-Pacific, Africa, Europe and Latin America markets, where locations for traditional tower structures are unavailable. Rooftop towers typically have heights ranging from 10 to 100 feet.

U.S. & Canada Property Segment Encumbered Sites. As of December 31, 2023, the loan underlying the securitization transactions completed in March 2018 and March 2023 (the “2018 Securitization” and the “2023 Securitization”, respectively, and together, the “Trust Securitizations”) is secured by mortgages, deeds of trust and deeds to secure the loan on substantially all of the 5,034 broadcast and wireless communications towers and related assets owned by the borrowers (the “Trust Sites”) and the secured revenue notes issued in a private transaction completed in May 2015 (the “2015 Securitization”) are secured by mortgages, deeds of trust and deeds to secure debt on substantially all of the 3,343 communications sites owned by subsidiaries of the issuer (the “2015 Secured Sites”).

There are no encumbered sites in our Asia-Pacific, Africa, Europe or Latin America property segments or in our Data Centers segment.

Ground Leases. Of the 222,830 towers in our portfolio as of December 31, 2023, approximately 90% were located on land we lease. Typically, we seek to enter long-term ground leases, which have initial terms of approximately five to ten years with one or more automatic or exercisable renewal periods. As a result, 44% of the ground leases for our sites have a final expiration date of 2033 and beyond.

Customers. Our customers are primarily wireless service providers, broadcasters and other companies in a variety of industries. For the year ended December 31, 2023, our top three customers by total revenue were T-Mobile (17%), AT&T (16%) and Verizon Wireless (12%).

Across most of our markets, our tenant leases for our communications sites with wireless carriers have initial non-cancellable terms of five to ten years with multiple renewal terms. As a result, approximately 56% of our current tenant leases have a renewal date of 2029 or beyond.

Data Centers. We own and operate data center facilities and related assets, and as of December 31, 2023, our data center portfolio consisted of 28 data center facilities across ten United States markets, including the assets acquired as part of the CoreSite Acquisition, across 3.3 million net rentable square feet (“NRSF”).

Offices. Our principal corporate headquarters is leased and located in Boston, Massachusetts, where we currently lease approximately 40,000 square feet of office space. We also own or have entered into long-term leases for the majority of our facilities in international and regional locations for the management and operation of our property and services businesses, including offices in each of our U.S. & Canada, Asia-Pacific, Africa, Europe, Latin America and Data Centers segments. Our international headquarters is leased and located in Amsterdam, Netherlands. We believe that our owned and leased facilities are suitable and adequate to meet our anticipated needs.

ITEM 3. LEGAL PROCEEDINGS

We periodically become involved in various claims and lawsuits that are incidental to our business. In the opinion of management, after consultation with counsel, there are no matters currently pending that would, in the event of an adverse outcome, have a material impact on our consolidated financial position, results of operations or liquidity.

ITEM 4. MINE SAFETY DISCLOSURES

N/A.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the NYSE under the ticker symbol AMT. As of February 20, 2024, we had 466,352,208 outstanding shares of common stock and 134 holders of record.

Dividends

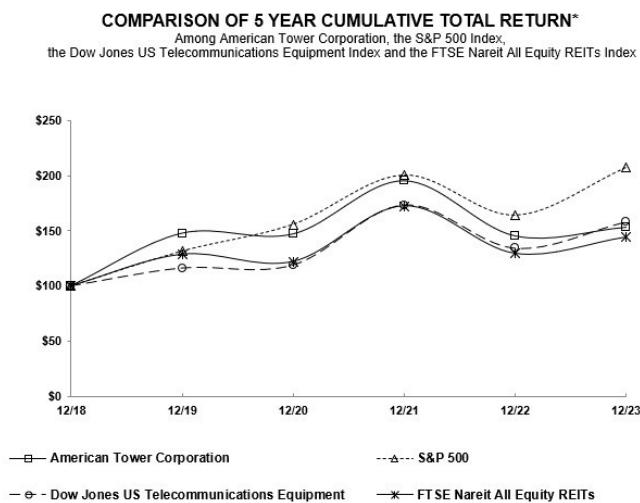
As a REIT, we must annually distribute to our stockholders an amount equal to at least 90% of our REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). Generally, we have distributed and expect to continue to distribute all or substantially all of our REIT taxable income after taking into consideration our utilization of net operating losses ("NOLs").

The amount, timing and frequency of future distributions will be at the sole discretion of our Board and will depend upon various factors, a number of which may be beyond our control, including our financial condition and operating cash flows, the amount required to maintain our qualification for taxation as a REIT and reduce any income and excise taxes that we otherwise would be required to pay, limitations on distributions in our existing and future debt and preferred equity instruments, our ability to utilize NOLs to offset our distribution requirements, limitations on our ability to fund distributions using cash generated through our TRSs and other factors that our Board may deem relevant.

Performance Graph

This performance graph is furnished and shall not be deemed "filed" with the SEC or subject to Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any of our filings under the Securities Act of 1933, as amended.

The following graph compares the cumulative total stockholder return on our common stock with the cumulative total return of the S&P 500 Index, the Dow Jones U.S. Telecommunications Equipment Index and the FTSE Nareit All Equity REITs Index. The performance graph assumes that on December 31, 2018, \$100 was invested in each of our common stock, the S&P 500 Index, the Dow Jones U.S. Telecommunications Equipment Index and the FTSE Nareit All Equity REITs Index. The cumulative return shown in the graph assumes reinvestment of all dividends. The performance of our common stock reflected below is not necessarily indicative of future performance.



[Table of Contents](#)

	Cumulative Total Returns					
	12/18	12/19	12/20	12/21	12/22	12/23
American Tower Corporation	\$ 100.00	\$ 147.85	\$ 147.15	\$ 195.54	\$ 145.42	\$ 153.21
S&P 500 Index	100.00	131.49	155.68	200.37	164.08	207.21
Dow Jones U.S. Telecommunications Equipment Index	100.00	116.24	118.93	173.48	134.21	158.08
FTSE Nareit All Equity REITs Index	100.00	128.66	122.07	172.49	129.45	144.16

ITEM 6. [RESERVED]

N/A.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis of our financial condition and results of operations that follow are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates and such differences could be material to the financial statements. This discussion should be read in conjunction with our consolidated financial statements included in this Annual Report and the accompanying notes, and the information set forth under the caption "Critical Accounting Policies and Estimates" below.

We report our results in seven segments – U.S. & Canada property (which includes all assets in the United States and Canada, other than our data center facilities and related assets), Asia-Pacific property, Africa property, Europe property, Latin America property, Data Centers and Services. In evaluating financial performance in each business segment, management uses, among other factors, segment gross margin and segment operating profit (see note 20 to our consolidated financial statements included in this Annual Report).

Executive Overview

We are one of the largest global REITs and a leading independent owner, operator and developer of multitenant communications real estate. Our primary business is the leasing of space on communications sites to wireless service providers, radio and television broadcast companies, wireless data providers, government agencies and municipalities and tenants in a number of other industries. In addition to the communications sites in our portfolio, we manage rooftop and tower sites for property owners under various contractual arrangements. We also hold other telecommunications infrastructure and property interests that we lease primarily to communications service providers and third-party tower operators, and, as discussed further below, we hold a portfolio of highly interconnected data center facilities and related assets in the United States. Our customers include our tenants, licensees and other payers. We refer to the business encompassing the above as our property operations, which accounted for 99% of our total revenues for the year ended December 31, 2023 and includes our U.S. & Canada property, Asia-Pacific property, Africa property, Europe property and Latin America property segments and Data Centers segment.

We also offer tower-related services in the United States, including site application, zoning and permitting, structural and mount analyses, and construction management, which primarily support our site leasing business, including the addition of new tenants and equipment on our sites.

[Table of Contents](#)

The following table details the number of communications sites, excluding managed sites, that we owned or operated as of December 31, 2023:

	Number of Owned Towers	Number of Operated Towers (1)	Number of Owned DAS Sites
U.S. & Canada:			
Canada	220	—	—
United States	27,142	15,091	452
U.S. & Canada total	27,362	15,091	452
Asia-Pacific: (2)			
Bangladesh	579	—	—
India (3)	75,950	—	763
Philippines	355	—	—
Asia-Pacific total	76,884	—	763
Africa:			
Burkina Faso	731	—	—
Ghana	3,486	—	37
Kenya	3,855	—	11
Niger	916	—	—
Nigeria	8,296	—	—
South Africa	2,692	—	—
Uganda	4,184	—	21
Africa total	24,160	—	69
Europe: (4)			
France	4,096	303	9
Germany	14,947	—	—
Spain	11,885	—	1
Europe total	30,928	303	10
Latin America:			
Argentina	499	—	11
Brazil	20,563	2,029	122
Chile	3,700	—	144
Colombia	4,969	—	6
Costa Rica	705	—	2
Mexico	9,581	186	92
Paraguay	1,455	—	—
Peru	3,965	450	1
Latin America total	45,437	2,665	378

(1) Approximately 98% of the operated towers are held pursuant to long-term finance leases, including those subject to purchase options.

(2) We also control land under carrier or other third-party communications sites in Australia and New Zealand, which provide recurring cash flows through tenant leasing arrangements.

(3) As further discussed below, in January 2024, we entered into the Pending ATC TIPL Transaction.

(4) During the year ended December 31, 2023, we completed the sale of our subsidiary in Poland.

As of December 31, 2023, our property portfolio included 28 operating data center facilities across ten markets in the United States that collectively comprise approximately 3.3 million NRSF of data center space, as detailed below:

[Table of Contents](#)

	Number of Data Centers	Total NRSF (1) (in thousands)
San Francisco Bay, CA	8	939
Los Angeles, CA	3	724
Northern Virginia, VA	5	586
New York, NY	2	285
Chicago, IL	2	216
Boston, MA	1	143
Orlando, FL	1	126
Miami, FL	2	115
Atlanta, GA	2	95
Denver, CO	2	37
Total	28	3,266

(1) Excludes approximately 0.4 million of office and light-industrial NRSF acquired as part of the CoreSite Acquisition.

In most of our markets, our tenant leases for our communications sites with wireless carriers generally have initial non-cancellable terms of five to ten years with multiple renewal terms. Accordingly, the vast majority of the revenue generated by our property operations during the year ended December 31, 2023 was recurring revenue that we should continue to receive in future periods. Most of our tenant leases for our communications sites have provisions that periodically increase or "escalate" the rent due under the lease, typically based on (a) an annual fixed escalation (averaging approximately 3% in the United States) or (b) an inflationary index in most of our international markets, or a combination of both. In addition, certain of our tenant leases provide for additional revenue primarily to cover costs, such as ground rent or power and fuel costs.

Based upon existing customer leases and foreign currency exchange rates as of December 31, 2023, we expect to generate over \$60 billion of non-cancellable customer lease revenue over future periods, before the impact of straight-line lease accounting.

Following the rulings by the Supreme Court of India regarding carriers' obligations for the AGR fees and charges prescribed by the court, we have experienced variability and a level of uncertainty in collections in India. As further discussed in Item 1A of this Annual Report under the caption "Risk Factors —A substantial portion of our current and projected revenue is derived from a small number of customers, and we are sensitive to adverse changes in the creditworthiness and financial strength of our customers," in the third quarter of 2022, one of our largest customers in India, VIL, communicated that it would make partial payments. We recorded reserves in late 2022 and the first half of 2023 for the VIL Shortfall. In the second half of 2023, VIL began making payments in full of its monthly contractual obligations owed to us.

In February 2023, and as amended in August 2023, VIL issued the VIL OCDs, which are (a) to be repaid by VIL with interest, or (b) convertible into equity of VIL. If converted, such equity shall be free to trade in the open market beginning on the one year anniversary of the date of issuance of the VIL OCDs. The VIL OCDs were issued for an aggregate face value of 16.0 billion Indian Rupees ("INR") (approximately \$193.2 million on the date of issuance) and will mature on August 27, 2024. The fair value of the VIL OCDs at issuance was approximately \$116.5 million.

We considered these developments and the uncertainty with respect to amounts owed under our tenant leases when conducting our 2022 annual impairment assessments for long-lived assets and goodwill in India, and, as a result, we determined that certain fixed and intangible assets had been impaired during the year ended December 31, 2022, which resulted in an impairment charge of \$508.6 million.

Additionally, in 2023, we initiated a strategic review of our India business, where we evaluated the appropriate level of exposure to the India market within our global portfolio of communications assets, and assessed opportunities to repurpose capital to drive long-term shareholder value and sustained growth. The strategic review concluded in January 2024 with our signed agreement with DIT for the Pending ATC TIPL Transaction. During the process, and based on information gathered therein, we updated our estimate on the fair value of the India reporting unit and determined that the carrying value exceeded fair value. As a result, we recorded a goodwill impairment charge of \$322.0 million for the quarter ended September 30, 2023.

On January 4, 2024, we entered into an agreement with DIT for the Pending ATC TIPL Transaction, pursuant to which DIT will acquire a 100% ownership interest in ATC TIPL. We will retain the full economic benefit associated with the VIL OCDs and rights to payments on certain existing customer receivables. Total aggregate consideration would potentially represent up to approximately 210 billion INR (approximately \$2.5 billion), including the value of the VIL OCDs, payments on certain existing customer receivables, the repayment of existing intercompany debt and the repayment, or assumption, of our existing term loan in India, by DIT. The Pending ATC TIPL Transaction is expected to close in the second half of 2024, subject to customary closing conditions, including government and regulatory approval.

We will continue to evaluate the carrying value of our Indian assets, which may result in the realization of additional impairment expense or other similar charges. For more information on impairments in India, please see the information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" included in this Annual Report.

The revenues generated by our property operations may be affected by cancellations of existing tenant leases. As discussed above, most of our tenant leases with wireless carriers and broadcasters are multiyear contracts, which typically are non-cancellable; however, in some instances, a lease may be cancelled upon the payment of a termination fee.

Revenue lost from either tenant lease cancellations or the non-renewal of leases or rent renegotiations, which we refer to as churn, has historically not had a material adverse effect on the revenues generated by our consolidated property operations. During the year ended December 31, 2023, churn was approximately 3% of our tenant billings, primarily driven by churn in our U.S. & Canada property segment, as discussed below.

We expect that our churn rate in our U.S. & Canada property segment will remain elevated through 2025 due to contractual lease cancellations and non-renewals by T-Mobile, including legacy Sprint Corporation leases, pursuant to the terms of the T-Mobile MLA entered into in September 2020.

Property Operations Revenue Growth. Due to our diversified communications site portfolio, our tenant lease rates vary considerably depending upon numerous factors, including, but not limited to, amount, type and position of tenant equipment on the tower, remaining tower capacity and tower location. We measure the remaining tower capacity by assessing several factors, including tower height, tower type, environmental conditions, existing equipment on the tower and zoning and permitting regulations in effect in the jurisdiction where the tower is located. In many instances, tower capacity can be increased with relatively modest tower augmentation capital expenditures, which are often reimbursed to us.

The primary factors affecting the revenue growth of our property segments are:

- Growth in tenant billings, including:
 - New revenue attributable to leasing additional space on our sites ("colocations") and lease amendments;
 - Contractual rent escalations on existing tenant leases, net of churn; and
 - New revenue attributable to leases in place on day one on sites acquired or constructed since the beginning of the prior-year period.
- Revenue growth from our Data Centers segment in the United States, including rental and power revenue from new lease commencements and expansions, contractual rent and power escalations on existing leases, mark-to-market increases on renewing leases and increased interconnection services and solutions.
- Revenue growth from other items, including additional tenant payments primarily to cover costs, such as ground rent or power and fuel costs included in certain tenant leases ("pass-through"), straight-line revenue and decommissioning, partially offset, in certain cases, by revenue reserve provisions.

We continue to believe that our site leasing revenue, which makes up the vast majority of our property segment revenue, is likely to increase due to the growing use of wireless services globally and our ability to meet the corresponding incremental demand for our communications real estate. By adding new tenants and new equipment for existing tenants on our sites, we are able to increase these sites' utilization and profitability. We believe the majority of our site leasing activity will continue to come from wireless service providers, with tenants in a number of other industries contributing incremental leasing demand. Our site portfolio and our established tenant base provide us with new business opportunities, which have historically resulted in consistent and predictable organic revenue growth as wireless carriers seek to increase the coverage and capacity of their existing networks, while also deploying next generation wireless technologies. In addition, we intend to continue to supplement our organic growth by selectively developing or acquiring new sites in our existing and new markets where we can achieve our risk-adjusted return on investment objectives.

Property Operations Organic Revenue Growth. Consistent with our strategy to increase the utilization and return on investment from our sites, our objective is to add new tenants and new equipment for existing tenants through colocation and lease amendments. Our ability to lease additional space on our sites is primarily a function of the rate at which wireless carriers and other tenants deploy capital to improve and expand their wireless networks. This rate, in turn, is influenced by the growth of wireless services, the penetration of advanced wireless devices, the level of emphasis on network quality and capacity in carrier competition, the financial performance of our tenants and their access to capital and general economic conditions. According to industry data, recent aggregate annual wireless capital spending in the United States has averaged at least \$30 billion, resulting in consistent demand for our sites.

Based on industry research and projections, we expect that a number of key industry trends will result in incremental revenue opportunities for us:

[Table of Contents](#)

- In less advanced wireless markets where network deployments are in earlier stages, we expect these deployments to drive demand for our tower space as carriers seek to expand their footprints and increase the scope and density of their networks. We have established operations in many of these markets at the early stages of wireless development, which we believe will enable us to meaningfully participate in these deployments over the long term.
- Subscribers' use of mobile data continues to grow rapidly given increasing smartphone and other advanced device penetration, the proliferation of bandwidth-intensive applications on these devices and the continuing evolution of the mobile ecosystem. We believe carriers will be compelled to deploy additional equipment on existing networks while also rolling out more advanced wireless networks to address coverage and capacity needs resulting from this increasing mobile data usage.
- The deployment of advanced mobile technology, such as 4G and 5G, will provide higher speed data services and further enable fixed broadband substitution. As a result, we expect that our tenants will continue deploying additional equipment across their existing networks.
- Wireless service providers compete based on the quality of their networks, which is driven by capacity and coverage. To maintain or improve their network performance as overall network usage increases, our tenants continue to deploy additional equipment across their existing sites while also adding new cell sites. We anticipate increasing network densification over the next several years, as existing network density is anticipated to be insufficient to account for rapidly increasing levels of wireless data usage.
- Wireless service providers continue to acquire additional spectrum, and as a result are expected to add additional sites and equipment to their networks as they seek to optimize their network configuration and utilize additional spectrum. We expect this to be particularly relevant in the context of higher-band spectrum such as 2.5 gigahertz (GHz) and C-Band being deployed for 5G, as these spectrum assets tend to have more limited propagation characteristics compared to the lower-band spectrum that has historically been deployed on our towers.
- Next generation technologies requiring wireless connectivity have the potential to provide incremental revenue opportunities for us. These technologies may include edge computing functionality, autonomous vehicle networks and a number of other internet-of-things, or IoT, applications, as well as other potential use cases for wireless services. These technologies may create new and complementary use cases for our communications real estate over time, although these use cases are currently in nascent stages.
- Continued data growth and emerging high-performance, latency-sensitive applications will drive an increased need for reliable, secure and interconnected data center solutions. We believe these trends will result in incremental utilization and interconnection demand at our data center facilities.

As part of our international expansion initiatives, we have targeted markets in various stages of network development to diversify our international exposure and position us to benefit from a number of different wireless technology deployments over the long term. In addition, we have focused on building relationships with large multinational carriers to increase the opportunities for growth or mutually beneficial transactional opportunities across common markets. We believe that consistent carrier network investments across our international markets will, over the long term, position us to generate meaningful organic revenue growth going forward.

In emerging markets, such as Bangladesh, Burkina Faso, Ghana, India, Kenya, Niger, Nigeria, the Philippines and Uganda, wireless networks tend to be significantly less advanced than those in the United States, and initial voice networks continue to be deployed in certain underdeveloped areas. A majority of consumers in these markets still utilize basic wireless services and advanced device penetration remains low. In more developed urban locations within these markets, mobile data usage tends to be higher and advanced network deployments are further along. Carriers are focused on completing voice network build-outs while increasing investments in data networks as mobile data usage and smartphone penetration within their customer bases begin to accelerate.

In markets with rapidly evolving network technology, such as South Africa and most of the countries in Latin America where we do business, initial voice networks, for the most part, have already been built out, and carriers are increasingly focused on the early stages of 5G network deployments. Consumers in these regions are increasingly adopting smartphones and other advanced devices, in particular as lower cost smartphones become increasingly available. As a result, the usage of bandwidth-intensive mobile applications is growing materially. Recent spectrum auctions in these rapidly evolving markets have allowed incumbent carriers to accelerate their data network deployments and have also enabled new entrants to begin initial investments in data networks. Smartphone penetration and wireless data usage in these markets are advancing rapidly, which typically requires that carriers continue to invest in their networks to maintain and augment their quality of service.

Finally, in markets with more mature network technology, such as Australia, Canada, Germany, France, New Zealand and Spain, carriers are focused on deploying 5G data networks to account for rapidly increasing wireless data usage among their customer base.

[Table of Contents](#)

We believe that the network technology migration we have seen in the United States, which has led to significantly denser networks and meaningful new business commencements for us over a number of years, will be replicated in our international markets over time. As a result, we expect to be able to leverage our extensive international portfolio of approximately 182,000 communications sites and the relationships we have built with our carrier tenants to drive sustainable, long-term growth.

We have master lease agreements with many of our tenants for our communications sites that provide for consistent, long-term revenue and reduce the likelihood of non-contractual churn. Certain of those master lease agreements are comprehensive in nature and further build and augment strong strategic partnerships with our tenants while significantly reducing colocation cycle times, thereby providing our tenants with the ability to rapidly and efficiently deploy equipment on our sites.

Demand for our communications infrastructure assets could be negatively impacted by a number of factors, including an increase in network sharing or consolidation among our customers, as set forth in Item 1A of this Annual Report under the captions "Risk Factors—If our customers consolidate their operations, exit their businesses or share site infrastructure to a significant degree, our growth, revenue and ability to generate positive cash flows could be materially and adversely affected" and "Risk Factors—A substantial portion of our revenue is derived from a small number of customers, and we are sensitive to adverse changes in the creditworthiness and financial strength of our customers." In addition, the emergence and growth of new technologies could reduce demand for our sites, as set forth under the caption "Risk Factors—New technologies or changes, or lack thereof, in our or a customer's business model could make our communications infrastructure leasing business less desirable and result in decreasing revenues and operating results." Further, our customers may be subject to new regulatory policies from time to time that materially and adversely affect the demand for our communications infrastructure assets.

Property Operations New Site Revenue Growth. During the year ended December 31, 2023, we grew our portfolio of communications real estate through the acquisition and construction of approximately 3,355 communications sites globally. In a majority of our Asia-Pacific, Africa, Europe and Latin America markets, the revenue generated from newly acquired or constructed sites resulted in increases in both tenant and pass-through revenues (such as ground rent or power and fuel costs) and expenses. We continue to evaluate opportunities to acquire communications real estate portfolios, both domestically and internationally, to determine whether they meet our risk-adjusted hurdle rates and whether we believe we can effectively integrate them into our existing portfolio.

New Sites (Acquired or Constructed)	2023	2022	2021
U.S. & Canada	20	55	170
Asia-Pacific	975	4,640	3,780
Africa	1,590	1,680	2,355
Europe	555	690	24,775
Latin America	215	340	7,870

Property Operations Expenses. Direct operating expenses incurred by our property segments include direct site or facility level expenses and consist primarily of ground rent and power and fuel costs, some or all of which may be passed through to our customers, as well as property taxes and repairs and maintenance expenses. These segment direct operating expenses exclude all segment and corporate selling, general, administrative and development expenses, which are aggregated into one line item entitled Selling, general, administrative and development expense in our consolidated statements of operations. In general, our property segments' selling, general, administrative and development expenses do not significantly increase as a result of adding incremental customers to our sites or facilities and typically increase only modestly year-over-year. As a result, leasing additional space to new customers on our sites or within our facilities provides significant incremental gross margin and cash flow. We may, however, incur additional segment selling, general, administrative and development expenses as we increase our presence in our existing markets or expand into new markets. Our profit margin growth is therefore positively impacted by the addition of new customers to our sites or facilities but can be temporarily diluted by our development activities.

Services Segment Revenue Growth. As we continue to focus on growing our property operations, we anticipate that our services revenue will continue to represent a small percentage of our total revenues.

Non-GAAP Financial Measures

Included in our analysis of our results of operations are discussions regarding earnings before interest, taxes, depreciation, amortization and accretion, as adjusted ("Adjusted EBITDA"), Funds From Operations, as defined by the National Association of Real Estate Investment Trusts ("Nareit FFO") attributable to American Tower Corporation common stockholders, Consolidated Adjusted Funds From Operations ("Consolidated AFFO") and AFFO attributable to American Tower Corporation common stockholders.

We define Adjusted EBITDA as Net income before Income (loss) from equity method investments; Income tax benefit (provision); Other income (expense); Gain (loss) on retirement of long-term obligations; Interest expense; Interest income; Other operating income (expense), including Goodwill impairment; Depreciation, amortization and accretion; and stock-based compensation expense.

Nareit FFO attributable to American Tower Corporation common stockholders is defined as net income before gains or losses from the sale or disposal of real estate, real estate related impairment charges, real estate related depreciation, amortization and accretion less dividends to noncontrolling interests, and including adjustments for (i) unconsolidated affiliates and (ii) noncontrolling interests. In this section, we refer to Nareit FFO attributable to American Tower Corporation common stockholders as "Nareit FFO (common stockholders)."

We define Consolidated AFFO as Nareit FFO (common stockholders) before (i) straight-line revenue and expense; (ii) stock-based compensation expense; (iii) the deferred portion of income tax and other income tax adjustments; (iv) non-real estate related depreciation, amortization and accretion; (v) amortization of deferred financing costs, debt discounts and premiums and long-term deferred interest charges; (vi) other income (expense); (vii) gain (loss) on retirement of long-term obligations; (viii) other operating income (expense); and adjustments for (ix) unconsolidated affiliates and (x) noncontrolling interests, less cash payments related to capital improvements and cash payments related to corporate capital expenditures.

We define AFFO attributable to American Tower Corporation common stockholders as Consolidated AFFO, excluding the impact of noncontrolling interests on both Nareit FFO (common stockholders) and the other adjustments included in the calculation of Consolidated AFFO. In this section, we refer to AFFO attributable to American Tower Corporation common stockholders as "AFFO (common stockholders)."

Adjusted EBITDA, Nareit FFO (common stockholders), Consolidated AFFO and AFFO (common stockholders) are not intended to replace net income or any other performance measures determined in accordance with GAAP. None of Adjusted EBITDA, Nareit FFO (common stockholders), Consolidated AFFO or AFFO (common stockholders) represents cash flows from operating activities in accordance with GAAP and, therefore, these measures should not be considered indicative of cash flows from operating activities, as a measure of liquidity or a measure of funds available to fund our cash needs, including our ability to make cash distributions. Rather, Adjusted EBITDA, Nareit FFO (common stockholders), Consolidated AFFO and AFFO (common stockholders) are presented as we believe each is a useful indicator of our current operating performance. We believe that these metrics are useful to an investor in evaluating our operating performance because (1) each is a key measure used by our management team for decision making purposes and for evaluating our operating segments' performance; (2) Adjusted EBITDA is a component underlying our credit ratings; (3) Adjusted EBITDA is widely used in the telecommunications real estate sector to measure operating performance as depreciation, amortization and accretion may vary significantly among companies depending upon accounting methods and useful lives, particularly where acquisitions and non-operating factors are involved; (4) Consolidated AFFO and AFFO (common stockholders) are widely used in the telecommunications real estate sector to adjust Nareit FFO (common stockholders) for items that may otherwise cause material fluctuations in Nareit FFO (common stockholders) growth from period to period that would not be representative of the underlying performance of property assets in those periods; (5) each provides investors with a meaningful measure for evaluating our period-to-period operating performance by eliminating items that are not operational in nature; and (6) each provides investors with a measure for comparing our results of operations to those of other companies, particularly those in our industry.

Our measurement of Adjusted EBITDA, Nareit FFO (common stockholders), Consolidated AFFO and AFFO (common stockholders) may not, however, be fully comparable to similarly titled measures used by other companies. Reconciliations of Adjusted EBITDA, Nareit FFO (common stockholders), Consolidated AFFO and AFFO (common stockholders) to net income, the most directly comparable GAAP measure, have been included below.

Results of Operations

Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

For a discussion of our 2022 Results of Operations, including a discussion of our financial results for the fiscal year ended December 31, 2022 compared to the fiscal year ended December 31, 2021, refer to Part I, Item 7 of our annual report on Form 10-K filed with the SEC on February 23, 2023 (the "2022 Form 10-K").

Years Ended December 31, 2023 and 2022

(in millions, except percentages)

Revenue

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Property			
U.S. & Canada	\$ 5,216.2	\$ 5,006.3	4 %
Asia-Pacific	1,150.8	1,077.0	7
Africa	1,225.6	1,192.5	3
Europe	775.6	735.7	5
Latin America	1,798.3	1,691.9	6
Data Centers	834.7	766.6	9
Total property	11,001.2	10,470.0	5
Services	143.0	241.1	(41)
Total revenues	\$ 11,144.2	\$ 10,711.1	4 %

Year ended December 31, 2023

U.S. & Canada property segment revenue growth of \$209.9 million was attributable to:

- Tenant billings growth of \$232.5 million, which was driven by:
 - \$229.9 million due to colocations and amendments; and
 - \$12.5 million resulting from contractual escalations, net of churn;
 - Partially offset by:
 - a decrease of \$8.5 million from other tenant billings; and
 - a decrease of \$1.4 million generated from newly acquired or constructed sites, which includes the impact of the disposition in the second quarter of 2022 of certain operations acquired in connection with our acquisition of InSite Wireless Group, LLC;
- Partially offset by a decrease of \$22.0 million in other revenue, which includes a \$66.9 million decrease due to straight-line accounting, partially offset by equipment removal and other fees.

Segment revenue growth included a decrease of \$0.6 million attributable to the negative impact of foreign currency translation related to fluctuations in Canadian Dollar.

Asia-Pacific property segment revenue growth of \$73.8 million was attributable to:

- Tenant billings growth of \$51.4 million, which was driven by:
 - \$41.3 million due to colocations and amendments;
 - \$17.4 million generated from newly acquired or constructed sites; and
 - \$1.6 million from other tenant billings;
 - Partially offset by a decrease of \$8.9 million resulting from churn in excess of contractual escalations;
- An increase of \$45.2 million in pass-through revenue, primarily due to a decrease in revenue reserves of \$26.6 million as a result of reserves taken in the prior year period related to the VIL Shortfall (as discussed above); and
- An increase of \$34.6 million in other revenue, primarily due to a decrease in revenue reserves of \$31.4 million as a result of reserves taken in the prior year period related to the VIL Shortfall.

Segment revenue decline included a decrease of \$57.4 million primarily attributable to the negative impact of foreign currency translation related to fluctuations in INR.

Africa property segment revenue growth of \$33.1 million was attributable to:

- Tenant billings growth of \$141.1 million, which was driven by:
 - \$58.1 million due to colocations and amendments;

[Table of Contents](#)

- \$43.6 million generated from newly acquired or constructed sites;
- \$35.1 million resulting from contractual escalations, net of churn; and
- \$4.3 million from other tenant billings;
- An increase of \$126.6 million in pass-through revenue, primarily due to an increase in energy costs; and
- An increase of \$1.3 million in other revenue, primarily due to an increase from straight-line accounting, partially offset by an increase in revenue reserves.

Segment revenue growth included a decrease of \$235.9 million attributable to the impact of foreign currency translation, which included, among others, negative impacts of \$148.2 million related to fluctuations in Nigerian Naira, \$45.4 million related to fluctuations in Ghanaian Cedi, \$22.3 million related to fluctuations in Kenyan Shilling and \$20.4 million related to fluctuations in South African Rand, partially offset by positive impacts of \$2.0 million related to fluctuations in West African CFA Franc.

Europe property segment revenue growth of \$39.9 million was attributable to:

- Tenant billings growth of \$47.2 million, which was driven by:
 - \$25.8 million resulting from contractual escalations, net of churn;
 - \$13.6 million due to colocations and amendments; and
 - \$8.5 million generated from newly acquired or constructed sites;
 - Partially offset by a decrease of \$0.7 million from other tenant billings; and
- An increase of \$9.9 million in other revenue, which includes an increase attributable to our Spain fiber business acquired in the second quarter of 2022;
- Partially offset by a decrease of \$36.4 million in pass-through revenue, primarily due to a decrease in energy costs.

Segment revenue growth included an increase of \$19.2 million, primarily attributable to the positive impact of foreign currency translation related to fluctuations in Euro ("EUR").

Latin America property segment revenue growth of \$106.4 million was attributable to:

- Tenant billings growth of \$58.0 million, which was driven by:
 - \$35.3 million due to colocations and amendments;
 - \$20.2 million resulting from contractual escalations, net of churn;
 - \$2.2 million generated from newly acquired or constructed sites; and
 - \$0.3 million from other tenant billings; and
- An increase of \$23.8 million in pass-through revenue, primarily attributable to increased pass-through ground rent costs in Brazil;
- Partially offset by a decrease of \$74.0 million in other revenue, primarily attributable to the sale of one of our subsidiaries in Mexico that held fiber assets ("Mexico Fiber") and a decrease in tenant settlements in Mexico.

Segment revenue growth included an increase of \$98.6 million, attributable to the impact of foreign currency translation, which included, among others, positive impacts of \$69.3 million related to fluctuations in Mexican Peso, \$25.4 million related to fluctuations in Brazilian Real and \$4.0 million related to fluctuations in Chilean Peso, partially offset by negative impacts of \$1.9 million related to fluctuations in Colombian Peso.

Data Centers segment revenue growth of \$68.1 million was attributable to:

- An increase of \$31.9 million in rental, related and other revenue, primarily due to new lease commencements, customer expansions and rent increases upon customer renewals;
- An increase of \$27.7 million in power revenue from new lease commencements, increased power consumption and pricing increases from existing customers; and
- An increase of \$9.6 million in interconnection revenue, primarily due to customer interconnection net additions and set-up fees;
- Partially offset by a decrease of \$1.1 million in straight-line revenue.

Services segment revenue decrease of \$98.1 million was primarily attributable to a decrease in site application, zoning and permitting, structural and mount analyses services and construction management services.

[Table of Contents](#)

Gross Margin

	Year Ended December 31,		Percent Change
	2023	2022	
Property			
U.S. & Canada	\$ 4,366.3	\$ 4,160.9	5 %
Asia-Pacific	446.6	379.4	18
Africa	792.3	747.4	6
Europe	476.1	416.1	14
Latin America	1,232.3	1,165.2	6
Data Centers	487.1	444.6	10
Total property	7,800.7	7,313.6	7
Services	82.9	133.7	(38) %

Year ended December 31, 2023

- The increase in U.S. & Canada property segment gross margin was primarily attributable to the increase in revenue described above, partially offset by an increase in direct expenses of \$4.5 million.
- The increase in Asia-Pacific property segment gross margin was primarily attributable to the increase in revenue described above, partially offset by an increase in direct expenses of \$43.7 million due to an increase in costs associated with pass-through revenue, including fuel costs. Direct expenses also benefited by \$37.1 million from the impact of foreign currency translation.
- The increase in Africa property segment gross margin was primarily attributable to the increase in revenue described above, partially offset by an increase in direct expenses of \$91.1 million, primarily due to an increase in costs associated with pass-through revenue, including energy costs. Direct expenses also benefited by \$102.9 million from the impact of foreign currency translation.
- The increase in Europe property segment gross margin was primarily attributable to the increase in revenue described above, and a decrease in direct expenses of \$27.6 million, primarily due to a decrease in costs associated with pass-through revenue, including energy costs. Direct expenses were also negatively impacted by \$7.5 million from the impact of foreign currency translation.
- The increase in Latin America property segment gross margin was primarily attributable to the increase in revenue described above, partially offset by an increase in direct expenses of \$15.0 million, primarily due to an increase in costs associated with pass-through revenue, including land rent costs. Direct expenses were also negatively impacted by \$24.3 million from the impact of foreign currency translation.
- The increase in Data Centers segment gross margin was primarily attributable to the increase in revenue described above, partially offset by an increase in direct expenses of \$25.6 million, primarily due to power costs.
- The decrease in Services segment gross margin was primarily due to the decrease in revenue described above, partially offset by a decrease in direct expenses of \$47.3 million.

[Table of Contents](#)

Selling, General, Administrative and Development Expense ("SG&A")

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Property			
U.S. & Canada	\$ 165.1	\$ 183.2	(10) %
Asia-Pacific	42.1	69.1	(39)
Africa	79.3	80.0	(1)
Europe	65.6	52.4	25
Latin America	107.9	107.6	0
Data Centers	72.4	63.9	13
Total property	532.4	556.2	(4)
Services	22.9	22.3	3
Other	437.2	393.8	11
Total selling, general, administrative and development expense	\$ 992.5	\$ 972.3	2 %

Year Ended December 31, 2023

- The decrease in our U.S. & Canada property segment SG&A was primarily driven by decreased personnel and related costs.
- The decrease in our Asia-Pacific property segment SG&A was primarily driven by a net decrease in bad debt expense of \$18.8 million and decreased personnel and related costs. For the year ended December 31, 2023 the impact of the VIL Shortfall is reflected in revenue reserves as described above.
- The decrease in our Africa property segment SG&A was primarily driven by a benefit from the impact of foreign currency translation, partially offset by increased personnel and related costs to support our business, increased costs associated with the cancellation of projects and an increase in bad debt expense.
- The increases in our Europe property and Data Centers segment SG&A were primarily driven by increased personnel and related costs to support our business.
- The increases in our Latin America property and Services segment SG&A were primarily driven by net increases in bad debt expense, partially offset by decreased personnel and related costs. The Latin America property segment SG&A increase also includes the negative impact of foreign currency translation.
- The increase in other SG&A was primarily attributable to an increase in stock-based compensation expense of \$26.4 million, including an increase of \$7.9 million related to the change in vesting terms as described in note 13 to our consolidated financial statements included in this Annual Report, and an increase in corporate SG&A, including an increase in personnel and related costs to support our business.

Operating Profit

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Property			
U.S. & Canada	\$ 4,201.2	\$ 3,977.7	6 %
Asia-Pacific	404.5	310.3	30
Africa	713.0	667.4	7
Europe	410.5	363.7	13
Latin America	1,124.4	1,057.6	6
Data Centers	414.7	380.7	9
Total property	7,268.3	6,757.4	8
Services	60.0	111.4	(46) %

Year Ended December 31, 2023

- The increases in operating profit for our U.S. & Canada, Asia-Pacific and Africa property segments were primarily attributable to increases in our segment gross margin and decreases in our segment SG&A.

[Table of Contents](#)

- The increases in operating profit for our Europe and Latin America property segments and our Data Centers segment were primarily attributable to increases in our segment gross margin, partially offset by increases in our segment SG&A.
- The decrease in operating profit for our Services segment was primarily attributable to a decrease in our segment gross margin and an increase in our segment SG&A.

Depreciation, Amortization and Accretion

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Depreciation, amortization and accretion	\$ 3,086.5	\$ 3,355.1	(8) %

The decrease in depreciation, amortization and accretion expense for the year ended December 31, 2023 was primarily attributable to the decrease in property and equipment and intangible assets subject to amortization as a result of impairments taken and disposals since the beginning of the prior-year period and foreign currency exchange rate fluctuations.

We are in the process of finalizing our review of the estimated useful lives of our tower assets. Based on preliminary information obtained to date, we expect that our estimated asset lives may be extended, which would result in an estimated \$700 million to \$800 million decrease in depreciation and amortization for the year ended December 31, 2024. For more information on the change in the estimated useful lives of our tower assets, see the information under the caption "Property and Equipment" included in note 1 to our consolidated financial statements included in this Annual Report.

Other Operating Expenses

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Other operating expenses	\$ 377.7	\$ 767.6	(51) %

The decrease in other operating expenses for the year ended December 31, 2023 was primarily attributable to a decrease in impairment charges, excluding goodwill impairments, of \$453.5 million, and a decrease in integration and acquisition related costs, including pre-acquisition contingencies and settlements, of \$63.2 million, partially offset by a loss on the sale of Mexico Fiber of \$80.0 million and an increase in severance and related costs of \$21.8 million. For the year ended December 31, 2022, impairment charges included \$97.0 million related to tower and network location intangible assets and \$411.6 million related to tenant-related intangible assets in our India reporting unit related to VIL in India. For more information on these impairments, see the information under the caption "India Impairments" included in note 16 to our consolidated financial statements included in this Annual Report.

Goodwill Impairment

Goodwill impairment consists of \$402.0 million of impairment charges recorded for our India and Spain reporting units during the year ended December 31, 2023. For more information on these impairments, see the information under the caption "Goodwill Impairments" included in note 5 to our consolidated financial statements included in this Annual Report.

Total Other Expense

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Total other expense	\$ 1,503.6	\$ 631.6	138 %

Total other expense consists primarily of interest expense and realized and unrealized foreign currency gains and losses. We record unrealized foreign currency gains or losses as a result of foreign currency exchange rate fluctuations primarily associated with our intercompany notes and similar unaffiliated balances denominated in a currency other than the subsidiaries' functional currencies.

The increase in total other expense during the year ended December 31, 2023 was primarily due to foreign currency losses of \$330.8 million in the current period, as compared to foreign currency gains of \$449.4 million in the prior-year period, and an increase in net interest expense of \$189.9 million, primarily due to increases in our weighted average interest rate, partially offset by an unrealized gains of \$76.7 million related to the VIL OCDs held as of December 31, 2023.

[Table of Contents](#)

Income Tax Provision

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Income tax provision	\$ 154.2	\$ 24.0	543 %
Effective tax rate	10.1 %	1.4 %	

As a REIT, we may deduct earnings distributed to stockholders against the income generated by our REIT operations. Consequently, the effective tax rate on income from continuing operations for each of the years ended December 31, 2023 and 2022 differs from the federal statutory rate.

The increase in the income tax provision for the year ended December 31, 2023 was primarily attributable to increased earnings in certain foreign jurisdictions in the current year after adjusting for non-deductible amounts, partially offset by a benefit in the current year from the application of a tax law change in Kenya. The income tax provision for the year ended December 31, 2022 included a reduction in income due to intangible asset impairment charges in India. The income tax provision for the year ended December 31, 2023 included the reversal of valuation allowances of \$87.2 million in certain foreign jurisdictions as compared to the reversal of valuation allowances of \$76.5 million for the year ended December 31, 2022.

Net Income / Adjusted EBITDA and Net Income / Nareit FFO attributable to American Tower Corporation common stockholders / Consolidated AFFO / AFFO attributable to American Tower Corporation common stockholders

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Net income	\$ 1,367.1	\$ 1,696.7	(19)%
Income tax provision	154.2	24.0	543
Other expense (income)	248.5	(433.7)	(157)
Loss on retirement of long-term obligations	0.3	0.4	(25)
Interest expense	1,398.2	1,136.5	23
Interest income	(143.4)	(71.6)	100
Other operating expenses	377.7	767.6	(51)
Goodwill impairment	402.0	—	100
Depreciation, amortization and accretion	3,086.5	3,355.1	(8)
Stock-based compensation expense	195.7	169.3	16
Adjusted EBITDA	\$ 7,086.8	\$ 6,644.3	7 %

[Table of Contents](#)

	Year Ended December 31,		Percent Change 2023 vs 2022
	2023	2022	
Net income	\$ 1,367.1	\$ 1,696.7	(19)%
Real estate related depreciation, amortization and accretion	2,834.1	3,108.9	(9)
Losses from sale or disposal of real estate and real estate related impairment charges (1)	732.8	684.3	7
Dividends to noncontrolling interests (2)	(137.8)	(22.2)	521
Adjustments for unconsolidated affiliates and noncontrolling interests	(186.2)	(188.2)	(1)
Nareit FFO attributable to American Tower Corporation common stockholders	\$ 4,610.0	\$ 5,279.5	(13)%
Straight-line revenue	(472.0)	(499.8)	(6)
Straight-line expense	30.2	39.6	(24)
Stock-based compensation expense	195.7	169.3	16
Deferred portion of income tax and other income tax adjustments	(152.3)	(298.3)	(49)
GTP one-time cash tax settlement (3)	—	48.3	(100)
Non-real estate related depreciation, amortization and accretion	252.4	246.2	3
Amortization of deferred financing costs, debt discounts and premiums and long-term deferred interest charges	49.8	47.5	5
Other expense (income) (4)	248.5	(433.7)	(157)
Loss on retirement of long-term obligations	0.3	0.4	(25)
Other operating expenses (5)	46.9	83.3	(44)
Capital improvement capital expenditures	(201.2)	(176.2)	14
Corporate capital expenditures	(16.2)	(9.4)	72
Adjustments for unconsolidated affiliates and noncontrolling interests	186.2	188.2	(1)
Consolidated AFFO	\$ 4,778.3	\$ 4,684.9	2 %
Adjustments for unconsolidated affiliates and noncontrolling interests (6)	(166.8)	(168.2)	(1)
AFFO attributable to American Tower Corporation common stockholders	\$ 4,611.5	\$ 4,516.7	2 %

(1) Included in these amounts are impairment charges of \$202.4 million and \$655.9 million for the years ended December 31, 2023 and 2022, respectively. For the year ended December 31, 2023, also includes goodwill impairment charges of \$402.0 million recorded for the India and Spain reporting units and a loss on the sale of Mexico Fiber of \$80.0 million.

(2) For the year ended December 31, 2023, primarily includes distributions related to the outstanding mandatorily convertible preferred equity in connection with our agreements with certain investment vehicles affiliated with Stonepeak Partners LP (such investment vehicles, collectively, "Stonepeak," and the distributions, the "Stonepeak Preferred Distributions") and common dividends payable to us and Stonepeak in proportion to our equity interests in our U.S. data center business (the "Stonepeak Common Dividend"). For the year ended December 31, 2023, the amount included for the Stonepeak Common Dividend was \$91.7 million.

(3) In 2015, we incurred charges in connection with certain tax elections wherein MIP Tower Holdings LLC, parent company to Global Tower Partners ("GTP"), would no longer operate as a separate REIT for federal and state income tax purposes. We finalized a settlement related to this tax election during the year ended December 31, 2022. We believe that these related transactions are nonrecurring, and do not believe it is an indication of our operating performance. Accordingly, we believe it is more meaningful to present Consolidated AFFO excluding these amounts.

(4) Includes (losses) gains on foreign currency exchange rate fluctuations of \$(330.8) million and \$449.4 million, respectively.

(5) Primarily includes acquisition-related costs, integration costs and disposition costs.

(6) Includes adjustments for the impact on both Nareit FFO attributable to American Tower Corporation common stockholders as well as the other line items included in the calculation of Consolidated AFFO.

Year Ended December 31, 2023

The decrease in net income was primarily due to (i) changes in other expense (income) primarily due to foreign currency exchange rate fluctuations, (ii) an increase in goodwill impairment expense, (iii) an increase in net interest expense and (iv) an increase in the income tax provision, partially offset by (a) an increase in segment operating profit, (b) a decrease in other operating expenses and (c) a decrease in depreciation, amortization and accretion expense.

The increase in Adjusted EBITDA was primarily attributable to an increase in our gross margin and a decrease in SG&A, excluding the impact of stock-based compensation expense, of \$6.2 million.

The increases in Consolidated AFFO and AFFO attributable to American Tower Corporation common stockholders were primarily attributable to the increase in our operating profit, excluding the impact of straight-line accounting, partially offset by (i) increases in net cash paid for interest, (ii) increases in dividends to noncontrolling interests, including the Stonepeak

[Table of Contents](#)

Preferred Distributions and the Stonepeak Common Dividend, (iii) increases in cash paid for income taxes and (iv) increases in capital improvement capital expenditures.

Liquidity and Capital Resources

For a discussion of our 2022 Liquidity and Capital Resources, including a discussion of cash flows for the fiscal year ended December 31, 2022 compared to the fiscal year ended December 31, 2021, refer to Part I, Item 7 of the 2022 Form 10-K.

Overview

During the year ended December 31, 2023, we increased our financial flexibility and our ability to grow our business while maintaining our long-term financial policies. Our significant 2023 financing transactions included:

- Redemption of our 3.50% senior unsecured notes due 2023 (the "3.50% Notes") and our 3.000% senior unsecured notes due 2023 (the "3.000% Notes") upon their maturity;
- Registered public offering in an aggregate amount of \$5.7 billion, including 1.1 billion EUR, of senior unsecured notes with maturities ranging from 2027 to 2033;
- Securitization transactions, including the repayment of \$1.3 billion aggregate principal amount outstanding under our Secured Tower Revenue Securities, Series 2013-2A due 2023 (the "Series 2013-2A Securities") and the issuance of \$1.3 billion aggregate principal amount of the Series 2023-1A Securities (as defined below);
- Repayment of \$1.5 billion under our \$1.5 billion unsecured term loan entered into in December 2021 (the "2021 USD Two Year Delayed Draw Term Loan"); and
- Amendment of the 2021 Multicurrency Credit Facility, the 2021 Credit Facility and the 2021 Term Loan (each as defined below) to, among other things, (i) extend the maturity dates under each of the 2021 Multicurrency Credit Facility and the 2021 Credit Facility and (ii) adopt an Adjusted Term SOFR (as defined in the amendment agreements) pricing benchmark.

The following table summarizes our liquidity as of December 31, 2023 (in millions):

Available under the 2021 Multicurrency Credit Facility	\$ 5,276.6
Available under the 2021 Credit Facility	2,396.6
Letters of credit	(33.9)
Total available under credit facilities, net	7,639.3
Cash and cash equivalents	1,973.3
Total liquidity	\$ 9,612.6

Subsequent to December 31, 2023, we made additional net borrowings of \$485.0 million under the 2021 Credit Facility (as defined below) and \$1.8 billion under the 2021 Multicurrency Credit Facility (as defined below). The borrowings were used to repay existing indebtedness and for general corporate purposes.

On January 4, 2024, we entered into an agreement with DIT for the Pending ATC TIPL Transaction, pursuant to which DIT will acquire a 100% ownership interest in ATC TIPL. We will retain the full economic benefit associated with the VIL OCDs and rights to payments on certain existing customer receivables. Subject to certain pre-closing terms, total aggregate consideration would potentially represent up to 210 billion INR (approximately \$2.5 billion), including the value of the VIL OCDs, payments on certain existing customer receivables, the repayment of existing intercompany debt and the repayment, or assumption, of our existing term loan in India, by DIT. The Pending ATC TIPL Transaction is expected to close in the second half of 2024, subject to customary closing conditions, including government and regulatory approval. We expect to use the proceeds from the Pending ATC TIPL Transaction to repay existing indebtedness, including under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility.

Summary cash flow information is set forth below for the years ended December 31, (in millions):

	2023	2022
Net cash provided by (used for):		
Operating activities	\$ 4,722.4	\$ 3,696.2
Investing activities	(1,695.5)	(2,355.2)
Financing activities	(3,097.4)	(1,423.2)
Net effect of changes in foreign currency exchange rates on cash and cash equivalents, and restricted cash	23.2	(120.4)
Net decrease in cash and cash equivalents, and restricted cash	<u>\$ (47.3)</u>	<u>\$ (202.6)</u>

We use our cash flows to fund our operations and investments in our business, including maintenance and improvements, communications site and data center construction, managed network installations and acquisitions. Additionally, we use our cash flows to make distributions, including distributions of our REIT taxable income to maintain our qualification for taxation

as a REIT under the Code. We may also periodically repay or repurchase our existing indebtedness or equity. We typically fund our international expansion efforts primarily through a combination of cash on hand, intercompany debt and equity contributions.

On an on-going basis, we also perform a comprehensive assessment of our global operations to ensure our portfolio is positioned to drive sustained growth and achieve our risk-adjusted return objectives. This assessment may result in our decision to divest a portion, or all, of certain assets, including our Mexico fiber and Poland businesses in 2023, and our signed agreement in January 2024 with DIT for the Pending ATC TIPL Transaction, and repurpose proceeds, and potential future capital, to other capital priorities.

As of December 31, 2023, we had total outstanding indebtedness of \$39.2 billion, with a current portion of \$3.2 billion. During the year ended December 31, 2023, we generated sufficient cash flow from operations, together with borrowings under our credit facilities, proceeds from our equity and debt issuances and cash on hand, to fund our acquisitions, capital expenditures and debt service obligations, as well as our required distributions. We believe the cash generated by operating activities during the year ending December 31, 2024, together with our borrowing capacity under our credit facilities, will suffice to fund our required distributions, capital expenditures, debt service obligations (interest and principal repayments) and signed acquisitions.

As of December 31, 2023, we had \$1.6 billion of cash and cash equivalents held by our foreign subsidiaries. As of December 31, 2023, we had \$223.6 million of cash and cash equivalents held by our joint ventures, of which \$196.6 million was held by our foreign joint ventures. While certain subsidiaries may pay us interest or principal on intercompany debt, we have historically not repatriated earnings from our foreign subsidiaries. However, in the event that we do repatriate any funds, we may be required to accrue and pay certain taxes.

Cash Flows from Operating Activities

For the year ended December 31, 2023, cash provided by operating activities increased \$1.0 billion as compared to the year ended December 31, 2022. The primary factors that impacted cash provided by operating activities as compared to the year ended December 31, 2022, include:

- Changes in unearned revenue, as the prior year ended December 31, 2022 included the impact of advance payments from a customer during the year ended December 31, 2021; and
- An increase in our property segment operating profit of \$510.9 million;
- Partially offset by an increase of approximately \$171.4 million in cash paid for interest.

Cash Flows from Investing Activities

Our significant investing activities during the year ended December 31, 2023 are highlighted below:

- We spent approximately \$168.0 million for acquisitions, including payments made for acquisitions completed in 2022.
- We spent \$1.8 billion for capital expenditures, as follows (in millions):

Discretionary capital projects (1)	\$ 849.3
Ground lease purchases (2)	154.0
Capital improvements and corporate expenditures (3)	217.4
Redevelopment	481.0
Start-up capital projects	128.1
Total capital expenditures (4)	\$ 1,829.8

(1) Includes the construction of 3,198 communications sites globally and approximately \$395 million of spend related to data center assets.

(2) Includes \$38.7 million of perpetual land easement payments reported in Deferred financing costs and other financing activities in the cash flows from financing activities in our consolidated statements of cash flows.

(3) Includes \$6.2 million of finance lease payments reported in Repayments of notes payable, credit facilities, term loans, senior notes, secured debt and finance leases in the cash flows from financing activities in our consolidated statements of cash flows.

(4) Net of purchase credits of \$13.2 million on certain assets, which are reported in investing activities in our consolidated statements of cash flows.

We plan to continue to allocate our available capital, after satisfying our distribution requirements, among investment alternatives that meet our return on investment criteria, while maintaining our commitment to our long-term financial policies. Accordingly, we expect to continue to deploy capital through our annual capital expenditure program, including land purchases and new site and data center facility construction, and through acquisitions. We also regularly review our portfolios as to capital

[Table of Contents](#)

expenditures required to upgrade our infrastructure to our structural standards or address capacity, structural or permitting issues.

We expect that our 2024 total capital expenditures will be as follows (in millions):

Discretionary capital projects (1)	\$	790	to	\$	820
Ground lease purchases		70	to		90
Capital improvements and corporate expenditures		165	to		175
Redevelopment		455	to		485
Start-up capital projects		65	to		85
Total capital expenditures	\$	1,545	to	\$	1,655

(1) Includes the construction of approximately 2,500 to 3,500 communications sites globally and approximately \$450 million of anticipated spend related to data center assets.

Cash Flows from Financing Activities

Our significant financing activities were as follows (in millions):

	Year Ended December 31,	
	2023	2022
Proceeds from issuance of senior notes, net	\$ 5,678.3	\$ 1,293.6
Proceeds from issuance of common stock, net	—	2,291.7
Repayments of credit facilities, net	(2,563.8)	(860.0)
Repayments of term loans	(1,500.0)	(3,000.0)
Proceeds from issuance of securities in securitization transaction	1,300.0	—
Repayments of securitized debt	(1,300.0)	—
Repayments of senior notes (1)	(1,700.0)	(1,555.1)
Contributions from noncontrolling interest holders (2)	4.1	3,120.8
Distributions to noncontrolling interest holders	(46.5)	(10.9)
Purchases of common stock	—	(18.8)
Distributions paid on common stock	(2,949.3)	(2,630.4)

(1) For the year ended December 31, 2022, included payment in full of \$875.0 million aggregate principal amount and a fair value adjustment of \$80.1 million of debt assumed in connection with the CoreSite Acquisition.

(2) For the year ended December 31, 2022, included \$3.1 billion of contributions received in connection with Stonepeak's acquisition of a noncontrolling ownership interest in our U.S. data center business.

Securitizations

Repayment of Series 2013-2A Securities—On the March 2023 repayment date, we repaid the entire \$1.3 billion aggregate principal amount outstanding under the Series 2013-2A Securities, pursuant to the terms of the agreements governing such securities. The repayment was funded with proceeds from the 2023 Securitization (as defined below).

Secured Tower Revenue Securities, Series 2023-1, Subclass A and Series 2023-1, Subclass R—On March 13, 2023, we completed a securitization transaction (the "2023 Securitization"), in which American Tower Trust I (the "Trust") issued \$1.3 billion aggregate principal amount of Secured Tower Revenue Securities, Series 2023-1, Subclass A (the "Series 2023-1A Securities"). To satisfy the applicable risk retention requirements of Regulation RR promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act" and, such requirements, the "Risk Retention Rules"), the Trust issued, and one of our affiliates purchased, \$68.5 million aggregate principal amount of Secured Tower Revenue Securities, Series 2023-1, Subclass R (the "Series 2023-1R Securities" and, together with the Series 2023-1A Securities, the "2023 Securities") to retain an "eligible horizontal residual interest" (as defined in the Risk Retention Rules) in an amount equal to at least 5% of the fair value of the 2023 Securities.

[Table of Contents](#)

The assets of the Trust consist of a nonrecourse loan broken into components or “componentized” (the “Loan”), which also secures each of (i) the Secured Tower Revenue Securities, Series 2018-1, Subclass A (the “Series 2018-1A Securities”) and (ii) the Secured Tower Revenue Securities, Series 2018-1, Subclass R (the “Series 2018-1R Securities” and, together with the Series 2018-1A Securities, the “2018 Securities”) issued in a securitization transaction in March 2018 (the “2018 Securitization” and, together with the 2023 Securitization, the “Trust Securitizations”) made by the Trust to American Tower Asset Sub, LLC and American Tower Asset Sub II, LLC (together, the “AMT Asset Subs”).

The AMT Asset Subs are jointly and severally liable under the Loan, which is secured primarily by mortgages on the AMT Asset Subs’ interests in 5,034 broadcast and wireless communications towers and related assets (the “Trust Sites”).

The 2023 Securities correspond to components of the Loan made to the AMT Asset Subs pursuant to the Second Supplement and Amendment dated as of March 13, 2023 (the “2023 Supplement”) to the Second Amended and Restated Loan and Security Agreement dated as of March 29, 2018 (the “Loan Agreement,” which continues to govern the 2018 Securities, and collectively, the “Trust Loan Agreement”).

The 2023 Securities (a) represent a pass-through interest in the components of the Loan corresponding to the 2023 Securities and (b) have an expected life of approximately five years with a final repayment date in March 2053. The Series 2023-1A Securities and the Series 2023-1R Securities have interest rates of 5.490% and 5.735%, respectively.

The debt service on the Loan will be paid solely from the cash flows generated from the operation of the Trust Sites held by the AMT Asset Subs. The AMT Asset Subs are required to make monthly payments of interest on the Loan. Subject to certain limited exceptions described below, no payments of principal will be required to be made on the components of the Loan corresponding to the 2023 Securities prior to the monthly payment date in March 2028, which is the anticipated repayment date for such components.

The AMT Asset Subs may prepay the Loan at any time, provided that prepayment is accompanied by applicable prepayment consideration. If the prepayment occurs within twelve months of the anticipated repayment date for the 2023 Securities, no prepayment consideration is due. The entire unpaid principal balance of the components of the Loan corresponding to the 2023 Securities will be due in March 2053.

Senior Notes

Repayments of Senior Notes

Repayment of 3.50% Senior Notes—On January 31, 2023, we repaid \$1.0 billion aggregate principal amount of our 3.50% Notes upon their maturity. The 3.50% Notes were repaid using borrowings under the 2021 Credit Facility. Upon completion of the repayment, none of the 3.50% Notes remained outstanding.

Repayment of 3.000% Senior Notes—On June 15, 2023, we repaid \$700.0 million aggregate principal amount of our 3.000% Notes upon their maturity. The 3.000% Notes were repaid using borrowings under the 2021 Credit Facility. Upon completion of the repayment, none of the 3.000% Notes remained outstanding.

Repayment of 0.600% Senior Notes—On January 12, 2024, we repaid \$500.0 million aggregate principal amount of our 0.600% senior unsecured notes due 2024 (the “0.600% Notes”) upon their maturity. The 0.600% Notes were repaid using borrowings under the 2021 Multicurrency Credit Facility. Upon completion of the repayment, none of the 0.600% Notes remained outstanding.

Repayment of 5.00% Senior Notes—On February 14, 2024, we repaid \$1.0 billion aggregate principal amount of our 5.00% senior unsecured notes due 2024 (the “5.00% Notes”) upon their maturity. The 5.00% Notes were repaid using borrowings under the 2021 Multicurrency Credit Facility. Upon completion of the repayment, none of the 5.00% Notes remained outstanding.

Offerings of Senior Notes

5.500% Senior Notes and 5.650% Senior Notes Offering—On March 3, 2023, we completed a registered public offering of \$700.0 million aggregate principal amount of 5.500% senior unsecured notes due 2028 (the “5.500% Notes”) and \$800.0 million aggregate principal amount of 5.650% senior unsecured notes due 2033 (the “5.650% Notes”). The net proceeds from this offering were approximately \$1,480.9 million, after deducting commissions and estimated expenses, which we used to repay existing indebtedness under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility.

4.125% Senior Notes and 4.625% Senior Notes Offering—On May 16, 2023, we completed a registered public offering of 600.0 million EUR (\$652.1 million at the date of issuance) aggregate principal amount of 4.125% senior unsecured notes due 2027 (the “4.125% Notes”) and 500.0 million EUR (\$543.4 million at the date of issuance) aggregate principal amount of

[Table of Contents](#)

4.625% senior unsecured notes due 2031 (the "4.625% Notes"). The net proceeds from this offering were approximately 1,089.5 million EUR (approximately \$1,184.1 million at the date of issuance), after deducting commissions and estimated expenses, which we used to repay existing indebtedness under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility.

5.250% Senior Notes and 5.550% Senior Notes Offering— On May 25, 2023, we completed a registered public offering of \$650.0 million aggregate principal amount of 5.250% senior unsecured notes due 2028 (the "5.250% Notes") and \$850.0 million aggregate principal amount of 5.550% senior unsecured notes due 2033 (the "5.550% Notes"). The net proceeds from this offering were approximately \$1,481.9 million, after deducting commissions and estimated expenses, which we used to repay existing indebtedness under the 2021 Multicurrency Credit Facility.

5.800% Senior Notes and 5.900% Senior Notes Offering— On September 15, 2023, we completed a registered public offering of \$750.0 million aggregate principal amount of 5.800% senior unsecured notes due 2028 (the "5.800% Notes") and \$750.0 million aggregate principal amount of 5.900% senior unsecured notes due 2033 (the "5.900% Notes" and, together with the 5.500% Notes, the 5.650% Notes, the 4.125% Notes, the 4.625% Notes, the 5.250% Notes, the 5.550% Notes and the 5.800% Notes, the "2023 Notes"). The net proceeds from this offering were approximately \$1,482.8 million, after deducting commissions and estimated expenses, which we used to repay existing indebtedness under the 2021 Multicurrency Credit Facility.

The key terms of the 2023 Notes are as follows:

Senior Notes	Aggregate Principal		Issue Date and Interest Accrual Date	Maturity Date	Contractual Interest Rate	First Interest Payment	Interest Payments		Par Call Date (2)
	Amount (in millions)	Interest Rate					Due (1)		
5.500% Notes	\$ 700.0	5.500 %	March 3, 2023	March 15, 2028	5.500 %	September 15, 2023	March 15 and September 15	February 15, 2028	
5.650% Notes	\$ 800.0	5.650 %	March 3, 2023	March 15, 2033	5.650 %	September 15, 2023	March 15 and September 15	December 15, 2032	
4.125% Notes (3)	\$ 652.1	4.125 %	May 16, 2023	May 16, 2027	4.125 %	May 16, 2024	May 16	March 16, 2027	
4.625% Notes (3)	\$ 543.4	4.625 %	May 16, 2023	May 16, 2031	4.625 %	May 16, 2024	May 16	February 16, 2031	
5.250% Notes	\$ 650.0	5.250 %	May 25, 2023	July 15, 2028	5.250 %	January 15, 2024	January 15 and July 15	June 15, 2028	
5.550% Notes	\$ 850.0	5.550 %	May 25, 2023	July 15, 2033	5.550 %	January 15, 2024	January 15 and July 15	April 15, 2033	
5.800% Notes	\$ 750.0	5.800 %	September 15, 2023	November 15, 2028	5.800 %	May 15, 2024	May 15 and November 15	October 15, 2028	
5.900% Notes	\$ 750.0	5.900 %	September 15, 2023	November 15, 2033	5.900 %	May 15, 2024	May 15 and November 15	August 15, 2033	

(1) Accrued and unpaid interest on U.S. Dollar ("USD") denominated notes is payable in USD semi-annually in arrears and will be computed from the issue date on the basis of a 360-day year comprised of twelve 30-day months. Interest on EUR denominated notes is payable in EUR annually in arrears and will be computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the notes, beginning on the issue date.

(2) We may redeem the 2023 Notes at any time, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2023 Notes plus a make-whole premium, together with accrued interest to the redemption date. If we redeem the 2023 Notes on or after the par call date, we will not be required to pay a make-whole premium.

(3) The 4.125% Notes and the 4.625% Notes are denominated in EUR; dollar amounts represent the aggregate principal amount at the issuance date.

If we undergo a change of control and corresponding ratings decline, each as defined in the applicable supplemental indenture for the 2023 Notes, we may be required to repurchase all of the 2023 Notes at a purchase price equal to 101% of the principal amount of those 2023 Notes, plus accrued and unpaid interest (including additional interest, if any), up to but not including the repurchase date. The 2023 Notes rank equally with all of our other senior unsecured debt and are structurally subordinated to all existing and future indebtedness and other obligations of our subsidiaries.

Each applicable supplemental indenture contains certain covenants that restrict our ability to merge, consolidate or sell assets and our (together with our subsidiaries') ability to incur liens. These covenants are subject to a number of exceptions, including that we and our subsidiaries may incur certain liens on assets, mortgages or other liens securing indebtedness if the aggregate amount of indebtedness secured by such liens does not exceed 3.5x Adjusted EBITDA, as defined in the applicable supplemental indenture.

Bank Facilities

[Table of Contents](#)

Amendments to Bank Facilities—On June 29, 2023, we amended our (i) \$6.0 billion senior unsecured multicurrency revolving credit facility, as previously amended and restated on December 8, 2021 (the “2021 Multicurrency Credit Facility”), (ii) \$4.0 billion senior unsecured revolving credit facility, as previously amended and restated on December 8, 2021, (the “2021 Credit Facility”) and (iii) \$1.0 billion unsecured term loan, as previously amended and restated on December 8, 2021, (the “2021 Term Loan”).

These amendments, among other things,

- i. extend the maturity dates of the 2021 Multicurrency Credit Facility and the 2021 Credit Facility to July 1, 2026 and July 1, 2028, respectively;
- ii. commemorate commitments under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility of \$6.0 billion and \$4.0 billion, respectively; and
- iii. replace the London Interbank Offered Rate (“LIBOR”) pricing benchmark with an Adjusted Term Secured Overnight Financing Reserve (“SOFR”) pricing benchmark.

2021 Multicurrency Credit Facility—As of December 31, 2023, we had the ability to borrow up to \$6.0 billion under the 2021 Multicurrency Credit Facility, which includes a \$3.5 billion sublimit for multicurrency borrowings, a \$200.0 million sublimit for letters of credit and a \$50.0 million sublimit for swingline loans. During the year ended December 31, 2023, we borrowed an aggregate of \$3.0 billion and repaid an aggregate of \$6.1 billion, including 842.6 million EUR (\$919.1 million as of the repayment date), of revolving indebtedness under the 2021 Multicurrency Credit Facility. We used the borrowings to repay outstanding indebtedness, including the 2021 USD Two Year Delayed Draw Term Loan, and for general corporate purposes.

2021 Credit Facility—As of December 31, 2023, we had the ability to borrow up to \$4.0 billion under the 2021 Credit Facility, which includes a \$2.5 billion sublimit for multicurrency borrowings, \$200.0 million sublimit for letters of credit and a \$50.0 million sublimit for swingline loans. During the year ended December 31, 2023, we borrowed an aggregate of \$3.1 billion and repaid an aggregate of \$2.6 billion of revolving indebtedness under the 2021 Credit Facility. We used the borrowings to repay outstanding indebtedness, including the 3.50% Notes and the 3.000% Notes, and for general corporate purposes.

Repayment of 2021 USD Two Year Delayed Draw Term Loan—On June 27, 2023, we repaid all amounts outstanding under the 2021 USD Two Year Delayed Draw Term Loan with borrowings under the 2021 Multicurrency Credit Facility.

As of December 31, 2023, the key terms under the 2021 Multicurrency Credit Facility, the 2021 Credit Facility, the 2021 Term Loan and our 825.0 million EUR unsecured term loan, as amended in December 2021 (the “2021 EUR Three Year Delayed Draw Term Loan”) were as follows:

Bank Facility	Outstanding Principal			SOFR or EURIBOR borrowing interest rate range (1)	Base rate borrowing interest rate range (1)	Current margin over SOFR or EURIBOR and the base rate, respectively
	Balance	Maturity Date				
2021 Multicurrency Credit Facility	(2) \$ 723.4	July 1, 2026	(3)	0.875% - 1.500%	0.000% - 0.500%	1.125% and 0.125%
2021 Credit Facility	(4) 1,603.4	July 1, 2028	(3)	0.875% - 1.500%	0.000% - 0.500%	1.125% and 0.125%
2021 Term Loan	(4) 1,000.0	January 31, 2027		0.875% - 1.750%	0.000% - 0.750%	1.125% and 0.125%
2021 EUR Three Year Delayed Draw Term Loan	(5) 910.7	May 28, 2024		0.875% - 1.625%	0.000% - 0.625%	1.125% and 0.125%

(1) Represents interest rate above: (a) SOFR for SOFR based borrowings, (b) Euro Interbank Offer Rate (“EURIBOR”) for EURIBOR based borrowings and (c) the defined base rate for base rate borrowings, in each case based on our debt ratings.

(2) Currently borrowed at SOFR for USD denominated borrowings and at EURIBOR for EUR denominated borrowings.

(3) Subject to two optional renewal periods.

(4) Currently borrowed at SOFR.

(5) Currently borrowed at EURIBOR.

We must pay a quarterly commitment fee on the undrawn portion of each of the 2021 Multicurrency Credit Facility and the 2021 Credit Facility. The commitment fee for the 2021 Multicurrency Credit Facility and the 2021 Credit Facility ranges from 0.080% to 0.200% per annum, based upon our debt ratings, and is currently 0.110%.

The 2021 Multicurrency Credit Facility, the 2021 Credit Facility, the 2021 Term Loan and the 2021 EUR Three Year Delayed Draw Term Loan and the associated loan agreements (the “Bank Loan Agreements”) do not require amortization of principal

and may be paid prior to maturity in whole or in part at our option without penalty or premium. We have the option of choosing either a defined base rate, SOFR or EURIBOR as the applicable base rate for borrowings under these bank facilities.

Each Bank Loan Agreement contains certain reporting, information, financial and operating covenants and other restrictions (including limitations on additional debt, guaranties, sales of assets and liens) with which we must comply. Failure to comply with the financial and operating covenants of the loan agreements could not only prevent us from being able to borrow additional funds under the revolving credit facilities, but may constitute a default, which could result in, among other things, the amounts outstanding under the applicable agreement, including all accrued interest and unpaid fees, becoming immediately due and payable.

India Term Loan—On February 16, 2023, we entered into a 12.0 billion INR (approximately \$145.1 million at the date of signing) unsecured term loan with a maturity date that is one year from the date of the first draw thereunder (the “India Term Loan”). On February 17, 2023, we borrowed 10.0 billion INR (approximately \$120.7 million at the date of borrowing) under the India Term Loan. The India Term Loan bears interest at the three month treasury bill rate as announced by the Financial Benchmarks India Private Limited at the time of borrowing plus a margin of 1.95%. Any outstanding principal and accrued but unpaid interest will be due and payable in full at maturity. The India Term Loan does not require amortization of principal and may be paid prior to maturity in whole or in part at our option without penalty or premium. In January 2024, we amended the India Term Loan to extend the maturity date to December 31, 2024.

India Working Capital Facilities—The working capital facilities bear interest at rates that consist of the applicable bank’s Marginal Cost of Funds based Lending Rate or Market Benchmark (as defined in the applicable agreement), plus a spread. Generally, the working capital facilities are payable on demand prior to maturity. During the year ended December 31, 2023, we increased the borrowing capacity of our working capital facilities in India by 2.8 billion INR (approximately \$33.7 million). During the year ended December 31, 2023, we did not borrow under these facilities.

Amounts outstanding and key terms of the India credit facilities consisted of the following as of December 31, 2023 (in millions, except percentages):

	Amount			
	Amount Outstanding (INR)	Outstanding (USD)	Interest Rate (Range)	Maturity Date (Range)
Working capital facilities (1)	—	\$ —	8.33% - 9.30%	February 4, 2024 - October 23, 2024

(1) 10.7 billion INR (\$128.7 million) of borrowing capacity as of December 31, 2023. We have 0.2 billion INR (approximately \$2.7 million) of bank guarantees outstanding included within the overall borrowing capacity.

Stock Repurchase Programs—In March 2011, our Board approved a stock repurchase program, pursuant to which we are authorized to repurchase up to \$1.5 billion of our common stock (the “2011 Buyback”). In December 2017, our Board approved an additional stock repurchase program, pursuant to which we are authorized to repurchase up to \$2.0 billion of our common stock (the “2017 Buyback,” and, together with the 2011 Buyback, the “Buyback Programs”).

During the year ended December 31, 2023, there were no repurchases under either of the Buyback Programs.

Under each program, we are authorized to purchase shares from time to time through open market purchases or in privately negotiated transactions not to exceed market prices and subject to market conditions and other factors. With respect to open market purchases, we may use plans adopted in accordance with Rule 10b5-1 under the Exchange Act in accordance with securities laws and other legal requirements, which allows us to repurchase shares during periods when we may otherwise be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods. These programs may be discontinued at any time.

We have repurchased a total of 14.5 million shares of our common stock under the 2011 Buyback for an aggregate of \$1.5 billion, including commissions and fees. We expect to continue managing the pacing of the remaining approximately \$2.0 billion under the Buyback Programs in response to general market conditions and other relevant factors. We expect to fund any further repurchases of our common stock through a combination of cash on hand, cash generated by operations and borrowings under our credit facilities. Repurchases under the Buyback Programs are subject to, among other things, us having available cash to fund the repurchases.

Sales of Equity Securities—We receive proceeds from sales of our equity securities pursuant to our employee stock purchase plan (the “ESPP”) and upon exercise of stock options granted under our equity incentive plan, as amended (the “2007 Plan”). During the year ended December 31, 2023, we received an aggregate of \$22.1 million in proceeds upon exercises of stock options and sales pursuant to the ESPP.

[Table of Contents](#)

Future Financing Transactions—We regularly consider various options to obtain financing and access the capital markets, subject to market conditions, to meet our funding needs. Such capital raising alternatives, in addition to those noted above, may include amendments and extensions of our bank facilities, entry into new bank facilities, transactions with private equity funds or partnerships, additional senior note and equity offerings and securitization transactions. No assurance can be given as to whether any such financing transactions will be completed or as to the timing or terms thereof.

Distributions—As a REIT, we must annually distribute to our stockholders an amount equal to at least 90% of our REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). Generally, we have distributed, and expect to continue to distribute, all or substantially all of our REIT taxable income after taking into consideration our utilization of NOLs. We have distributed an aggregate of approximately \$17.5 billion to our common stockholders, including the dividend paid in February 2024, primarily classified as ordinary income that may be treated as qualified REIT dividends under Section 199A of the Code for taxable years beginning before 2026.

During the year ended December 31, 2023, we paid \$6.31 per share, or \$2.9 billion, to our common stockholders of record. In addition, we declared a distribution of \$1.70 per share, or \$792.7 million, paid on February 1, 2024 to our common stockholders of record at the close of business on December 28, 2023.

We accrue distributions on unvested restricted stock units, which are payable upon vesting. The amount accrued for distributions payable related to unvested restricted stock units was \$21.5 million and \$17.0 million as of December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, we paid \$9.0 million of distributions upon the vesting of restricted stock units.

The amount, timing and frequency of future distributions will be at the sole discretion of our Board and will depend on various factors, a number of which may be beyond our control, including our financial condition and operating cash flows, the amount required to maintain our qualification for taxation as a REIT and reduce any income and excise taxes that we otherwise would be required to pay, limitations on distributions in our existing and future debt and preferred equity instruments, our ability to utilize NOLs to offset our distribution requirements, limitations on our ability to fund distributions using cash generated through our TRSs and other factors that our Board may deem relevant.

For more details on the cash distributions paid to our common stockholders during the year ended December 31, 2023, see note 14 to our consolidated financial statements included in this Annual Report.

Material Cash Requirements—The following table summarizes material cash requirements from known contractual and other obligations as of December 31, 2023 (in millions):

	2024	2025	2026	2027	2028	Thereafter	Total
Debt obligations (1)	\$ 3,187.5	\$ 3,729.9	\$ 4,077.5	\$ 5,593.6	\$ 7,682.2	\$ 14,911.1	\$ 39,181.8
Operating lease obligations (2)	1,204.8	1,098.7	1,044.2	981.5	917.8	6,029.3	11,276.3

(1) Includes aggregate principal maturities of long-term debt, including finance lease obligations (see note 8 to our consolidated financial statements included in this Annual Report).

(2) Includes payments under non-cancellable initial terms, as well as payments for certain renewal periods at our option, which we expect to renew because failure to do so could result in a loss of the applicable communications sites and related revenues from tenant leases (see note 4 to our consolidated financial statements included in this Annual Report).

Distributions—We expect that our 2024 total distributions declared to our common stockholders will be \$3.0 billion. The amount, timing and frequency of future distributions will be at the sole discretion of our Board.

Asset Retirement Obligations—We are required to remove our assets and remediate the leased sites upon which certain of our assets are located. As of December 31, 2023, the estimated undiscounted future cash outlay for asset retirement obligations was \$4.0 billion.

Factors Affecting Sources of Liquidity

Our liquidity depends on our ability to generate cash flow from operating activities, borrow funds under our credit facilities and maintain compliance with the contractual agreements governing our indebtedness. We believe that the debt agreements discussed below represent our material debt agreements that contain covenants, our compliance with which would be material to an investor's understanding of our financial results and the impact of those results on our liquidity.

Internally Generated Funds—Because the majority of our customer leases are multiyear contracts, a significant majority of the revenues generated by our property operations as of the end of 2023 is recurring revenue that we should continue to receive in future periods. Accordingly, a key factor affecting our ability to generate cash flow from operating activities is to maintain this recurring revenue and to convert it into operating profit by minimizing operating costs and fully achieving our operating

[Table of Contents](#)

efficiencies. In addition, our ability to increase cash flow from operating activities depends upon the demand for our communications infrastructure and our related services and our ability to increase the utilization of our existing communications infrastructure.

Restrictions Under Loan Agreements Relating to Our Credit Facilities —Each Bank Loan Agreement contains certain financial and operating covenants and other restrictions applicable to us and our subsidiaries that are not designated as unrestricted subsidiaries on a consolidated basis. These restrictions include limitations on additional debt, distributions and dividends, guaranties, sales of assets and liens. The Bank Loan Agreements also contain covenants that establish financial tests with which we and our restricted subsidiaries must comply related to total leverage and senior secured leverage, as set forth in the table below. As of December 31, 2023, we were in compliance with each of these covenants.

Compliance Tests For The 12 Months Ended

December 31, 2023

(\$ in billions)

	Ratio (1)	Additional Debt Capacity Under Covenants (2)	Capacity for Adjusted EBITDA Decrease Under Covenants (3)
Consolidated Total Leverage Ratio	Total Debt to Adjusted EBITDA ≤ 6.00:1.00	~4.2	~0.7
Consolidated Senior Secured Leverage Ratio	Senior Secured Debt to Adjusted EBITDA ≤ 3.00:1.00	~19.1 (4)	~6.4 (4)

(1) Each component of the ratio as defined in the applicable loan agreement.

(2) Assumes no change to Adjusted EBITDA.

(3) Assumes no change to our debt levels.

(4) Effectively, however, additional Senior Secured Debt under this ratio would be limited to the capacity under the Consolidated Total Leverage Ratio.

The Bank Loan Agreements also contain reporting and information covenants that require us to provide financial and operating information to the lenders within certain time periods. If we are unable to provide the required information on a timely basis, we would be in breach of these covenants.

Failure to comply with the financial maintenance tests and certain other covenants of the Bank Loan Agreements could not only prevent us from being able to borrow additional funds under the revolving credit facilities, but may also constitute a default under these credit facilities, which could result in, among other things, the amounts outstanding, including all accrued interest and unpaid fees, becoming immediately due and payable. If this were to occur, we may not have sufficient cash on hand to repay such indebtedness. The key factors affecting our ability to comply with the debt covenants described above are our financial performance relative to the financial maintenance tests defined in the Bank Loan Agreements and our ability to fund our debt service obligations. Based upon our current expectations, we believe our operating results during the next 12 months will be sufficient to comply with these covenants.

Restrictions Under Agreements Relating to the 2015 Securitization and the Trust Securitizations — The indenture and related supplemental indenture governing the American Tower Secured Revenue Notes, Series 2015-2, Class A (the “Series 2015-2 Notes”) issued by GTP Acquisition Partners I, LLC (“GTP Acquisition Partners”) in the 2015 Securitization and the Trust Loan Agreement (collectively, the “Securitization Loan Agreements”) include certain financial ratios and operating covenants and other restrictions customary for transactions subject to rated securitizations. Among other things, GTP Acquisition Partners and the AMT Asset Subs are prohibited from incurring other indebtedness for borrowed money or further encumbering their assets, subject to customary carve-outs for ordinary course trade payables and permitted encumbrances (as defined in the applicable agreements).

Under the Securitization Loan Agreements, amounts due will be paid from the cash flows generated by the assets securing the Series 2015-2 Notes or the assets securing the Loan, as applicable, which must be deposited into certain reserve accounts, and thereafter distributed, solely pursuant to the terms of the applicable agreement. On a monthly basis, after paying all required amounts under the applicable agreement, subject to the conditions described in the table below, the excess cash flows generated from the operation of these assets are released to GTP Acquisition Partners or the AMT Asset Subs, as applicable, which can then be distributed to us for use. As of December 31, 2023, \$76.3 million held in such reserve accounts was classified as restricted cash.

Certain information with respect to the 2015 Securitization and the Trust Securitizations is set forth below. The debt service coverage ratio (“DSCR”) is generally calculated as the ratio of the net cash flow (as defined in the applicable agreement) to the amount of interest, servicing fees and trustee fees required to be paid over the succeeding 12 months on the principal amount of the Series 2015-2 Notes or the Loan, as applicable, that will be outstanding on the payment date following such date of determination.

[Table of Contents](#)

Issuer or Borrower	Notes/Securities	Conditions Limiting Distributions		Excess Cash Distributed During Year Ended December 31, 2023	DSCR as of December 31, 2023	Capacity for Decrease in Net Cash Flow		Capacity for Decrease in Net Cash Flow			
		of Excess Cash				Before Triggering		Before Triggering			
		Cash Trap	Amortization Period			Trap DSCR (1)	(1)	Trap DSCR (1)	(in millions)		
				(in millions)		(in millions)		(in millions)			
2015 Securitization	GTP Acquisition Partners	American Tower Secured Revenue Notes, Series 2015-2	1.30x, Tested Quarterly (2)	(3)(4)	\$322.1	17.42x	\$296.6	\$299.3			
Trust Securitizations	AMT Asset Subs	Secured Tower Revenue Securities, Series 2023-1, Subclass A, Secured Tower Revenue Securities, Series 2023-1, Subclass R, Secured Tower Revenue Securities, Series 2018-1, Subclass A and Secured Tower Revenue Securities, Series 2018-1, Subclass R	1.30x, Tested Quarterly (2)	(3)(5)	\$547.2	6.87x	\$502.0	\$515.5			

(1) Based on the net cash flow of the applicable issuer or borrower as of December 31, 2023 and the expenses payable over the next 12 months on the Series 2015-2 Notes or the Loan, as applicable.

(2) If the DSCR were equal to or below 1.30x (the "Cash Trap DSCR") for any quarter, all cash flow in excess of amounts required to make debt service payments, fund required reserves, pay management fees and budgeted operating expenses and make other payments required under the applicable transaction documents, referred to as excess cash flow, will be deposited into a reserve account (the "Cash Trap Reserve Account") instead of being released to the applicable issuer or borrower. Once triggered, a Cash Trap DSCR condition continues to exist until the DSCR exceeds the Cash Trap DSCR for two consecutive calendar quarters. Additionally, if the borrower under the 2023 Securitization does not meet certain title insurance policy requirements within the specified time period under the agreements, excess cash flow will also be deposited into the Cash Trap Reserve Account.

(3) An amortization period commences if the DSCR is equal to or below 1.15x (the "Minimum DSCR") at the end of any calendar quarter and continues to exist until the DSCR exceeds the Minimum DSCR for two consecutive calendar quarters.

(4) No amortization period is triggered if the outstanding principal amount of a series has not been repaid in full on the applicable anticipated repayment date. However, in that event, additional interest will accrue on the unpaid principal balance of the applicable series, and that series will begin to amortize on a monthly basis from excess cash flow.

(5) An amortization period exists if the outstanding principal amount has not been paid in full on the applicable anticipated repayment date and continues to exist until the principal has been repaid in full.

A failure to meet the noted DSCR tests could prevent GTP Acquisition Partners or the AMT Asset Subs from distributing excess cash flow to us, which could affect our ability to fund our capital expenditures, including tower construction and acquisitions and to meet REIT distribution requirements. During an "amortization period," all excess cash flow and any amounts then in the applicable Cash Trap Reserve Account would be applied to pay the principal of the Series 2015-2 Notes or the Loan, as applicable, on each monthly payment date, and so would not be available for distribution to us. Further, additional interest will begin to accrue with respect to the Series 2015-2 Notes or subclass of the Loan from and after the anticipated repayment date at a per annum rate determined in accordance with the applicable agreement. With respect to the Series 2015-2 Notes, upon the occurrence of, and during, an event of default, the applicable trustee may, in its discretion or at the direction of holders of more than 50% of the aggregate outstanding principal of the Series 2015-2 Notes, declare the Series 2015-2 Notes immediately due and payable, in which case any excess cash flow would need to be used to pay holders of those notes. Furthermore, if GTP Acquisition Partners or the AMT Asset Subs were to default on the Series 2015-2 Notes or the Loan, the applicable trustee may seek to foreclose upon or otherwise convert the ownership of all or any portion of the 3,343 communications sites that secure the Series 2015-2 Notes or the 5,034 broadcast and wireless communications towers and related assets that secure the Loan, respectively, in which case we could lose those sites and their associated revenue.

As discussed above, we use our available liquidity and seek new sources of liquidity to fund capital expenditures, future growth and expansion initiatives, satisfy our distribution requirements and repay or repurchase our debt. If we determine that it is desirable or necessary to raise additional capital, we may be unable to do so, or such additional financing may be prohibitively

expensive or restricted by the terms of our outstanding indebtedness. Further, as further discussed under Item 1A of this Annual Report under the caption "Risk Factors," market volatility and disruption caused by inflation, rising interest rates and supply chain disruptions may impact our ability to raise additional capital through debt financing activities or our ability to repay or refinance maturing liabilities, or impact the terms of any new obligations. If we are unable to raise capital when our needs arise, we may not be able to fund capital expenditures, future growth and expansion initiatives, satisfy our REIT distribution requirements and debt service obligations, or refinance our existing indebtedness.

In addition, our liquidity depends on our ability to generate cash flow from operating activities. As set forth under Item 1A of this Annual Report under the caption "Risk Factors," we derive a substantial portion of our revenues from a small number of customers and, consequently, a failure by a significant customer to perform its contractual obligations to us could adversely affect our cash flow and liquidity.

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as related disclosures of contingent assets and liabilities. We evaluate our policies and estimates on an ongoing basis. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We have reviewed our policies and estimates to determine our critical accounting policies for the year ended December 31, 2023. We have identified the following policies as critical to an understanding of our results of operations and financial condition. This is not a comprehensive list of our accounting policies. See note 1 to our consolidated financial statements included in this Annual Report for a summary of our significant accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP, with no need for management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

- *Impairment of Assets—Assets Subject to Depreciation and Amortization* : We review long-lived assets for impairment at least annually or whenever events, changes in circumstances or other indicators or evidence indicate that the carrying amount of our assets may not be recoverable.

We review our tower portfolio, network location intangible and right-of-use assets for indicators of impairment at the lowest level of identifiable cash flows, typically at an individual tower basis. Possible indicators include a tower not having current tenant leases or having expenses in excess of revenues. A cash flow modeling approach is utilized to assess recoverability and incorporates, among other items, the tower location, the tower location demographics, the timing of additions of new tenants, lease rates and estimated length of tenancy and ongoing cash requirements.

We review our tenant-related intangible assets on a tenant by tenant basis for indicators of impairment, such as high levels of turnover or attrition, non-renewal of a significant number of contracts or the cancellation or termination of a relationship. We assess recoverability by determining whether the carrying amount of the tenant-related intangible assets will be recovered primarily through projected undiscounted future cash flows.

If the sum of the estimated undiscounted future cash flows of our long-lived assets is less than the carrying amount of the assets, an impairment loss may be recognized. Key assumptions included in the undiscounted cash flows are future revenue projections, estimates of ongoing tenancies and operating margins. An impairment loss would be based on the fair value of the asset, which is based on an estimate of discounted future cash flows to be provided from the asset. We record any related impairment charge in the period in which we identify such impairment.

In October 2019, the Supreme Court of India issued a ruling regarding the definition of AGR and associated fees and charges, which was reaffirmed in both March 2020 and July 2021 with respect to the total charges, which may (a) have a material financial impact on certain of our customers and (b) affect their ability to perform their obligations under agreements with us. In September 2020, the Supreme Court of India defined the expected timeline of ten years for payments owed under the ruling. In September 2021, the government of India approved a relief package that, among other things, included (i) a four-year moratorium on the payment of AGR fees owed and (ii) a prospective change in the definition of AGR. In the third quarter of 2022, one of our largest customers in India, VIL, communicated that it would make partial payments of its contractual amounts owed to us and indicated that it would continue to make partial payments for the remainder of 2022. In late 2022, VIL had communicated its intent to resume payments in full under its contractual obligations owed to us beginning on January 1, 2023. However, in early 2023, VIL communicated that it would not be able to resume payments in full of its contractual obligations owed to us, and that it

would instead continue to make partial payments, for which we recorded reserves in late 2022 and the first half of 2023. In the second half of 2023, VIL began making payments in full of its monthly contractual obligations owed to us.

We determined that certain fixed and intangible assets had been impaired during the year ended December 31, 2022. During the year ended December 31, 2022, an impairment of \$97.0 million was taken on tower and network location intangible assets in India. We also impaired the tenant-related intangible assets for VIL, which resulted in an impairment of \$411.6 million during the year ended December 31, 2022.

We will continue to monitor the status of these developments, as it is possible that the estimated future cash flows may differ from current estimates and changes in estimated cash flows from customers in India could have further negative effects on previously recorded tangible and intangible assets, including amounts originally recorded as tenant-related intangible assets, resulting in additional impairments. Events that could negatively affect our India reporting unit's financial results include increased tenant attrition exceeding our forecast, additional VIL payment shortfalls, carrier tenant bankruptcies and other factors set forth in Item 1A of this Annual Report under the caption "Risk Factors."

The carrying value of tenant-related intangible assets in India was \$344.8 million as of December 31, 2023, which represents 3% of our consolidated balance of \$12.2 billion. Additionally, a significant reduction in customer-related cash flows in India could also impact our tower portfolio and network location intangible assets. The carrying values of our tower portfolio and network location intangible assets in India were \$916.2 million and \$243.6 million, respectively, as of December 31, 2023, which represent 10% and 8% of our consolidated balances of \$8.8 billion and \$3.2 billion, respectively.

- *Impairment of Assets—Goodwill:* We review goodwill for impairment at least annually (as of December 31) or whenever events or circumstances indicate the carrying amount of an asset may not be recoverable. Goodwill is recorded in the applicable segment and assessed for impairment at the reporting unit level. We employ a discounted cash flow analysis when testing goodwill. The key assumptions utilized in the discounted cash flow analysis include current operating performance, terminal revenue growth rate, management's expectations of future operating results and cash requirements, the current weighted average cost of capital and an expected tax rate. We compare the fair value of the reporting unit, as calculated under an income approach using future discounted cash flows, to the carrying amount of the applicable reporting unit. If the carrying amount exceeds the fair value, an impairment loss would be recognized for the amount of the excess. The loss recognized is limited to the total amount of goodwill allocated to that reporting unit.

In 2023, we initiated a strategic review of our India business, where we evaluated the appropriate level of exposure to the India market within our global portfolio of communications assets, and assessed opportunities to repurpose capital to drive long-term shareholder value and sustained growth. The strategic review concluded in January 2024 with our signed agreement with DIT for the Pending ATC TIPL Transaction. During the process, and based on information gathered therein, we updated our estimate on the fair value of the India reporting unit and determined that the carrying value exceeded fair value. We performed a quantitative goodwill impairment test for the quarter ended September 30, 2023 using, among other things, the information obtained from third parties to compare the fair value of the India reporting unit to its carrying amount, including goodwill. The result of our goodwill impairment test indicated that the carrying amount of our India reporting unit exceeded our estimated fair value. As a result, we recorded a goodwill impairment charge of \$322.0 million.

We also performed our annual goodwill impairment test as of December 31, 2023. The results of the annual goodwill impairment test indicated that the carrying amount of our Spain reporting unit exceeded its estimated fair value, as calculated under an income approach using future discounted cash flows. As a result, we recorded a goodwill impairment charge of \$80.0 million. The key assumptions utilized in the discounted cash flow analysis include current operating performance, terminal revenue growth rate, management's expectations of future operating results and cash requirements, the current weighted average cost of capital and an expected tax rate. The reduction in the fair value of the Spain reporting unit was due to an increase in the weighted average cost of capital.

The goodwill impairment charges in India and Spain are recorded in Goodwill impairment in the accompanying consolidated statements of operations. During the year ended December 31, 2023, no other goodwill impairment was identified as the fair value of each of our reporting units was in excess of its carrying amount.

- *Acquisitions:* We evaluate each of our acquisitions under the accounting guidance framework to determine whether to treat an acquisition as an asset acquisition or a business combination. For those transactions treated as asset acquisitions, the purchase price is allocated to the assets acquired, with no recognition of goodwill. For those acquisitions that meet the definition of a business combination, we apply the acquisition method of accounting where assets acquired and liabilities assumed are recorded at fair value at the date of each acquisition, and the results of

operations are included with our results from the dates of the respective acquisitions. Any excess of the purchase price paid over the amounts recognized for assets acquired and liabilities assumed is recorded as goodwill. We continue to evaluate acquisitions accounted for as business combinations for a period not to exceed one year after the applicable acquisition date of each transaction to determine whether any additional adjustments are needed to the allocation of the purchase price paid for the assets acquired and liabilities assumed. The fair value of the assets acquired and liabilities assumed is typically determined by using either estimates of replacement costs or discounted cash flow valuation methods. When determining the fair value of tangible assets acquired, we must estimate the cost to replace the asset with a new asset taking into consideration such factors as age, condition and the economic useful life of the asset. When determining the fair value of intangible assets acquired, we must estimate the applicable discount rate and the timing and amount of future tenant cash flows, including rate and terms of renewal and attrition.

- *Revenue Recognition:* Our revenue is derived from leasing the right to use our communications sites, the land on which the sites are located and our data center facilities (the “lease component”) and from the reimbursement of costs incurred in operating the communications sites and supporting the tenants’ equipment as well as other services and contractual rights (the “non-lease component”). Most of our revenue is derived from leasing arrangements and is accounted for as lease revenue unless the timing and pattern of revenue recognition of the non-lease component differs from the lease component. If the timing and pattern of the non-lease component revenue recognition differs from that of the lease component, we separately determine the stand-alone selling prices and pattern of revenue recognition for each performance obligation.

Our revenue from leasing arrangements, including fixed escalation clauses present in non-cancellable lease arrangements, is reported on a straight-line basis over the term of the respective leases when collectibility is probable. Escalation clauses tied to a consumer price index or other inflation-based indices, and other incentives present in lease agreements with our tenants, are excluded from the straight-line calculation. Total property straight-line revenues for the years ended December 31, 2023, 2022 and 2021 were \$472.0 million, \$499.8 million and \$465.6 million, respectively. Amounts billed upfront in connection with the execution of lease agreements are initially deferred and reflected in Unearned revenue in the accompanying consolidated balance sheets and recognized as revenue over the terms of the applicable lease arrangements. Amounts billed or received for services prior to being earned are deferred and reflected in Unearned revenue in the accompanying consolidated balance sheets until the criteria for recognition have been met. Periodically, we provide lease incentives to our tenants. If incentives are present in our leases, they are evaluated to determine proper treatment and, to the extent present, are recorded in Other current assets and Other non-current assets in the consolidated balance sheets and amortized on a straight line basis over the corresponding lease term as a non-cash reduction to revenue.

We derive the largest portion of our revenues, corresponding trade receivables and the related deferred rent asset from a small number of tenants in the telecommunications industry, with 45% of our revenues derived from three tenants. In addition, we have concentrations of credit risk in certain geographic areas. We mitigate the concentrations of credit risk with respect to notes and trade receivables by actively monitoring the creditworthiness of our borrowers and tenants. In recognizing tenant revenue we assess the collectibility of both the amounts billed and the portion recognized on a straight-line basis. This assessment takes tenant credit risk and business and industry conditions into consideration to ultimately determine the collectibility of the amounts billed. To the extent the amounts, based on management’s estimates, may not be collectible, recognition is deferred until such point as the uncertainty is resolved. Any amounts that were previously recognized as revenue and are subsequently determined to present a risk of collection are reserved as bad debt expense. Accounts receivable are reported net of allowances for doubtful accounts related to estimated losses resulting from a tenant’s inability to make required payments and allowances for amounts invoiced whose collectibility is not reasonably assured.

- *Rent Expense and Lease Accounting:* Many of the leases underlying our tower sites and data centers have fixed rent escalations, which provide for periodic increases in the amount of ground rent payable over time. In addition, certain of our tenant leases require us to exercise available renewal options pursuant to the underlying ground lease if the tenant exercises its renewal option. Our calculation of the lease liability includes the term of the underlying ground lease plus all periods, if any, for which failure to renew the lease imposes an economic penalty to us such that renewal appears to be reasonably assured.

We recognize a right-of-use lease asset and lease liability for operating and finance leases. The right-of-use asset is measured as the sum of the lease liability, prepaid or accrued lease payments, any initial direct costs incurred and any other applicable amounts.

The calculation of the lease liability requires us to make certain assumptions for each lease, including lease term and discount rate implicit in each lease, which could significantly impact the gross lease obligation, the duration and the

present value of the lease liability. When calculating the lease term, we consider the renewal, cancellation and termination rights available to us and the lessor. We determine the discount rate by calculating the incremental borrowing rate on a collateralized basis at the commencement of a lease or upon a change in the lease term.

- *Income Taxes:* Accounting for income taxes requires us to estimate the timing and impact of amounts recorded in our financial statements that may be recognized differently for tax purposes. To the extent that the timing of amounts recognized for financial reporting purposes differs from the timing of recognition for tax reporting purposes, deferred tax assets or liabilities are required to be recorded. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities as a result of a change in tax rates is recognized in income in the period that includes the enactment date. We do not expect to pay federal income taxes on our REIT taxable income.

We periodically review our deferred tax assets, and we record a valuation allowance if, based on the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. Valuation allowances would be reversed as a reduction to the provision for income taxes, if related deferred tax assets are deemed realizable based on changes in facts and circumstances relevant to the assets' recoverability.

We recognize the benefit of uncertain tax positions when, in management's judgment, it is more likely than not that positions we have taken in our tax returns will be sustained upon examination, which are measured at the largest amount that is greater than 50% likely of being realized upon settlement. We adjust our tax liabilities when our judgment changes as a result of the evaluation of new information or information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which additional information is available or the position is ultimately settled under audit.

Accounting Standards Update

For a discussion of recent accounting standards updates, see note 1 to our consolidated financial statements included in this Annual Report.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following table provides information as of December 31, 2023 about our market risk exposure associated with changing interest rates. For long-term debt obligations, the table presents principal cash flows by maturity date and average interest rates related to outstanding obligations. For more information, see Item 7 of this Annual Report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" and note 8 to our consolidated financial statements included in this Annual Report.

Long-Term Debt	2024	2025	2026	2027	2028	Thereafter	Total	Fair Value
Fixed Rate Debt (a)	\$ 2,273.3	\$ 3,729.9	\$ 3,354.1	\$ 4,593.6	\$ 6,078.8	\$ 14,911.1	\$ 34,940.8	\$ 32,454.3
Weighted-Average Interest Rate (a)	3.78 %	2.67 %	2.58 %	2.54 %	4.03 %	3.19 %		
Variable Rate Debt (b)	\$ 914.2	\$ —	\$ 723.4	\$ 1,000.0	\$ 1,603.4	\$ —	\$ 4,241.0	\$ 4,241.1
Weighted-Average Interest Rate (b)(c)	4.99 %	— %	6.09 %	6.58 %	6.57 %	— %		

(a) Fixed rate debt consisted of: Securities issued in the Trust Securitizations; Securities issued in the 2015-2 Securitization; our senior unsecured notes (see note 8 to our consolidated financial statements included in this Annual Report for a detailed description of all such senior unsecured notes); and other debt including finance leases.

(b) Variable rate debt consisted of: the 2021 Multicurrency Credit Facility, which matures on July 1, 2026; the 2021 Credit Facility, which matures on July 1, 2028; the 2021 Term Loan, which matures on January 31, 2027; the 2021 EUR Three Year Delayed Draw Term Loan, which matures on May 28, 2024; and other debt including the Nigeria Letters of Credit.

(c) Based on rates effective as of December 31, 2023.

Interest Rate Risk

Changes in interest rates can cause interest charges to fluctuate on our variable rate debt. Variable rate debt as of December 31, 2023 consisted of \$723.4 million under the 2021 Multicurrency Credit Facility, \$1.6 billion under the 2021 Credit Facility, \$1.0 billion under the 2021 Term Loan, \$910.7 million under the 2021 EUR Three Year Delayed Draw Term Loan, and \$3.4 million

under the Nigeria Letters of Credit. A 10% increase in current interest rates would result in an additional \$26.1 million of interest expense for the year ended December 31, 2023.

Foreign Currency Risk

We are exposed to market risk from changes in foreign currency exchange rates primarily in connection with our foreign subsidiaries and joint ventures internationally. Any transaction denominated in a currency other than the U.S. Dollar is reported in U.S. Dollars at the applicable exchange rate. All assets and liabilities are translated into U.S. Dollars at exchange rates in effect at the end of the applicable fiscal reporting period and all revenues and expenses are translated at average rates for the period. The cumulative translation effect is included in equity as a component of Accumulated other comprehensive loss. We may enter into additional foreign currency financial instruments in anticipation of future transactions to minimize the impact of foreign currency fluctuations. For the year ended December 31, 2023, 44% of our revenues and 53% of our total operating expenses were denominated in foreign currencies.

As of December 31, 2023, we have incurred intercompany debt that is not considered to be permanently reinvested, and similar unaffiliated balances that were denominated in a currency other than the functional currency of the subsidiary in which it is recorded. As this debt had not been designated as being a long-term investment in nature, any changes in the foreign currency exchange rates will result in unrealized gains or losses, which will be included in our determination of net income. An adverse change of 10% in the underlying exchange rates of our unsettled intercompany debt and similar unaffiliated balances would result in \$35.6 million of unrealized losses that would be included in Other expense in our consolidated statements of operations for the year ended December 31, 2023. As of December 31, 2023, we have 7.5 billion EUR (approximately \$8.3 billion) denominated debt outstanding. An adverse change of 10% in the underlying exchange rates of our outstanding EUR debt would result in \$0.9 billion of foreign currency losses that would be included in Other expense in our consolidated statements of operations for the year ended December 31, 2023.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Item 15 (a).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We have established disclosure controls and procedures designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board.

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report. Based on this evaluation, our principal executive officer and principal financial officer concluded that these disclosure controls and procedures were effective as of December 31, 2023 and designed to ensure that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management, with the participation of our principal executive officer and principal financial officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system is designed to provide reasonable assurance to our management and our Board regarding the preparation and fair presentation of published financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2023.

In making its assessment of internal control over financial reporting, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control—Integrated Framework* (2013). Based on this assessment, management concluded that, as of December 31, 2023, our internal control over financial reporting is effective.

Deloitte & Touche LLP, an independent registered public accounting firm that audited our financial statements included in this Annual Report, has issued an attestation report on management's internal control over financial reporting, which is included in this Item 9A under the caption "Report of Independent Registered Public Accounting Firm."

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of American Tower Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 27, 2024, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 27, 2024

ITEM 9B. OTHER INFORMATION.

(c) Insider Trading Arrangements and Policies

Rule 10b5-1 Plans

Rodney M. Smith , our Executive Vice President, Chief Financial Officer and Treasurer , entered into a pre-arranged stock trading plan on November 9, 2023 . Mr. Smith's plan provides for the potential exercise of vested stock options and associated sale of up to 23,019 shares of our common stock between March 1, 2024 and March 8, 2024.

[Table of Contents](#)

Samme Thompson , one of our Director s, entered into a pre-arranged stock trading plan on October 27, 2023 . Mr. Thompson's plan provides for the potential exercise of vested stock options and associated sale of up to 5,054 shares of our common stock between February 26, 2024 and March 8, 2024.

Each of these trading plans was entered into during an open insider trading window and is intended to satisfy the affirmative defense of Rule 10b5-1 under the Exchange Act and our policies regarding transactions in our securities. Generally, these trading plans pre-establish the amounts, prices and dates of future purchases or sales of our stock, including shares issued upon the exercise or vesting of equity awards. Under these trading plans, the individual director or officer relinquishes control over the transactions once the trading plan is put into place. Accordingly, sales under these plans may occur at any time, including possibly before, simultaneously with, or immediately after, significant company events.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our executive officers and their respective ages and positions as of February 20, 2024 are set forth below:

Steven O. Vondran	53	President and Chief Executive Officer
Rodney M. Smith	58	Executive Vice President, Chief Financial Officer and Treasurer
Thomas A. Bartlett	65	Advisor to the Chief Executive Officer (until May 1, 2024)
Ruth T. Dowling	54	Executive Vice President, Chief Administrative Officer, General Counsel and Secretary
Sanjay Goel	56	Executive Vice President and President, Asia-Pacific
Robert J. Meyer	60	Senior Vice President and Chief Accounting Officer
Eugene M. Noel	55	Executive Vice President and President, U.S. Tower Division
Olivier Puech	56	Executive Vice President and President, Latin America and EMEA

Steven O. Vondran is our President and Chief Executive Officer. Mr. Vondran joined us in 2000 as a member of our corporate legal team and served in a variety of positions until August 2004 when he was appointed Senior Vice President of our U.S. Leasing Operations. In August 2010, Mr. Vondran was appointed Senior Vice President, General Counsel of our U.S. Tower Division and served in that role until August 2018, when he was appointed Executive Vice President, U.S. Tower Division, a role that he served in until November 2023. Mr. Vondran joined the Cellular Telecommunications Industry Association (CTIA) Board in September 2018, and, in October 2018, he joined the Board of Directors for the Wireless Infrastructure Association (WIA). Prior to joining us, Mr. Vondran was an associate at the law firm of Lewellen & Frazier LLP, served as a telecommunications consultant with the firm of Young & Associates, Inc., and was a Law Clerk to the Hon. John Stroud on the Arkansas Court of Appeals. He received his J.D. with high honors from the University of Arkansas at Little Rock School of Law and a Bachelor of Arts in Economics and Business from Hendrix College.

Rodney M. Smith is our Executive Vice President, Chief Financial Officer and Treasurer. Mr. Smith joined us in October 2009, and previously held the roles of Senior Vice President, Corporate Finance and Treasurer and Senior Vice President and Chief Financial Officer of American Tower's U.S. Tower Division. Prior to joining us, Mr. Smith served as Executive Vice President, Chief Financial Officer and as a general Board Member of Lightower, a private equity backed wireless infrastructure company. Prior to Lightower, he served as Chief Financial Officer and Treasurer (and earlier as Vice President and Controller) for RoweCom, a publicly traded company with operations in eight countries. Early in his career, Mr. Smith held several leadership positions at Nextel Communications, including Director of Finance and General Manager of one of the company's Northeast markets. Mr. Smith earned his M.B.A from Suffolk University, a Certificate of Accountancy from Bentley University and a Bachelor of Science in Finance from Merrimack College. He also serves as co-Executive Sponsor of American Tower's employee resource group for women, WAATCH.

Thomas A. Bartlett is currently advisor to the Chief Executive Officer, a role he is expected to hold until his retirement from the Company on May 1, 2024. Prior to such role, Mr. Bartlett served as our President and Chief Executive Officer since March 2020. Mr. Bartlett joined us in April 2009 and served as our Executive Vice President and Chief Financial Officer until March 2020, and also served as our Treasurer from February 2012 to December 2013, and again from July 2017 to August 2018. Prior to joining us, Mr. Bartlett served as Senior Vice President and Corporate Controller with Verizon Communications. During his 25-year career with Verizon Communications and its predecessor companies and affiliates, he served in numerous operations and business development roles, including as President and Chief Executive Officer of Bell Atlantic International Wireless from 1995 through 2000, where he was responsible for wireless activities in certain regions of North America, Latin America, Europe and Asia. In addition, Mr. Bartlett served as CEO of Iusacell, a publicly traded, nationwide cellular company in Mexico, CEO of Verizon's Global Solutions Inc., a global connectivity business providing lit and dark fiber services primarily to global enterprises, and as an Area President for Verizon's U.S. wireless business, where he was responsible for all operational aspects of the business in the Northeast and Mid-Atlantic states. He began his career at Deloitte, Haskins & Sells. Mr. Bartlett is a member of the World Economic Forum's Information and Communications Technologies (ICT) Board of Governors, the National Association of Real Estate Investment Trust (NAREIT) Executive Committee and the Business Roundtable. He currently serves on the Board of Directors of Otis Worldwide Corporation, sits on the Samaritans advisory council, is on the Board of Advisors of the Rutgers Business School and is on the Massachusetts Institute of Technology Presidential CEO Advisory Board. He earned an M.B.A. from Rutgers University and a Bachelor of Science degree in Industrial Engineering from Lehigh University.

Ruth T. Dowling is our Executive Vice President, Chief Administrative Officer, General Counsel and Secretary. She is also a member of the Board of Directors for ATC Europe and CoreSite. Since joining us in 2011, Ms. Dowling has served as Senior Vice President, Corporate Legal, and, most recently, as Senior Vice President and General Counsel for the EMEA and Latin

America regions. In addition, she led American Tower's Global Remobilization Project Team to care for the safety and well-being of employees during the pandemic. Prior to joining American Tower, Ms. Dowling was a partner and co-chair of the 150-member litigation department at Edwards Angell Palmer & Dodge LLP and clerked for the Honorable Fred I. Parker of the United States Second Circuit Court of Appeals. Ms. Dowling earned her law degree from Duke University School of Law and a Bachelor of Arts from the University of North Carolina Chapel Hill. She also serves as co-Executive Sponsor of American Tower's employee resource group for women, WAATCH.

Sanjay Goel is our Executive Vice President and President, Asia-Pacific. Mr. Goel joined us in March 2021. Prior to joining us, Mr. Goel was with Nokia, where he started in the mobile networks division in 2001. During his time at Nokia, he held various sales and business management positions, including Head of the Managed Services Business Line for Asia Pacific, Japan and India and Vice President of the Global Services Business Unit, APAC and Japan. Mr. Goel also led Nokia's Global Services business across Asia, the Middle East and Africa, and created a new sales and business development division within Global Services, based in Finland. Most recently, he served as President of the Global Services business group and Nokia Operations. Mr. Goel began his career at ABB and IBM, prior to joining Nokia. He holds a Bachelor's degree in Engineering with specialization in Electronics and Communications from Manipal Institute of Technology.

Robert J. Meyer is our Senior Vice President and Chief Accounting Officer. Mr. Meyer joined us in August 2008 as our Senior Vice President, Finance and Corporate Controller and served in that role until January 2020 when he was appointed to his current position. Prior to joining us, Mr. Meyer was with Bright Horizons Family Solutions since 1998, a provider of child care, early education and work/life consulting services, where he most recently served as Chief Accounting Officer. Mr. Meyer also served as Corporate Controller and Vice President of Finance while at Bright Horizons. Prior to that, from 1997 to 1998, Mr. Meyer served as Director of Financial Planning and Analysis at First Security Services Corp. Mr. Meyer earned a Masters in Finance from Bentley University and a Bachelor of Science in Accounting from Marquette University, and is a Certified Public Accountant.

Eugene M. Noel is our Executive Vice President and President, U.S. Tower Division. Prior to this role, Mr. Noel served as Senior Vice President and Chief Operating Officer, U.S. Tower Division, and has been with American Tower since 2011. Mr. Noel has more than 25 years of network deployment experience in the telecommunications industry. Prior to joining us, he was Vice President of Network Development for LightSquared (now Ligado Networks), with responsibility for the development and implementation of the company's national network deployment strategy. He spent 11 years with Sprint Nextel, beginning as Director of Radio Services, then becoming Vice President for Northeast Site Development, and finally becoming Vice President for National Site Development. Mr. Noel is a graduate of East Carolina University with a Bachelor of Science in Industrial Engineering and has earned an Executive Certificate from the McDonough School of Business at Georgetown University. Mr. Noel is a board member of the Tower Families Foundation and a former board member of Warriors for Wireless.

Olivier Puech is our Executive Vice President and President, Latin America and EMEA. Mr. Puech joined us in 2013 as Senior Vice President and CEO of Latin America and served in that role until October 2018 when he was appointed to his current position. Prior to joining us, Mr. Puech spent 25 years as a senior executive in the telecom and internet sectors of international organizations. Most recently, he was with Nokia where he held various leadership roles including Senior Vice President Americas, Senior Vice President Asia Pacific and Vice President Latin America. Before Nokia, Mr. Puech spent 12 years at Gemalto, where he last held the position of Vice President, Sales and Marketing with responsibility for South Europe, Eastern Europe and Latin America. Mr. Puech holds a Bachelor's degree in International Business Administration from Ecole Supérieure De Commerce in Marseille, in France. He is fluent in English, French, Spanish, Italian and Portuguese.

The information under "Election of Directors" and "Delinquent Section 16(a) Reports," if applicable, from the Definitive Proxy Statement is incorporated herein by reference. Information required by this item pursuant to Item 407(c)(3) of SEC Regulation S-K relating to our procedures by which security holders may recommend nominees to our Board, and pursuant to Item 407(d)(4) and 407(d)(5) of SEC Regulation S-K relating to our audit committee financial experts and identification of the audit committee of our Board, is contained in the Definitive Proxy Statement under "Corporate Governance" and is incorporated herein by reference.

Information regarding our Code of Conduct applicable to our principal executive officer, our principal financial officer, our controller and other senior financial officers appears in Item 1 of this Annual Report under the caption "Business—Available Information."

ITEM 11. EXECUTIVE COMPENSATION

The information under "Compensation and Other Information Concerning Directors and Officers" from the Definitive Proxy Statement, except as to information required pursuant to Item 402(v) of SEC Regulation S-K relating to pay versus performance, is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information under "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance Under Equity Compensation Plans" from the Definitive Proxy Statement is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item pursuant to Item 404 of SEC Regulation S-K relating to approval of related party transactions is contained in the Definitive Proxy Statement under "Corporate Governance" and is incorporated herein by reference.

Information required by this item pursuant to Item 407(a) of SEC Regulation S-K relating to director independence is contained in the Definitive Proxy Statement under "Corporate Governance" and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information under "Independent Auditor Fees and Other Matters" from the Definitive Proxy Statement is incorporated herein by reference.

PART IV**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as a part of this report:

1. *Financial Statements*. See Index to Consolidated Financial Statements, which appears on page F-1 hereof. The financial statements listed in the accompanying Index to Consolidated Financial Statements are filed herewith in response to this Item.

2. *Financial Statement Schedules*. American Tower Corporation and Subsidiaries Schedule III – Schedule of Real Estate and Accumulated Depreciation is filed herewith in response to this Item.

3. *Exhibits*.

Pursuant to the rules and regulations of the SEC, the Company has filed certain agreements as exhibits to this Annual Report on Form 10-K. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in the Company's public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe the Company's actual state of affairs at the date hereof and should not be relied upon.

The exhibits below are included, either by being filed herewith or by incorporation by reference, as part of this Annual Report on Form 10-K. Exhibits are identified according to the number assigned to them in Item 601 of SEC Regulation S-K. Documents that are incorporated by reference are identified by their Exhibit number as set forth in the filing from which they are incorporated by reference.

Incorporated By Reference					
Exhibit No.	Description of Document	Form	File No.	Date of Filing	Exhibit No.
2.1	Agreement and Plan of Merger by and between American Tower Corporation and American Tower REIT, Inc., dated as of August 24, 2011	8-K	001-14195	August 25, 2011	2.1
3.1	Restated Certificate of Incorporation of the Company as filed with the Secretary of State of the State of Delaware, effective as of December 31, 2011	8-K	001-14195	January 3, 2012	3.1
3.2	Certificate of Merger, effective as of December 31, 2011	8-K	001-14195	January 3, 2012	3.2
3.3	Amended and Restated By-Laws of the Company, effective as of December 13, 2023	8-K	001-14195	December 14, 2023	3.1
3.4	Certificate of Designations of the 5.25% Mandatory Convertible Preferred Stock, Series A, of the Company as filed with the Secretary of State of the State of Delaware, effective as of May 12, 2014	8-K	001-14195	May 12, 2014	3.1
3.5	Certificate of Designations of the 5.50% Mandatory Convertible Preferred Stock, Series B, of the Company as filed with the Secretary of State of the State of Delaware, effective as of March 3, 2015	8-K	001-14195	March 3, 2015	3.1
4.1	Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee	S-3ASR	333-188812	May 23, 2013	4.12
4.2	Supplemental Indenture No. 1, dated as of August 19, 2013, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 5.00% Senior Notes due 2024	8-K	001-14195	August 19, 2013	4.1

[Table of Contents](#)

Incorporated By Reference					
Exhibit No.	Description of Document	Form	File No.	Date of Filing	Exhibit No.
4.3	Supplemental Indenture No. 3, dated as of May 7, 2015, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 4.000% Senior Notes due 2025	8-K	001-14195	May 7, 2015	4.1
4.4	Supplemental Indenture No. 4, dated as of January 12, 2016, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 4.400% Senior Notes due 2026	8-K	001-14195	January 12, 2016	4.1
4.5	Supplemental Indenture No. 5, dated as of May 13, 2016, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 3.375% Senior Notes due 2026	8-K	001-14195	May 13, 2016	4.1
4.6	Supplemental Indenture No. 6, dated as of September 30, 2016, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 3.125% Senior Notes due 2027	8-K	001-14195	September 30, 2016	4.1
4.7	Supplemental Indenture No. 7, dated as of April 6, 2017, to Indenture dated as of May 23, 2013, by and among the Company, U.S. Bank National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 1.375% Senior Notes due 2025	8-K	001-14195	April 6, 2017	4.1
4.8	Supplemental Indenture No. 8, dated as of June 30, 2017, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 3.55% Senior Notes due 2027	8-K	001-14195	June 30, 2017	4.1
4.9	Supplemental Indenture No. 9, dated as of December 8, 2017, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 3.600% Senior Notes due 2028	8-K	001-14195	December 8, 2017	4.1
4.10	Supplemental Indenture No. 10, dated as of May 22, 2018, to Indenture dated as of May 23, 2013, by and among the Company and U.S. Bank National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 1.950% Senior Notes due 2026	8-K	001-14195	May 22, 2018	4.1
4.11	Supplemental Indenture No. 11, dated as of March 15, 2019, to Indenture dated as of May 23, 2013, by and between the Company and U.S. Bank National Association, as Trustee, for the 3.375% Senior Notes due 2024 and the 3.950% Senior Notes due 2029	8-K	001-14195	March 15, 2019	4.1
4.12	Indenture dated as of June 4, 2019, by and between the Company and U.S. Bank National Association, as Trustee	S-3ASR	333-231931	June 4, 2019	4.22
4.13	Supplemental Indenture No. 1, dated as of June 13, 2019, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 2.950% Senior Notes due 2025 and the 3.800% Senior Notes due 2029	8-K	001-14195	June 13, 2019	4.1

[Table of Contents](#)

Exhibit No.	Description of Document	Incorporated By Reference			
		Form	File No.	Date of Filing	Exhibit No.
4.14	Supplemental Indenture No. 2, dated as of October 3, 2019, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 2.750% Senior Notes due 2027 and the 3.700% Senior Notes due 2049	8-K	001-14195	October 3, 2019	4.1
4.15	Supplemental Indenture No. 3, dated as of January 10, 2020, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 2.400% Senior Notes due 2025 and the 2.900% Senior Notes due 2030	8-K	001-14195	January 10, 2020	4.1
4.16	Supplemental Indenture No. 4, dated as of June 3, 2020, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 1.300% Senior Notes due 2025, the 2.100% Senior Notes due 2030 and the 3.100% Senior Notes due 2050	8-K	001-14195	June 3, 2020	4.1
4.17	Supplemental Indenture No. 5, dated as of September 10, 2020, to Indenture dated as of June 4, 2019, by and among the Company, U.S. Bank National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 0.500% Senior Notes due 2028 and the 1.000% Senior Notes due 2032	8-K	001-14195	September 10, 2020	4.1
4.18	Supplemental Indenture No. 6, dated as of September 28, 2020, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 1.875% Senior Notes due 2030	8-K	001-14195	September 28, 2020	4.1
4.19	Supplemental Indenture No. 7, dated as of November 20, 2020, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 0.600% Senior Notes due 2024, the 1.500% Senior Notes due 2028 and the 2.950% Senior Notes due 2051	8-K	001-14195	November 20, 2020	4.1
4.20	Supplemental Indenture No. 8, dated as of March 29, 2021, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 1.600% Senior Notes due 2026 and the 2.700% Senior Notes due 2031	8-K	001-14195	March 29, 2021	4.1
4.21	Supplemental Indenture No. 9, dated as of May 21, 2021, to Indenture dated as of June 4, 2019, by and among the Company, U.S. Bank National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 0.450% Senior Notes due 2027, the 0.875% Senior Notes due 2029 and the 1.250% Senior Notes due 2033	8-K	001-14195	May 21, 2021	4.1
4.22	Supplemental Indenture No. 10, dated as of September 27, 2021, to Indenture dated as of June 4, 2019, by and between American Tower Corporation and U.S. Bank National Association, as Trustee, for the 1.450% Senior Notes due 2026 and the 2.300% Senior Notes due 2031	8-K	001-14195	September 27, 2021	4.1

Exhibit No.	Description of Document	Incorporated By Reference			
		Form	File No.	Date of Filing	Exhibit No.
4.23	Supplemental Indenture No. 11, dated as of October 5, 2021, to Indenture dated as of June 4, 2019, by and among the Company, U.S. Bank National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 0.400% Senior Notes due 2027 and the 0.950% Senior Notes due 2030	8-K	001-14195	October 5, 2021	4.1
4.24	Supplemental Indenture No. 12, dated as of April 1, 2022, by and between American Tower Corporation and U.S. Bank Trust Company, National Association, as Trustee, for the 3.650% Senior Notes due 2027 and the 4.050% Senior Notes due 2032	8-K	001-14195	April 1, 2022	4.1
4.25	Indenture dated as of June 1, 2022, by and between the Company and U.S. Bank Trust Company, National Association, as Trustee	S-3ASR	333-265348	June 1, 2022	4.32
4.26	Supplemental Indenture No. 1, dated as of March 3, 2023, to Indenture dated as of June 1, 2022, by and between American Tower Corporation and U.S. Bank Trust Company, National Association, as Trustee, for the 5.500% Senior Notes due 2028 and the 5.650% Senior Notes due 2033	8-K	001-14195	March 3, 2023	4.1
4.27	Supplemental Indenture No. 2, dated as of May 16, 2023, to Indenture dated as of June 1, 2022 by and among the Company, U.S. Bank Trust Company, National Association, as Trustee, and Elavon Financial Services DAC, UK Branch, as Paying Agent, for the 4.125% Senior Notes due 2027 and the 4.625% Senior Notes due 2031	8-K	001-14195	May 16, 2023	4.1
4.28	Supplemental Indenture No. 3, dated as of May 25, 2023, to Indenture dated as of June 1, 2022, by and between American Tower Corporation and U.S. Bank Trust Company, National Association, as Trustee, for the 5.250% Senior Notes due 2028 and the 5.550% Senior Notes due 2033	8-K	001-14195	May 25, 2023	4.1
4.29	Supplemental Indenture No. 4, dated as of September 15, 2023, to Indenture dated as of June 1, 2022, by and between American Tower Corporation and U.S. Bank Trust Company, National Association, as Trustee, for the 5.800% Senior Notes due 2028 and the 5.900% Senior Notes due 2033	8-K	001-14195	September 15, 2023	4.1
4.30	Third Amended and Restated Indenture, dated May 29, 2015, by and between GTP Acquisition Partners I, LLC, ACC Tower Sub, LLC, DCS Tower Sub, LLC, GTP South Acquisitions II, LLC, GTP Acquisition Partners II, LLC, GTP Acquisition Partners III, LLC, GTP Infrastructure I, LLC, GTP Infrastructure II, LLC, GTP Infrastructure III, LLC, GTP Towers VIII, LLC, GTP Towers I, LLC, GTP Towers II, LLC, GTP Towers IV, LLC, GTP Towers V, LLC, GTP Towers VII, LLC, GTP Towers IX, LLC, PCS Structures Towers, LLC and GTP TRS I LLC, as Obligors, and The Bank of New York Mellon, as Trustee	10-Q	001-14195	July 29, 2015	4.2
4.31	Series 2015-2 Supplement, dated May 29, 2015, to the Third Amended and Restated Indenture dated May 29, 2015	10-Q	001-14195	July 29, 2015	4.4

Exhibit No.	Description of Document	Incorporated By Reference			
		Form	File No.	Date of Filing	Exhibit No.
4.32	Description of Registrant's Securities	Filed herewith as Exhibit 4.32	—	—	—
10.1	American Tower Corporation 2000 Employee Stock Purchase Plan, as amended and restated	10-Q	001-14195	October 28, 2021	10.1
10.2*	American Tower Corporation 2007 Equity Incentive Plan	DEF 14A	001-14195	March 22, 2017	Annex A
10.3*	Amendment to American Tower Corporation 2007 Equity Incentive Plan	8-K	001-14195	March 14, 2017	10.1
10.4*	Form of Restricted Stock Unit Agreement (U.S. Employee / Non-Employee Director) (For grants made beginning March 1, 2019 - December 4, 2022 (Non-Employee Directors) / September 30, 2023 (U.S. Employees)) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-K	001-14195	February 27, 2019	10.10
10.5*	Form of Restricted Stock Unit Agreement (Non-U.S. Employee) (For grants made beginning March 1, 2019) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-K	001-14195	February 27, 2019	10.11
10.6*	Form of Notice of Grant of Performance-Based Restricted Stock Units Agreement (U.S. Employee) (For grants made beginning April 11, 2020) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	8-K/A	001-14195	April 16, 2020	10.1
10.7*	Form of Notice of Grant of Performance-Based Restricted Stock Units Agreement (Non-U.S. Employee) (For grants made beginning June 1, 2021) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	July 29, 2021	10.1
10.8*	Form of Restricted Stock Unit Agreement (Non-Employee Director) (For grants made beginning December 5, 2022) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-K	001-14195	February 23, 2023	10.9
10.9*	Form of Restricted Stock Units Agreement (U.S. Employee) (For grants made October 1, 2023 – December 31, 2023) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	October 26, 2023	10.1
10.10*	Form of Restricted Stock Units Agreement (Non-U.S. Employee) (For grants made October 1, 2023 – December 31, 2023) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	October 26, 2023	10.2
10.11*	Form of Restricted Stock Units Agreement (Non-Employee Director) (For grants made beginning October 1, 2023) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	October 26, 2023	10.3
10.12*	Form of Notice of Grant of Performance-Based Restricted Stock Units Agreement (U.S. Employee) (For grants made beginning October 1, 2023) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	October 26, 2023	10.4

Exhibit No.	Description of Document	Incorporated By Reference			
		Form	File No.	Date of Filing	Exhibit No.
10.13*	Form of Notice of Grant of Performance-Based Restricted Stock Units Agreement (Non-U.S. Employee) (For grants made beginning October 1, 2023) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	10-Q	001-14195	October 26, 2023	10.5
10.14*	Form of Restricted Stock Units Agreement (U.S. Employee) (For grants made beginning January 1, 2024) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	Filed herewith as Exhibit 10.14	—	—	—
10.15*	Form of Restricted Stock Units Agreement (Non-U.S. Employee) (For grants made beginning January 1, 2024) Pursuant to the American Tower Corporation 2007 Equity Incentive Plan, as amended	Filed herewith as Exhibit 10.15	—	—	—
10.16	Second Amended and Restated Loan and Security Agreement, dated as of March 29, 2018, by and between American Tower Asset Sub, LLC and American Tower Assets Sub II, LLC, as Borrowers, and U.S. Bank National Association, as Trustee for American Tower Trust I, as Lender	10-Q	001-14195	May 2, 2018	10.2
10.17	Second Supplement and Amendment dated as of March 13, 2023 to the Second Amended and Restated Loan and Security Agreement dated as of March 29, 2018, by and among American Tower Asset Sub, LLC and American Tower Asset Sub II, LLC, as Borrowers, and U.S. Bank Trust Company, National Association, as Trustee for American Tower Trust I Secured Tower Revenue Securities as Lender	10-Q	001-14195	April 26, 2023	10.1
10.18	First Amended and Restated Management Agreement, dated as of March 15, 2013, by and between American Tower Asset Sub, LLC and American Tower Asset Sub II, LLC, as Owners, and SpectraSite Communications, LLC, as Manager	10-Q	001-14195	May 1, 2013	10.2
10.19	Second Amended and Restated Trust and Servicing Agreement, dated as of March 29, 2018, by and among American Tower Depositor Sub, LLC, as Depositor, Midland Loan Services, a Division of PNC Bank, National Association, as Servicer, and U.S. Bank National Association, as Trustee	10-Q	001-14195	May 2, 2018	10.3
10.20	Second Trust Agreement Supplement and Amendment dated as of March 13, 2023 to Second Amended and Restated Trust and Servicing Agreement dated as of March 29, 2018, by and among American Tower Depositor Sub, LLC, as Depositor, Midland Loan Services, a Division of PNC Bank, National Association, as Servicer, and U.S. Bank Trust Company, National Association, as Trustee	10-Q	001-14195	April 26, 2023	10.3
10.21	Second Amended and Restated Cash Management Agreement, dated as of March 29, 2018, by and among American Tower Asset Sub, LLC and American Tower Asset Sub II, LLC, as Borrowers, and U.S. Bank National Association, as Trustee for American Tower Trust I Secured Tower Revenue Securities, as Lender, Midland Loan Services, a Division of PNC Bank, National Association, as Servicer, U.S. Bank National Association, as Agent, and SpectraSite Communications, LLC, as Manager	10-Q	001-14195	May 2, 2018	10.4

[Table of Contents](#)

Incorporated By Reference					
Exhibit No.	Description of Document	Form	File No.	Date of Filing	Exhibit No.
10.22	First Amendment dated as of March 13, 2023 to the Second Amended and Restated Cash Management Agreement dated as of March 29, 2018, by and among American Tower Asset Sub, LLC, American Tower Asset Sub II, LLC, the Borrowers party thereto, U.S. Bank Trust Company, National Association, as Trustee for American Tower Trust I Secured Tower Revenue Securities as Lender, Midland Loan Services, a Division of PNC Bank, National Association, as Servicer, U.S. Bank National Association, as Agent, and Spectrasite Communications, LLC, as Manager	10-Q	001-14195	April 26, 2023	10.2
10.23	Agreement to Sublease by and among ALLTEL Communications, Inc. the ALLTEL entities and American Towers, Inc. and American Tower Corporation, dated December 19, 2000	10-K	001-14195	April 2, 2001	2.2
10.24	Lease and Sublease, dated as of December 14, 2000, by and among SBC Tower Holdings LLC, Southern Towers, Inc., SBC Wireless, LLC and SpectraSite Holdings, Inc.	SpectraSite Holdings, Inc. Quarterly Report on Form 10-Q	000-27217	May 11, 2001	10.2
10.25**	Amendment to Lease and Sublease, dated September 30, 2008, by and between SpectraSite, LLC, American Tower Asset Sub II, LLC, SBC Wireless, LLC and SBC Tower Holdings LLC	10-Q	001-14195	May 8, 2009	10.7
10.26*	Summary Compensation Information for Current Named Executive Officers	8-K	001-14195	March 1, 2022	Item 5.02(e)
10.27	Form of Waiver and Termination Agreement	8-K	001-14195	March 5, 2009	10.4
10.28*	American Tower Corporation Severance Plan, as Amended and Restated, as of January 1, 2024	Filed herewith as Exhibit 10.28	—	—	—
10.29*	American Tower Corporation Severance Plan, Program for Executive Vice Presidents and Chief Executive Officer, as of January 1, 2024	Filed herewith as Exhibit 10.29	—	—	—
10.30*	Letter Agreement, dated as of October 25, 2023, by and between the Company and Eugene M. Noel	Filed herewith as Exhibit 10.30	—	—	—
10.31*	Letter Agreement, dated as of February 5, 2024, by and between the Company and Steven O. Vondran	Filed herewith as Exhibit 10.31	—	—	—

[Table of Contents](#)

<u>Exhibit No.</u>	<u>Description of Document</u>	<u>Incorporated By Reference</u>			
		<u>Form</u>	<u>File No.</u>	<u>Date of Filing</u>	<u>Exhibit No.</u>
10.32	3-Year Term Loan Agreement, dated as of February 10, 2021, among the Company, as Borrower, Bank of America, N.A., as Administrative Agent, TD Securities (USA), LLC and Mizuho Bank, Ltd. as Syndication Agents, BofA Securities, Inc., TD Securities (USA), LLC, Mizuho Bank, Ltd., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., RBC Capital Markets and Morgan Stanley MUFG Loan Partners, LLC as Joint Lead Arrangers and Joint Bookrunners, and Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., Royal Bank of Canada and Morgan Stanley MUFG Loan Partners, LLC, as Co-Documentation Agents	10-K	001-14195	February 25, 2021	10.45
10.33	First Amendment to 3-Year Term Loan Agreement, dated as of December 8, 2021, among the Company, as Borrower, Bank of America, N.A., as Administrative Agent, and certain other lenders under the Company's 3-Year Term Loan Agreement, dated as of February 10, 2021	10-K	001-14195	February 25, 2022	10.28
10.34	Third Amended and Restated Multicurrency Revolving Credit Agreement, dated as of December 8, 2021, among the Company and certain of its subsidiaries, as Borrower, Toronto Dominion (Texas) LLC, as Administrative Agent and Swingline Lender, BofA Securities, Inc., TD Securities (USA) LLC, Mizuho Bank, Ltd., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., RBC Capital Markets and Morgan Stanley MUFG Loan Partners, LLC, as Joint Lead Arrangers and Joint Bookrunners, Mizuho Bank, Ltd., as Syndication Agent, and BofA Securities, Inc., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., Royal Bank of Canada and Morgan Stanley MUFG Loan Partners, LLC, as Co-Documentation Agents	10-K	001-14195	February 25, 2022	10.29
10.35	Amendment No. 1 to the Third Amended and Restated Multicurrency Revolving Credit Agreement, dated as of June 29, 2023, among the Company and certain of its subsidiaries as borrowers, Toronto Dominion (Texas) LLC, as administrative agent, and a majority of lenders under the Third Amended and Restated Multicurrency Revolving Credit Agreement, dated as of December 8, 2021	10-Q	001-14195	July 27, 2023	10.2
10.36	Fourth Amended and Restated Revolving Credit Agreement, dated as of December 8, 2021, among the Company, as Borrowers, Toronto Dominion (Texas) LLC, as Administrative Agent and Swingline Lender, BofA Securities, Inc., TD Securities (USA) LLC, Mizuho Bank, Ltd., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., RBC Capital Markets and Morgan Stanley MUFG Loan Partners, LLC, as Joint Lead Arrangers and Joint Bookrunners, Mizuho Bank, Ltd., as Syndication Agent, and BofA Securities, Inc., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., Royal Bank of Canada and Morgan Stanley MUFG Loan Partners, LLC, as Co-Documentation Agents	10-K	001-14195	February 25, 2022	10.30

[Table of Contents](#)

Incorporated By Reference					
Exhibit No.	Description of Document	Form	File No.	Date of Filing	Exhibit No.
10.37	Amendment No. 1 to the Fourth Amended and Restated Revolving Credit Agreement, dated as of June 29, 2023, among the Company and certain of its subsidiaries as borrowers, Toronto Dominion (Texas) LLC, as administrative agent, and a majority of lenders under the Fourth Amended and Restated Revolving Credit Agreement, dated as of December 8, 2021	10-Q	001-14195	July 27, 2023	10.3
10.38	Second Amended and Restated Term Loan Agreement, dated as of December 8, 2021, among the Company, as Borrower, Mizuho Bank, Ltd., as Administrative Agent; TD Securities (USA) LLC, as Syndication Agent, Bank of America, N.A., Barclays Bank PLC, Citibank, N.A., JPMorgan Chase Bank, N.A., Morgan Stanley MUFG Loan Partners, LLC and Royal Bank of Canada as Co-Documentation Agents, Mizuho Bank, Ltd., TD Securities (USA) LLC, Barclays Bank PLC, BofA Securities, Inc., Citibank, N.A., JPMorgan Chase Bank, N.A., Morgan Stanley MUFG Loan Partners, LLC and RBC Capital Markets as Joint Lead Arrangers and Joint Bookrunners, and the several other lenders that are parties thereto	10-K	001-14195	February 25, 2022	10.31
10.39	Amendment No. 1 to the Second Amended and Restated Term Loan Agreement, dated as of June 29, 2023, among the Company, as borrower, Mizuho Bank, Ltd., as administrative agent, and a majority of the lenders under the Second Amended and Restated Term Loan Agreement, dated as of December 8, 2021	10-Q	001-14195	July 27, 2023	10.1
10.40	Master Agreement, dated as of February 5, 2015, among the Company and Verizon Communications Inc.	10-K	001-14195	February 24, 2015	10.45
10.41	Master Prepaid Lease, dated as of March 27, 2015, among certain subsidiaries of the Company and Verizon Communications Inc.	10-Q	001-14195	April 30, 2015	10.8
10.42	Sale Site Master Lease Agreement, dated as of March 27, 2015, among certain subsidiaries of the Company, Verizon Communications Inc. and certain of its subsidiaries	10-Q	001-14195	April 30, 2015	10.9
10.43	MPL Site Master Lease Agreement, dated as of March 27, 2015, among Verizon Communications Inc. and certain of its subsidiaries and ATC Sequoia LLC	10-Q	001-14195	April 30, 2015	10.10
10.44	Management Agreement, dated as of March 27, 2015, among Verizon Communications Inc., and certain of its subsidiaries and ATC Sequoia LLC	10-Q	001-14195	April 30, 2015	10.11
10.45	Agreement For the Sale and Purchase of the Towers Europe Division of Telxius Telecom, S.A., dated as of January 13, 2021, between Telxius Telecom, S.A. and American Tower International, Inc.	10-K	001-14195	February 25, 2021	10.41
10.46	Agreement For the Sale and Purchase of the Towers LatAm Division of Telxius Telecom, S.A., dated as of January 13, 2021, between Telxius Telecom, S.A. and American Tower International, Inc.	10-K	001-14195	February 25, 2021	10.42

[Table of Contents](#)

Incorporated By Reference					
<u>Exhibit No.</u>	<u>Description of Document</u>	<u>Form</u>	<u>File No.</u>	<u>Date of Filing</u>	<u>Exhibit No.</u>
21	Subsidiaries of the Company	Filed herewith as Exhibit 21	—	—	—
23	Consent of Independent Registered Public Accounting Firm—Deloitte & Touche LLP	Filed herewith as Exhibit 23	—	—	—
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith as Exhibit 31.1	—	—	—
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith as Exhibit 31.2	—	—	—
32	Certifications filed pursuant to 18. U.S.C. Section 1350	Filed herewith as Exhibit 32	—	—	—
97	American Tower Corporation Compensation Recovery Policy	Filed herewith as Exhibit 97	—	—	—
101	The following materials from American Tower Corporation's Annual Report on Form 10-K for the year ended December 31, 2020, formatted in XBRL (Extensible Business Reporting Language): 101.SCH—Inline XBRL Taxonomy Extension Schema Document 101.CAL—Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.LAB—Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE—Inline XBRL Taxonomy Extension Presentation Linkbase Document 101.DEF—Inline XBRL Taxonomy Extension Definition	Filed herewith as Exhibit 101	—	—	—
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	—	—	—	—

* Management contracts and compensatory plans and arrangements required to be filed as exhibits to this Form 10-K pursuant to Item 15(a)(3).

** The exhibit has been filed separately with the Commission pursuant to an application for confidential treatment. The confidential portions of the exhibit have been omitted and are marked by an asterisk.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 27th day of February, 2024.

AMERICAN TOWER CORPORATION

By: /s/ STEVEN O. VONDRA

Steven O. Vondran
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been duly signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/S/ STEVEN O. VONDRAK Steven O. Vondran	President and Chief Executive Officer (Principal Executive Officer), Director	February 27, 2024
/S/ RODNEY M. SMITH Rodney M. Smith	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 27, 2024
/S/ ROBERT J. MEYER Robert J. Meyer	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 27, 2024
/S/ KELLY C. CHAMBLISS Kelly C. Chambliss	Director	February 27, 2024
/S/ TERESA H. CLARKE Teresa H. Clarke	Director	February 27, 2024
/S/ RAYMOND P. DOLAN Raymond P. Dolan	Director	February 27, 2024
/S/ KENNETH R. FRANK Kenneth R. Frank	Director	February 27, 2024
/S/ ROBERT D. HORMATS Robert D. Hormats	Director	February 27, 2024
/S/ GRACE D. LIEBLEIN Grace D. Lieblein	Director	February 27, 2024
/S/ CRAIG MACNAB Craig Macnab	Director	February 27, 2024
/S/ JOANN A. REED JoAnn A. Reed	Director	February 27, 2024
/S/ PAMELA D. A. REEVE Pamela D. A. Reeve	Chair of the Board, Director	February 27, 2024
/S/ BRUCE L. TANNER Bruce L. Tanner	Director	February 27, 2024
/S/ SAMME L. THOMPSON Sammie L. Thompson	Director	February 27, 2024

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
Report of Independent Registered Public Accounting Firm (PCAOB ID No. 34)	<u>2</u>
Consolidated Balance Sheets as of December 31, 2023 and 2022	<u>4</u>
Consolidated Statements of Operations for the Years Ended December 31, 2023, 2022 and 2021	<u>5</u>
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021	<u>6</u>
Consolidated Statements of Equity for the Years Ended December 31, 2023, 2022 and 2021	<u>7</u>
Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021	<u>8</u>
Notes to Consolidated Financial Statements	<u>9</u>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of American Tower Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of American Tower Corporation and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income, equity, and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Determination of fair value of the Spain reporting unit - Refer to Notes 1, 5, 11, and 16 to the financial statements.

Critical Audit Matter Description

The Company reviews goodwill for impairment at least annually or whenever events or circumstances indicate the carrying value of an asset may not be recoverable. The Company's evaluation of recovery of goodwill involves the comparison of the carrying amount of a reporting unit, inclusive of allocated goodwill, to the fair value of the applicable reporting unit. If goodwill is determined to be impaired, the amount of impairment recognized is the amount by which the carrying amount of the reporting unit exceeds the fair value of the reporting unit. Fair value is generally determined using discounted forecasted cash flows.

The Company performed its annual impairment test as of December 31, 2023 for the Spain reporting unit. The resulting fair value was compared to the reporting unit's carrying amount, which indicated that the carrying amount exceeded the estimated fair value. Accordingly, the Company recorded an impairment charge of \$80.0 million in the consolidated statement of operations. The remaining goodwill allocated to the Spain reporting unit as of December 31, 2023 was \$737.6 million.

We identified the determination of the fair value of the Spain reporting unit, along with the resulting impairment charge, as a critical audit matter due to the significant judgments made by management to estimate the fair value of the reporting unit. There

[Table of Contents](#)

was a high degree of auditor judgment in evaluating management's assumptions and estimates related to revenue growth rate, margin projections, and discount rate used in the determination of fair value based upon a discounted cash flow model.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the determination of fair value of the Spain reporting unit and the recording of a goodwill impairment charge included the following, among others:

- We tested the effectiveness of internal controls over management's goodwill impairment evaluation, including those over the determination of the fair value of the Spain reporting unit.
- We evaluated the reasonableness of management's future contracted revenue, revenue growth rates, and margin projections used in the discounted cash flow model to:
 - Historical results.
 - Internal communications to management and the Board of Directors and external communications to investors.
 - Forecasted information included in analyst and industry reports for the Company and the Spanish market.
- With the assistance of our business valuation specialists, we evaluated the reasonableness of the discount rate used in the discounted cash flow model.
- We recalculated the carrying amount of the reporting unit.
- We reperformed the comparison of the fair value to the carrying amount and recalculated the amount of the resulting impairment charge.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 27, 2024

We have served as the Company's auditor since 1997.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in millions, except share count and per share data)

	December 31, 2023	December 31, 2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,973.3	\$ 2,028.4
Restricted cash	120.1	112.3
Accounts receivable, net	669.7	758.3
Prepaid and other current assets	946.9	723.3
Total current assets	3,710.0	3,622.3
PROPERTY AND EQUIPMENT, net	19,788.8	19,998.3
GOODWILL	12,639.0	12,956.7
OTHER INTANGIBLE ASSETS, net	16,520.7	17,983.3
DEFERRED TAX ASSET	179.1	129.2
DEFERRED RENT ASSET	3,521.8	3,039.1
RIGHT-OF-USE ASSET	8,878.8	8,918.9
NOTES RECEIVABLE AND OTHER NON-CURRENT ASSETS	789.4	546.7
TOTAL	\$ 66,027.6	\$ 67,194.5
LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable	\$ 258.7	\$ 218.6
Accrued expenses	1,280.6	1,344.2
Distributions payable	906.2	745.3
Accrued interest	387.0	261.0
Current portion of operating lease liability	794.6	788.9
Current portion of long-term obligations	3,187.5	4,514.2
Unearned revenue	434.7	439.7
Total current liabilities	7,249.3	8,311.9
LONG-TERM OBLIGATIONS	35,734.0	34,156.0
OPERATING LEASE LIABILITY	7,438.7	7,591.9
ASSET RETIREMENT OBLIGATIONS	2,158.2	2,047.4
DEFERRED TAX LIABILITY	1,361.4	1,492.0
OTHER NON-CURRENT LIABILITIES	1,220.6	1,186.8
Total liabilities	55,162.2	54,786.0
COMMITMENTS AND CONTINGENCIES		
EQUITY (shares in thousands):		
Common stock: \$ 0.01 par value; 1,000,000 shares authorized; 477,300 and 476,623 shares issued; and 466,296 and 465,619 shares outstanding, respectively	4.8	4.8
Additional paid-in capital	14,872.9	14,689.0
Distributions in excess of earnings	(3,638.8)	(2,101.9)
Accumulated other comprehensive loss	(5,739.5)	(5,718.3)
Treasury stock (11,004 shares at cost)	(1,301.2)	(1,301.2)
Total American Tower Corporation equity	4,198.2	5,572.4
Noncontrolling interests	6,667.2	6,836.1
Total equity	10,865.4	12,408.5
TOTAL	\$ 66,027.6	\$ 67,194.5

See accompanying notes to consolidated financial statements.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except share and per share data)

	Year Ended December 31,		
	2023	2022	2021
REVENUES:			
Property	\$ 11,001.2	\$ 10,470.0	\$ 9,109.6
Services	143.0	241.1	247.3
Total operating revenues	11,144.2	10,711.1	9,356.9
OPERATING EXPENSES:			
Costs of operations (exclusive of items shown separately below):			
Property	3,200.5	3,156.4	2,585.3
Services	60.1	107.4	96.7
Depreciation, amortization and accretion	3,086.5	3,355.1	2,332.6
Selling, general, administrative and development expense	992.5	972.3	811.6
Other operating expenses	377.7	767.6	398.7
Goodwill impairment	402.0	—	—
Total operating expenses	8,119.3	8,358.8	6,224.9
OPERATING INCOME	3,024.9	2,352.3	3,132.0
OTHER INCOME (EXPENSE):			
Interest income	143.4	71.6	40.4
Interest expense	(1,398.2)	(1,136.5)	(870.9)
Loss on retirement of long-term obligations	(0.3)	(0.4)	(38.2)
Other (expense) income (including foreign currency (losses) gains of \$(330.8), \$ 449.4 , and \$ 557.9 respectively)	(248.5)	433.7	566.1
Total other expense	(1,503.6)	(631.6)	(302.6)
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	1,521.3	1,720.7	2,829.4
Income tax provision	(154.2)	(24.0)	(261.8)
NET INCOME	1,367.1	1,696.7	2,567.6
Net loss attributable to noncontrolling interests	116.2	69.1	0.1
NET INCOME ATTRIBUTABLE TO AMERICAN TOWER CORPORATION COMMON STOCKHOLDERS	\$ 1,483.3	\$ 1,765.8	\$ 2,567.7
NET INCOME PER COMMON SHARE AMOUNTS:			
Basic net income attributable to American Tower Corporation common stockholders	\$ 3.18	\$ 3.83	\$ 5.69
Diluted net income attributable to American Tower Corporation common stockholders	\$ 3.18	\$ 3.82	\$ 5.66
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING (in thousands):			
BASIC	466,063	461,519	451,498
DILUTED	467,162	462,750	453,294

See accompanying notes to consolidated financial statements.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended December 31,		
	2023	2022	2021
Net income	\$ 1,367.1	\$ 1,696.7	\$ 2,567.6
Other comprehensive (loss) income:			
Changes in fair value of cash flow hedges, each net of tax expense of \$ 0	—	—	(0.0)
Reclassification of unrealized losses on cash flow hedges to net income, each net of tax expense of \$ 0	—	—	0.1
Foreign currency translation adjustments, net of tax expense (benefit) of \$ 0.3 , \$(0.8), and \$(0.0), respectively.	60.2	(1,165.0)	(1,150.2)
Other comprehensive income (loss)	60.2	(1,165.0)	(1,150.1)
Comprehensive income	1,427.3	531.7	1,417.5
Comprehensive loss attributable to noncontrolling interests	34.8	254.7	169.6
Allocation of accumulated other comprehensive income resulting from purchases of noncontrolling interest and redeemable noncontrolling interests	—	—	1.1
Comprehensive income attributable to American Tower Corporation stockholders	<u>\$ 1,462.1</u>	<u>\$ 786.4</u>	<u>\$ 1,588.2</u>

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(in millions, share counts in thousands)

	Common Stock		Treasury Stock		Accumulated				
	Issued				Additional	Other	Distributions		
	Shares	Amount	Shares	Amount	Paid-in Capital	Comprehensive Loss	in Excess of Earnings	Noncontrolling Interests	Total Equity
BALANCE, JANUARY 1, 2021					(1,282.4)	10,473.7		(1,343.0)	
	455,245	\$ 4.6	(10,915)	\$)	\$)	\$ (3,759.4)	\$)	\$ 474.9	\$ 4,568.4
Stock-based compensation related activity (1)	1,448	0.0	—	—	167.9	—	—	—	167.9
Issuance of common stock—stock purchase plan	68	0.0	—	—	14.3	—	—	—	14.3
Issuance of common stock	9,900	0.1	—	—	2,361.7	—	—	—	2,361.8
Changes in fair value of cash flow hedges, net of tax	—	—	—	—	—	(0.0)	—	—	(0.0)
Reclassification of unrealized losses on cash flow hedges to net income, net of tax	—	—	—	—	—	0.1	—	—	0.1
Foreign currency translation adjustment, net of tax	—	—	—	—	—	(980.7)	—	(163.4)	(1,144.1)
Adjustment to noncontrolling interest	—	—	—	—	(648.4)	47.4	—	601.0	—
Contributions from noncontrolling interest	—	—	—	—	—	—	—	3,078.2	3,078.2
Distributions to noncontrolling interest	—	—	—	—	(214.9)	—	—	(3.1)	(218.0)
Redemption of noncontrolling interest	26	0.0	—	—	1.7	—	—	(1.7)	—
Purchases of redeemable noncontrolling interests	—	—	—	—	84.2	(46.3)	—	—	37.9
Purchase of noncontrolling interest	—	—	—	—	—	—	—	10.2	10.2
Common stock distributions declared	—	—	—	—	—	—	(2,367.1)	—	(2,367.1)
Net income (loss)	—	—	—	—	—	—	2,567.7	(7.7)	2,560.0
BALANCE, DECEMBER 31, 2021					(1,282.4)	12,240.2		(1,142.4)	
	466,687	\$ 4.7	(10,915)	\$)	\$)	\$ (4,738.9)	\$)	\$ 3,988.4	\$ 9,069.6
Stock-based compensation related activity	676	0.0	—	—	141.9	—	—	—	141.9
Issuance of common stock—stock purchase plan	75	0.0	—	—	15.3	—	—	—	15.3
Issuance of common stock	9,185	0.1	—	—	2,291.6	—	—	—	2,291.7
Treasury stock activity	—	—	(89)	(18.8)	—	—	—	—	(18.8)
Foreign currency translation adjustment, net of tax	—	—	—	—	—	(979.4)	—	(185.6)	(1,165.0)
Contributions from noncontrolling interest holders	—	—	—	—	—	—	—	3,125.4	3,125.4
Distributions to noncontrolling interest holders	—	—	—	—	—	—	—	(23.0)	(23.0)
Common stock distributions declared	—	—	—	—	—	—	(2,725.3)	—	(2,725.3)
Net income (loss)	—	—	—	—	—	—	1,765.8	(69.1)	1,696.7
BALANCE, DECEMBER 31, 2022					(1,301.2)	14,689.0		(2,101.9)	
	476,623	\$ 4.8	(11,004)	\$)	\$)	\$ (5,718.3)	\$)	\$ 6,836.1	\$ 12,408.5
Stock-based compensation related activity	586	0.0	—	—	169.6	—	—	—	169.6
Issuance of common stock—stock purchase plan	91	0.0	—	—	14.3	—	—	—	14.3
Foreign currency translation adjustment, net of tax	—	—	—	—	—	(21.2)	—	81.4	60.2
Contributions from noncontrolling interest holders	—	—	—	—	—	—	—	12.7	12.7
Distributions to noncontrolling interest holders	—	—	—	—	—	—	—	(146.8)	(146.8)
Common stock distributions declared	—	—	—	—	—	—	(3,020.2)	—	(3,020.2)
Net income (loss)	—	—	—	—	—	—	1,483.3	(116.2)	1,367.1
BALANCE, DECEMBER 31, 2023					(1,301.2)	14,872.9		(3,638.8)	
	477,300	\$ 4.8	(11,004)	\$)	\$)	\$ (5,739.5)	\$)	\$ 6,667.2	\$ 10,865.4

(1) For the year ended December 31, 2021, Additional-Paid in Capital includes \$ 17.1 million of consideration related to the fair value of certain equity awards previously granted by CoreSite (as defined in note 6) under its equity plan that the Company assumed and converted into corresponding equity awards with respect to shares of the Company's common stock (the "CoreSite Replacement Awards").

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(in millions)

	Year Ended December 31,		
	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 1,367.1	\$ 1,696.7	\$ 2,567.6
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation, amortization and accretion	3,086.5	3,355.1	2,332.6
Stock-based compensation expense	195.7	169.3	119.5
Loss on investments, unrealized foreign currency (gain) loss and other non-cash expense	279.0	(401.2)	(535.2)
Impairments, net loss on sale of long-lived assets, non-cash restructuring and merger related expenses	739.9	684.3	196.4
Loss on early retirement of long-term obligations	0.3	0.4	38.2
Amortization of deferred financing costs, debt discounts and premiums and other non-cash interest	49.8	47.5	39.9
Deferred income taxes	(182.0)	(236.7)	(41.2)
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	(34.5)	(78.6)	(191.7)
Prepaid and other assets	(342.6)	(196.1)	(33.2)
Deferred rent asset	(472.0)	(499.8)	(465.6)
Right-of-use asset and Operating lease liability, net	(103.7)	(9.3)	(32.7)
Accounts payable and accrued expenses	(11.9)	(48.2)	33.2
Accrued interest	128.6	6.6	42.9
Unearned revenue	(43.4)	(818.9)	743.8
Other non-current liabilities	65.6	25.1	5.4
Cash provided by operating activities	<u>4,722.4</u>	<u>3,696.2</u>	<u>4,819.9</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for purchase of property and equipment and construction activities	(1,798.1)	(1,873.6)	(1,376.7)
Payments for acquisitions, net of cash acquired	(168.0)	(549.0)	(19,303.9)
Proceeds from sales of short-term investments and other non-current assets	17.3	19.6	14.3
Payment for investments in equity securities	—	—	(25.0)
Deposits and other	253.3	47.8	(0.9)
Cash used for investing activities	<u>(1,695.5)</u>	<u>(2,355.2)</u>	<u>(20,692.2)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short-term borrowings, net	148.7	28.8	—
Borrowings under credit facilities	6,120.0	4,190.0	12,856.9
Proceeds from issuance of senior notes, net	5,678.3	1,293.6	6,761.6
Proceeds from term loans	—	—	7,347.0
Proceeds from issuance of securities in securitization transaction	1,300.0	—	—
Repayments of notes payable, credit facilities, senior notes, secured debt, short-term borrowings, term loans and finance leases	(13,230.3)	(9,625.5)	(13,178.1)
Contributions from noncontrolling interest holders	4.1	3,120.8	3,078.2
Distributions to noncontrolling interest holders	(46.5)	(10.9)	(223.2)
Purchases of common stock	—	(18.8)	—
Proceeds from stock options and employee stock purchase plan	22.1	32.4	96.8
Distributions paid on common stock	(2,949.3)	(2,630.4)	(2,271.0)
Proceeds from the issuance of common stock, net	—	2,291.7	2,361.8
Payment for early retirement of long-term obligations	—	—	(74.0)
Deferred financing costs and other financing activities	(144.5)	(94.9)	(155.8)
Purchases of redeemable noncontrolling interests	—	—	(175.7)
Cash (used for) provided by financing activities	<u>(3,097.4)</u>	<u>(1,423.2)</u>	<u>16,424.5</u>
Net effect of changes in foreign currency exchange rates on cash and cash equivalents, and restricted cash	23.2	(120.4)	(70.3)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH	<u>(47.3)</u>	<u>(202.6)</u>	<u>481.9</u>
CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH, BEGINNING OF YEAR	<u>2,140.7</u>	<u>2,343.3</u>	<u>1,861.4</u>
CASH AND CASH EQUIVALENTS, AND RESTRICTED CASH, END OF YEAR	<u><u>\$ 2,093.4</u></u>	<u><u>\$ 2,140.7</u></u>	<u><u>\$ 2,343.3</u></u>

See accompanying notes to consolidated financial statements.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Tabular amounts in millions, unless otherwise disclosed)****1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Business—American Tower Corporation (together with its subsidiaries, “ATC” or the “Company”) is one of the largest global real estate investment trusts and a leading independent owner, operator and developer of multitenant communications real estate. The Company’s primary business is the leasing of space on communications sites to wireless service providers, radio and television broadcast companies, wireless data providers, government agencies and municipalities and tenants in a number of other industries. The Company refers to this business, inclusive of its data center business discussed below, as its property operations. Additionally, the Company offers tower-related services in the United States, which the Company refers to as its services operations. These services include site application, zoning and permitting (“AZP”), structural and mount analyses and construction management, which primarily support the Company’s site leasing business, including the addition of new tenants and equipment on its sites. The Company’s customers include its tenants, licensees and other payers.

The Company’s portfolio primarily consists of towers that it owns and towers that it operates pursuant to long-term lease arrangements, as well as distributed antenna system (“DAS”) networks, which provide seamless coverage solutions in certain in-building and outdoor wireless environments. In addition to the communications sites in its portfolio, the Company manages rooftop and tower sites for property owners under various contractual arrangements. The Company also holds other telecommunications infrastructure, fiber and property interests that it leases primarily to communications service providers and third-party tower operators and holds a portfolio of highly interconnected data center facilities and related assets in the United States that the Company provides for the leasing of space primarily to enterprises, network operators, cloud providers and supporting service providers.

American Tower Corporation is a holding company that conducts its operations through its directly and indirectly owned subsidiaries and joint ventures. ATC’s principal domestic operating subsidiaries are American Towers LLC and SpectraSite Communications, LLC. ATC conducts its international operations primarily through its subsidiary, American Tower International, Inc., which in turn conducts operations through its various international holding and operating subsidiaries and joint ventures.

The Company operates as a real estate investment trust for U.S. federal income tax purposes (“REIT”). Accordingly, the Company generally is not required to pay U.S. federal income taxes on income generated by its REIT operations, including the income derived from leasing space on its towers and in its data centers, as it receives a dividends paid deduction for distributions to stockholders that offsets its REIT taxable income and gains. However, the Company remains obligated to pay U.S. federal income taxes on earnings from its domestic taxable REIT subsidiaries (“TRSs”). In addition, the Company’s international assets and operations, regardless of their classification for U.S. tax purposes, continue to be subject to taxation in the jurisdictions where those assets are held or those operations are conducted.

The use of TRSs enables the Company to continue to engage in certain businesses and jurisdictions while complying with REIT qualification requirements. The Company may, from time to time, change the election of previously designated TRSs to be included as part of the REIT. As of December 31, 2023, the Company’s REIT-qualified businesses included its U.S. tower leasing business, a majority of its U.S. indoor DAS networks business, its Services and Data Centers segments, as well as most of its operations in Canada, Costa Rica, France, Germany, Ghana, Kenya, Mexico, Nigeria, South Africa and Uganda.

Principles of Consolidation and Basis of Presentation —The accompanying consolidated financial statements include the accounts of the Company and those entities in which it has a controlling interest. Investments in entities that the Company does not control are accounted for using the equity method or as investments in equity securities, depending upon the Company’s ability to exercise significant influence over operating and financial policies. All intercompany accounts and transactions have been eliminated.

As of December 31, 2023, the Company holds (i) a 52 % controlling interest in subsidiaries whose holdings consist of the Company’s operations in France, Germany and Spain (such subsidiaries collectively, “ATC Europe”) (Allianz and CDPQ (each as defined in note 15) hold the noncontrolling interests), (ii) a 51 % controlling interest in a joint venture whose holdings consist of the Company’s operations in Bangladesh (Confidence Tower Holdings Ltd. (“Confidence Group”) holds the noncontrolling interest) and (iii) a common equity interest of approximately 72 % in the Company’s U.S. data center business (Stonepeak (as defined and further discussed in note 15) holds approximately 28 % of the outstanding common equity and 100 % of the outstanding mandatorily convertible preferred equity). As of December 31, 2023, ATC Europe holds an 87 % and an 83 % controlling interest in subsidiaries that consist of the Company’s operations in Germany and Spain, respectively (PGGM holds the noncontrolling interests). See note 15 for a discussion of changes to the Company’s noncontrolling interests during the years ended December 31, 2023 and 2022.

[Table of Contents](#)**AMERICAN TOWER CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Tabular amounts in millions, unless otherwise disclosed)**

Sale of Mexico Fiber—On March 29, 2023, the Company completed the sale of one of its subsidiaries in Mexico that held fiber assets (“Mexico Fiber”) for total consideration of \$ 252.5 million, resulting in a loss on the sale of \$ 80.0 million, which was included in Other operating expenses in the accompanying consolidated statements of operations. As a result of the transaction, the Company disposed of \$ 20.7 million of goodwill based on the relative fair value of Mexico Fiber and the portion of the applicable goodwill reporting unit that was retained. Prior to the divestiture, Mexico Fiber’s operating results were included within the Latin America property segment. The divestiture did not qualify for presentation as a discontinued operation.

Sale of Poland Subsidiary—On May 31, 2023, the Company completed the sale of its subsidiary in Poland (“ATC Poland”) for total consideration of 6.7 million EUR (approximately \$ 7.2 million at the date of closing), resulting in a gain on the sale of \$ 1.1 million, which was included in Other operating expenses in the accompanying consolidated statements of operations. Prior to the divestiture, ATC Poland’s operating results were included within the Europe property segment. The divestiture did not qualify for presentation as a discontinued operation.

Reportable Segments—The Company reports its results in seven segments – U.S. & Canada property (which includes all assets in the United States and Canada, other than the Company’s data center facilities and related assets), Asia-Pacific property, Africa property, Europe property, Latin America property, Data Centers and Services, which are discussed further in note 20.

Significant Accounting Policies and Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results may differ from those estimates, and such differences could be material to the accompanying consolidated financial statements. The significant estimates in the accompanying consolidated financial statements include impairment of long-lived assets (including goodwill), revenue recognition, rent expense and lease accounting, income taxes and accounting for business combinations and acquisitions of assets. The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued as additional evidence for certain estimates or to identify matters that require additional disclosure.

Accounts Receivable and Deferred Rent Asset—The Company derives the largest portion of its revenues and corresponding accounts receivable and the related deferred rent asset from a relatively small number of customers in the telecommunications industry, and 45 % of its current-year revenues are derived from three customers.

The Company’s deferred rent asset is associated with non-cancellable tenant leases that contain fixed escalation clauses over the terms of the applicable lease for which revenue is recognized on a straight-line basis over the lease term.

The Company mitigates its concentrations of credit risk with respect to notes and trade receivables and the related deferred rent assets by actively monitoring the creditworthiness of its borrowers and customers. In recognizing customer revenue, the Company assesses the collectibility of both the amounts billed and the portion recognized in advance of billing on a straight-line basis. This assessment takes customer credit risk and business and industry conditions into consideration to ultimately determine the collectibility of the amounts billed. To the extent the amounts, based on management’s estimates, may not be collectible, revenue recognition is deferred until such point as collectibility is determined to be reasonably assured. Any amounts that were previously recognized as revenue and are subsequently determined to present a risk of collection are reserved as bad debt expense included in Selling, general, administrative and development expense in the accompanying consolidated statements of operations.

Accounts receivable is reported net of allowances for doubtful accounts related to estimated losses resulting from a customer’s inability to make required payments and allowances for amounts invoiced whose collectibility is not reasonably assured. These allowances are generally estimated based on payment patterns, days past due and collection history, and incorporate changes in economic conditions that may not be reflected in historical trends, such as customers in bankruptcy, liquidation or reorganization. Receivables are written-off against the allowances or reserves when they are determined to be uncollectible. Such determination includes analysis and consideration of the particular conditions of the account. Changes in the allowances were as follows:

	Year Ended December 31,		
	2023	2022	2021
Balance as of January 1,	\$ 438.7	\$ 355.9	\$ 247.6
Current year increases	120.6	168.2	130.9
Write-offs, recoveries and other	(73.2)	(85.4)	(22.6)
Balance as of December 31,	<u>\$ 486.1</u>	<u>\$ 438.7</u>	<u>\$ 355.9</u>

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Functional Currency—The functional currency of each of the Company's foreign operating subsidiaries is normally the respective local currency, except for Costa Rica and Argentina, where the functional currency is the U.S. Dollar. All foreign currency assets and liabilities held by the subsidiaries are translated into U.S. Dollars at the exchange rate in effect at the end of the applicable fiscal reporting period and all foreign currency revenues and expenses are translated at the average monthly exchange rates. Translation adjustments are reflected in equity as a component of Accumulated other comprehensive loss ("AOCL") in the consolidated balance sheets and included as a component of Comprehensive income in the consolidated statements of comprehensive income.

Gains and losses on foreign currency transactions are reflected in Other expense in the consolidated statements of operations. However, the effect from fluctuations in foreign currency exchange rates on intercompany debt for which repayment is not anticipated in the foreseeable future is reflected in AOCL in the consolidated balance sheets and included as a component of Comprehensive income.

The Company recorded the following net foreign currency (gains) losses:

	Year Ended December 31,		
	2023	2022	2021
Foreign currency (gains) losses recorded in AOCL	\$ (103.9)	\$ 336.7	\$ 466.5
Foreign currency losses (gains) recorded in Other expense	330.8	(449.4)	(557.9)
Total foreign currency losses (gains)	<u>\$ 226.9</u>	<u>\$ (112.7)</u>	<u>\$ (91.4)</u>

Adoption of Highly Inflationary Accounting in Ghana—The Ghanaian economy was deemed to be highly inflationary and, as a result, the Company will adopt highly inflationary accounting as of January 1, 2024 for its subsidiary in Ghana. Under highly inflationary accounting, the functional currency of its subsidiary in Ghana will become the U.S. Dollar. All monetary and non-monetary assets and liabilities will be remeasured at the U.S. Dollar to Ghanaian Cedis exchange rate of 1 to 11.95 as of December 31, 2023. These amounts will become the new basis for those assets and liabilities as of January 1, 2024. Non-monetary assets and liabilities, as well as the corresponding income statement activities such as depreciation, amortization and equity, will continue to be measured at the historical exchange rate on December 31, 2023. Gains and losses on foreign currency arising in connection with the remeasurement of local currency denominated monetary assets and liabilities for foreign operating subsidiaries in economies that are deemed to be highly inflationary are reflected in Other expense in the consolidated statements of operations. This change is not expected to have a material impact on the Company's financial statements, as Ghana's assets and revenue are approximately 1 % and 1 % of consolidated assets and revenue, respectively.

Cash and Cash Equivalents—Cash and cash equivalents include cash on hand, demand deposits and short-term investments with original maturities of three months or less. The Company maintains its deposits at high-quality financial institutions and monitors the credit ratings of those institutions.

Restricted Cash—Restricted cash includes cash pledged as collateral to secure obligations and all cash whose use is otherwise limited by contractual provisions.

The reconciliation of cash and cash equivalents and restricted cash reported within the applicable balance sheet that sum to the total of the same such amounts shown in the statements of cash flows is as follows:

	Year Ended December 31,		
	2023	2022	2021
Cash and cash equivalents	\$ 1,973.3	\$ 2,028.4	\$ 1,949.9
Restricted cash	120.1	112.3	393.4
Total cash, cash equivalents and restricted cash	<u>\$ 2,093.4</u>	<u>\$ 2,140.7</u>	<u>\$ 2,343.3</u>

Restricted cash as of December 31, 2021 included advance payments from a customer.

Property and Equipment—Property and equipment is recorded at cost or, in the case of acquired properties, at estimated fair value on the date acquired. Cost for self-constructed sites includes direct materials and labor and certain indirect costs associated with construction of the site, such as transportation costs, employee benefits and payroll taxes. The Company begins the capitalization of costs during the pre-construction period, which is the period during which costs are incurred to evaluate the site, and continues to capitalize costs until the site is substantially completed and ready for occupancy by a customer. Labor and related costs capitalized for the years ended December 31, 2023, 2022 and 2021 were \$ 64.4 million, \$ 65.2 million and \$ 59.4 million, respectively.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Expenditures for repairs and maintenance are expensed as incurred. Augmentation and improvements that extend an asset's useful life or enhance capacity are capitalized.

Depreciation expense is recorded using the straight-line method over the assets' estimated useful lives. Towers and assets on leased land are depreciated over the estimated useful life of the asset taking into consideration the term of the corresponding ground lease and residual value.

Towers or assets acquired through finance leases are recorded net at the present value of future minimum lease payments or the fair value of the leased asset at the inception of the lease. Property and equipment and assets held under finance leases are amortized over the shorter of the applicable lease term or the estimated useful life of the respective assets for periods generally not exceeding twenty years.

The Company reviews its asset portfolio for indicators of impairment on an individual site basis. Impairments primarily result from a site not having current tenant leases or from having expenses in excess of revenues. The Company reviews other long-lived assets for impairment whenever events, changes in circumstances or other evidence indicate that the carrying amount of the Company's assets may not be recoverable. The Company records impairment charges, which are discussed in note 16, in Other operating expenses in the consolidated statements of operations in the period in which the Company identifies such impairment.

The Company is in the process of finalizing its review of the estimated useful lives of its tower assets. The Company now has over 20 years of operating history, and it is considering whether it should modify its current estimates for asset lives based on its historical operating experience. The Company has retained an independent consultant to assist the Company in completing this review and analysis. The Company currently depreciates its towers on a straight-line basis over the shorter of the term of the underlying ground lease (including renewal options) taking into account residual value or the estimated useful life of the tower, which the Company has historically estimated to be 20 years. Additionally, certain of the Company's intangible assets are amortized on a similar basis to its tower assets, as the estimated useful lives of such intangible assets correlate to the useful life of the towers. If the Company concludes that a revision in the estimated useful lives of its tower assets is appropriate based on its review and analysis, which the Company expects to conclude in 2024, the Company will account for any changes in the useful lives as a change in accounting estimate under ASC 250 Accounting Changes and Error Corrections, which will be recorded prospectively beginning in the period of change. Based on preliminary information obtained to date, the Company expects that its estimated asset lives may be extended, which would result in an estimated (i) \$ 700 million to \$ 800 million decrease in depreciation and amortization for the year ended December 31, 2024 and (ii) \$ 450 million to \$ 550 million increase in the right of use asset, as additional renewal options may be included, with an offsetting adjustment made to increase the related operating lease liability.

Goodwill and Other Intangible Assets—The Company reviews goodwill for impairment at least annually (as of December 31) or whenever events or circumstances indicate the carrying value of an asset may not be recoverable.

Goodwill is recorded in the applicable segment and assessed for impairment at the reporting unit level. The Company employs a discounted cash flow analysis when testing goodwill for impairment. The key assumptions utilized in the discounted cash flow analysis include current operating performance, terminal revenue growth rate, management's expectations of future operating results and cash requirements, the current weighted average cost of capital and an expected tax rate. The Company compares the fair value of the reporting unit, as calculated under an income approach using future discounted cash flows, to the carrying amount of the applicable reporting unit. If the carrying amount exceeds the fair value, an impairment loss would be recognized for the amount of the excess. The loss recognized is limited to the total amount of goodwill allocated to that reporting unit.

During the year ended December 31, 2023, the Company concluded that a triggering event occurred with respect to its India reporting unit. As a result, the Company performed a goodwill impairment test based on information observed during its review of strategic alternatives for this reporting unit. The result of the Company's goodwill impairment test indicated that the carrying amount of the Company's India reporting unit exceeded its estimated fair value. As a result, the Company recorded a goodwill impairment charge of \$ 322.0 million during the quarter ended September 30, 2023. The Company also performed its annual goodwill impairment test as of December 31, 2023. The results of the annual goodwill impairment test indicated that the carrying amount of the Company's Spain reporting unit exceeded its estimated fair value. As a result, the Company recorded a goodwill impairment charge of \$ 80.0 million. The goodwill impairment charges are recorded in Goodwill impairment in the accompanying consolidated statements of operations.

During the years ended December 31, 2023, 2022 and 2021, no other goodwill impairment was identified, as the fair value of each of the reporting units was in excess of its carrying amount.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Intangible assets that are separable from goodwill and are deemed to have a definite life are amortized over their useful lives, generally ranging from two to twenty years and are evaluated separately for impairment at least annually or whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company reviews its network location intangible assets for indicators of impairment on an individual tower basis. Impairments primarily result from a site not having current tenant leases or from having expenses in excess of revenues. The Company monitors its tenant-related intangible assets on a tenant by tenant basis for indicators of impairment, such as high levels of turnover or attrition, the customer's ability to meet its contractual obligations, non-renewal of a significant number of contracts or the cancellation or termination of a relationship. The Company assesses recoverability by determining whether the carrying amount of the related assets will be recovered primarily through projected undiscounted future cash flows. If the Company determines that the carrying amount of an asset may not be recoverable, the Company measures any impairment loss based on the projected future discounted cash flows to be provided from the asset or available market information relative to the asset's fair value, as compared to the asset's carrying amount. The Company records impairment charges, which are discussed in note 16, in Other operating expenses in the consolidated statements of operations in the period in which the Company identifies such impairment.

Fair Value Measurements—The Company determines the fair value of its financial instruments based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Asset Retirement Obligations—When required, the Company recognizes the fair value of obligations to remove its assets and remediate the leased space upon which certain of its assets are located. Generally, the associated retirement costs are capitalized as part of the carrying amount of the related assets and depreciated over their estimated useful lives and the liability is accreted through the obligation's estimated settlement date. Fair value estimates of asset retirement obligations generally involve discounting of estimated future cash flows associated with remediation costs. Periodic accretion of such liabilities due to the passage of time is included in Depreciation, amortization and accretion expense in the consolidated statements of operations. Adjustments are also made to the asset retirement obligation liability to reflect changes in the estimates of timing and amount of expected cash flows, with an offsetting adjustment made to the related long-lived tangible asset. The significant assumptions used in estimating the Company's aggregate asset retirement obligation are: timing of asset removals; cost of asset removals; timing and number of site lease renewals; expected inflation rates; and credit-adjusted, risk-free interest rates that approximate the Company's incremental borrowing rate.

The Company is in the process of finalizing its review of the estimated settlement dates for its asset retirement obligations. The Company now has over 20 years of operating history, and it is considering whether it should modify its current estimated settlement dates based on its historical operating experience, management's intent with respect to the assets, and the assets' estimated useful lives. The Company expects to complete its review of estimated settlement dates in the first quarter of 2024. If the Company concludes that a revision in the estimated settlement dates for its asset retirement obligations is appropriate based on its review and analysis, the Company will account for any changes in the estimated settlement dates as a change in accounting estimate under ASC 250 Accounting Changes and Error Corrections, which will be recorded prospectively beginning in the period of change. Based on preliminary information obtained to date, the Company expects that its estimated settlement dates may be extended. The extension in the estimated settlement dates would result in an estimated (i) \$ 400 million to \$ 500 million increase in the asset retirement obligation liability, with an offsetting adjustment made to the related long-lived tangible asset, (ii) \$ 800 million to \$ 900 million increase in the estimated undiscounted future cash outlay for asset retirement obligations, and (iii) \$ 50 million to \$ 100 million decrease in estimated accretion expense for the year ended December 31, 2024.

Income Taxes—As a REIT, the Company generally is not subject to U.S. federal income taxes on income generated by its REIT operations as it receives a dividends paid deduction for distributions to stockholders that generally offsets its REIT income and gains. However, the Company remains obligated to pay U.S. federal income taxes on certain earnings and continues to be subject to taxation in its foreign jurisdictions. Accordingly, the consolidated financial statements reflect provisions for federal, state, local and foreign income taxes. The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, as well as operating loss and tax credit carryforwards. The Company measures deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities as a result of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company periodically reviews its deferred tax assets, and provides valuation allowances if, based on the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Management assesses the

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. Valuation allowances would be reversed as a reduction to the provision for income taxes if related deferred tax assets are deemed realizable based on changes in facts and circumstances relevant to the assets' recoverability.

The Company estimates the liabilities from uncertain tax positions, which are recorded in Other non-current liabilities in the consolidated balance sheet, unless expected to be paid within one year. The Company reports penalties and tax-related interest expense as a component of the income tax provision and interest income from tax refunds as a component of Interest income in the consolidated statements of operations.

Other Comprehensive Income (Loss) —Other comprehensive income (loss) refers to items excluded from net income that are recorded as an adjustment to equity, net of tax. The Company's other comprehensive income (loss) primarily consisted of changes in fair value of effective derivative cash flow hedges, foreign currency translation adjustments, reclassification of unrealized losses on effective derivative cash flow hedges and other items. The AOCL balance included accumulated foreign currency translation losses of \$ 5.7 billion, \$ 5.7 billion and \$ 4.7 billion as of December 31, 2023, 2022 and 2021, respectively.

Distributions—As a REIT, the Company must annually distribute to its stockholders an amount equal to at least 90% of its REIT taxable income (determined before the deduction for distributed earnings and excluding any net capital gain). Generally, the Company has distributed, and expects to continue to distribute, all or substantially all of its REIT taxable income after taking into consideration its utilization of net operating losses ("NOLs").

The amount, timing and frequency of future distributions will be at the sole discretion of the Board of Directors and will depend upon various factors, a number of which may be beyond the Company's control, including the Company's financial condition and operating cash flows, the amount required to maintain its qualification for taxation as a REIT and reduce any income and excise taxes that the Company otherwise would be required to pay, limitations on distributions in the Company's existing and future debt and preferred equity instruments, the Company's ability to utilize NOLs to offset the Company's distribution requirements, limitations on its ability to fund distributions using cash generated through its TRSs and other factors that the Board of Directors may deem relevant.

Acquisitions—For acquisitions that meet the definition of a business combination, the Company applies the acquisition method of accounting where assets acquired and liabilities assumed are recorded at fair value at the date of each acquisition, and the results of operations are included with those of the Company from the dates of the respective acquisitions. Any excess of the purchase price paid by the Company over the amounts recognized for assets acquired and liabilities assumed is recorded as goodwill. The Company continues to evaluate acquisitions for a period not to exceed one year after the applicable acquisition date of each transaction to determine whether any additional adjustments are needed to the allocation of the purchase price paid for the assets acquired and liabilities assumed. All other acquisitions are accounted for as asset acquisitions and the purchase price is allocated to the net assets acquired with no recognition of goodwill. The purchase price is not subsequently adjusted.

The fair value of the assets acquired and liabilities assumed is typically determined by using either estimates of replacement costs or discounted cash flow valuation methods. When determining the fair value of tangible assets acquired, the Company must estimate the cost to replace the asset with a new asset taking into consideration such factors as age, condition and the economic useful life and productive capacity of the asset. When determining the fair value of intangible assets acquired and liabilities assumed, the Company must estimate the timing and amount of future cash flows, including rate and terms of renewal and attrition, and apply the applicable discount rate.

Revenue—The Company's revenue is derived from leasing the right to use its communications sites, the land on which the sites are located, land underlying our customers' sites and the space in its data center facilities (the "lease component") and from the reimbursement of costs incurred by the Company in operating the communications sites and data center facilities and supporting its customers' equipment as well as other services and contractual rights (the "non-lease component"). Most of the Company's revenue is derived from leasing arrangements and is accounted for as lease revenue unless the timing and pattern of revenue recognition of the non-lease component differs from the lease component. If the timing and pattern of the non-lease component revenue recognition differs from that of the lease component, the Company separately determines the stand-alone selling prices and pattern of revenue recognition for each performance obligation. Revenue related to DAS networks and fiber and other related assets results from agreements with customers that are generally not accounted for as leases.

The Company's revenue from leasing arrangements, including fixed escalation clauses present in non-cancellable lease arrangements, is reported on a straight-line basis over the term of the respective leases when collectibility is probable. Escalation clauses tied to a consumer price index ("CPI"), or other inflation-based indices, and other incentives present in lease agreements with the Company's tenants are excluded from the straight-line calculation. Total property straight-line revenues for the years ended December 31, 2023, 2022 and 2021 were \$ 472.0 million, \$ 499.8 million and \$ 465.6 million, respectively.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Non-lease property revenue—Non-lease property revenue consists primarily of revenue generated from DAS networks, fiber and other property related revenue. DAS networks and fiber arrangements generally require that the Company provide the tenant the right to use available capacity on the applicable communications infrastructure. Performance obligations are satisfied over time for the duration of the arrangements. Non-lease property revenue also includes revenue generated from interconnection offerings in the Company's data center facilities. Interconnection offerings are generally contracted on a month-to-month basis and are cancellable by the Company or the data center customer at any time. Performance obligations are satisfied over time for the duration of the arrangements. Other property related revenue streams, which include site inspections, are not material on either an individual or consolidated basis.

Services revenue—The Company offers tower-related services in the United States. These services include AZP, structural and mount analyses, and construction management. There is a single performance obligation related to AZP and construction management, and revenue is recognized over time based on milestones achieved, which are determined based on costs expected to be incurred. Structural and mount analyses services may have more than one performance obligation, contingent upon the number of contracted services. Revenue is recognized at the point in time the services are completed.

Some of the Company's contracts with customers contain multiple performance obligations. For these arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price, which is typically based on the price charged to customers.

Since most of the Company's contracts are leases, costs to enter into lease arrangements are capitalized under the applicable lease accounting guidance. Costs incurred to obtain non-lease contracts that are capitalized primarily relate to DAS networks and are not material to the consolidated financial statements. The Company has excluded sales tax, value added tax and similar taxes from non-lease revenue.

Revenue is disaggregated by geography in a manner consistent with the Company's business segments, which are discussed further in note 20. A summary of revenue disaggregated by source and geography is as follows:

Year Ended December 31, 2023	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers	Total
Non-lease property revenue	\$ 322.4	\$ 9.4	\$ 24.4	\$ 13.5	\$ 127.5	\$ 116.5	\$ 613.7
Services revenue	143.0	—	—	—	—	—	143.0
Total non-lease revenue	\$ 465.4	\$ 9.4	\$ 24.4	\$ 13.5	\$ 127.5	\$ 116.5	\$ 756.7
Property lease revenue	4,893.8	1,141.4	1,201.2	762.1	1,670.8	718.2	10,387.5
Total revenue	\$ 5,359.2	\$ 1,150.8	\$ 1,225.6	\$ 775.6	\$ 1,798.3	\$ 834.7	\$ 11,144.2

Year Ended December 31, 2022	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers	Total
Non-lease property revenue	\$ 295.4	\$ 14.3	\$ 27.4	\$ 16.3	\$ 154.5	\$ 106.0	\$ 613.9
Services revenue	241.1	—	—	—	—	—	241.1
Total non-lease revenue	\$ 536.5	\$ 14.3	\$ 27.4	\$ 16.3	\$ 154.5	\$ 106.0	\$ 855.0
Property lease revenue	4,710.9	1,062.7	1,165.1	719.4	1,537.4	660.6	9,856.1
Total revenue	\$ 5,247.4	\$ 1,077.0	\$ 1,192.5	\$ 735.7	\$ 1,691.9	\$ 766.6	\$ 10,711.1

Year Ended December 31, 2021	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers	Total
Non-lease property revenue	\$ 291.9	\$ 8.8	\$ 24.4	\$ 7.6	\$ 135.9	\$ 1.3	\$ 469.9
Services revenue	247.3	—	—	—	—	—	247.3
Total non-lease revenue	\$ 539.2	\$ 8.8	\$ 24.4	\$ 7.6	\$ 135.9	\$ 1.3	\$ 717.2
Property lease revenue	4,628.3	1,190.3	981.1	488.6	1,329.5	21.9	8,639.7
Total revenue	\$ 5,167.5	\$ 1,199.1	\$ 1,005.5	\$ 496.2	\$ 1,465.4	\$ 23.2	\$ 9,356.9

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Information about non-lease receivables, contract assets and contract liabilities from contracts with customers is as follows:

	December 31, 2023	December 31, 2022
Accounts receivable	\$ 75.9	\$ 96.9
Prepays and other current assets	19.7	39.9
Notes receivable and other non-current assets	30.3	27.1
Unearned revenue (1)	90.7	106.3
Other non-current liabilities (1)	257.1	321.6

(1) Includes capital contributions related to DAS networks.

The Company records unearned revenue when payments are received from customers in advance of the completion of the Company's performance obligations. Long-term unearned revenue is included in Other non-current liabilities.

During the year ended December 31, 2023, the Company recognized \$ 143.6 million of revenue that was previously included in the contract liabilities balances, primarily arising from balances as of December 31, 2022.

The Company records unbilled receivables, which are included in Prepays and other current assets, when it has completed a performance obligation prior to its ability to bill under the customer arrangement. Other contract assets are included in Notes receivable and other non-current assets. The Company recorded an immaterial change in unbilled receivables attributable to non-lease property revenue recognized during each of the years ended December 31, 2023 and 2022. The change in contract assets attributable to revenue recognized during the years ended December 31, 2023 and 2022 was \$ 0.6 million and \$(0.3) million, respectively.

The Company does not disclose the value of unsatisfied performance obligations for agreements (i) with an original expected length of one year or less or (ii) for which it recognizes revenue at the amount to which it has the right to invoice for services performed.

Lease Accounting and Rent Expense—The Company accounts for leases using a right-of-use model, which recognizes that, at the date of commencement, a lessee has a financial obligation to make lease payments to the lessor for the right to use the underlying asset during the lease term. The lessee also recognizes a corresponding right-of-use asset related to this right.

The Company recognizes a right-of-use lease asset and lease liability for operating and finance leases. The right-of-use asset is measured as the sum of the lease liability, prepaid or accrued lease payments, any initial direct costs incurred and any other applicable amounts. The Company reviews its right-of-use assets for impairment whenever events, changes in circumstances or other evidence indicate that the carrying amount of the Company's assets may not be recoverable. The Company reviews its right-of-use assets for indicators of impairment at the lowest level of identifiable cash flows, as part of its asset portfolio. Impairments primarily result from a site not having current tenant leases or from having expenses in excess of revenues. The Company records impairment charges, which are discussed in note 16, in Other operating expenses in the consolidated statements of operations in the period in which the Company identifies such impairment.

The calculation of the lease liability requires the Company to make certain assumptions for each lease, including lease term and discount rate implicit in each lease, which could significantly impact the gross lease obligation, the duration and the present value of the lease liability. When calculating the lease term, the Company considers the renewal, cancellation and termination rights available to the Company and the lessor. The Company determines the discount rate by calculating the incremental borrowing rate on a collateralized basis at the commencement of a lease or upon a change in the lease term.

Many of the leases underlying the Company's sites have fixed rent escalations, which provide for periodic increases in the amount of ground rent payable by the Company over time. In addition, certain of the Company's tenant leases require the Company to exercise available renewal options pursuant to the underlying ground lease if the tenant exercises its renewal option. The Company's calculation of the lease liability includes the term of the underlying ground lease plus all periods, if any, for which failure to renew the lease imposes an economic penalty to the Company such that renewal appears to be reasonably assured.

The straight-line component of ground rent expense for the years ended December 31, 2023, 2022 and 2021 was \$ 30.2 million, \$ 39.6 million and \$ 52.7 million, respectively.

Selling, General, Administrative and Development Expense —Selling, general and administrative expense consists of overhead expenses related to the Company's property and services operations and corporate overhead costs not specifically allocable to

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

any of the Company's individual business operations. Development expense consists of costs related to the Company's acquisition efforts, costs associated with new business initiatives and project cancellation costs.

Stock-Based Compensation—Stock-based compensation expense is measured at the accounting measurement date based on the fair value of the award and is generally recognized as an expense over the service period, which typically represents the vesting period. The Company provides for accelerated vesting and extended exercise periods of stock options and restricted stock units upon an employee's death or permanent disability, or upon an employee's qualified retirement, provided certain eligibility criteria are met. Accordingly, the Company recognizes compensation expense for stock options and time-based restricted stock units ("RSUs") over the shorter of (i) the vesting period or (ii) the period from the date of grant to the date the employee becomes eligible for such benefits due to death, disability or qualified retirement, which may occur upon grant. The expense recognized includes the impact of forfeitures as they occur. Equity awards typically vest ratably. Awards of RSUs and stock options granted prior to March 10, 2023 generally vest over four years. In December 2022, the Company's Compensation Committee changed the terms of its awards to generally vest over three years. The change in vesting terms is applicable for new awards granted beginning on March 10, 2023 and does not change the vesting terms applicable to grants awarded prior to March 10, 2023.

The Company grants performance-based restricted stock units ("PSUs") to its executive officers. Threshold, target and maximum parameters are established for a three-year performance period at the time of grant. The metrics are used to calculate the number of shares that will be issuable when the awards vest, which may range from zero to 200 % of the target amounts. The Company recognizes compensation expense for PSUs over the three-year vesting period, subject to adjustment based on the date the employee becomes eligible for retirement benefits as well as performance relative to grant parameters.

The fair value of stock options is determined using the Black-Scholes option-pricing model and the fair value of RSUs and PSUs is based on the fair value of the Company's common stock on the date of grant. The Company recognizes all stock-based compensation expense in Selling, general, administrative and development expense.

In connection with the vesting of restricted stock units, the Company withholds from issuance a number of shares of common stock to satisfy certain employee tax withholding obligations arising from such vesting. The shares withheld are considered constructively retired. The Company recognizes the fair value of the shares withheld in Additional paid-in capital on the consolidated balance sheets. As of December 31, 2023, the Company has withheld from issuance an aggregate of 3.0 million shares, including 0.2 million shares related to the vesting of restricted stock units during the year ended December 31, 2023.

Litigation Costs—The Company periodically becomes involved in various claims and lawsuits that are incidental to its business. The Company regularly monitors the status of pending legal actions to evaluate both the magnitude and likelihood of any potential loss. The Company accrues for these potential losses when it is probable that a liability has been incurred and the amount of loss, or possible range of loss, can be reasonably estimated. Should the ultimate losses on contingencies or litigation vary from estimates, adjustments to those liabilities may be required. The Company also incurs legal costs in connection with these matters and records estimates of these expenses, which are reflected in Selling, general, administrative and development expense in the accompanying consolidated statements of operations.

Earnings Per Common Share — Basic and Diluted—Basic net income per common share represents net income attributable to American Tower Corporation common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted net income per common share represents net income attributable to American Tower Corporation common stockholders divided by the weighted average number of common shares outstanding during the period and any dilutive common share equivalents, including (A) shares issuable upon the vesting of RSUs and exercise of stock options and (B) shares expected to be earned upon the achievement of the parameters established for PSUs, each to the extent not anti-dilutive. The Company uses the treasury stock method to calculate the effect of its outstanding RSUs, PSUs and stock options.

Retirement Plan—The Company has a 401(k) plan covering nearly all eligible employees who meet certain age and employment requirements. For the years ended December 31, 2023, 2022 and 2021, the Company matched 100 % of the first 5 % of a participant's contributions. For the years ended December 31, 2023, 2022 and 2021, the Company contributed \$ 16.4 million, \$ 16.9 million and \$ 14.9 million to the plan, respectively.

Accounting Standards Updates—In November 2023, the Financial Accounting Standards Board ("FASB") issued guidance which is intended to improve reportable segment disclosure requirements, primarily through additional disclosures about significant segment expenses. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

In December 2023, the FASB issued guidance which requires public entities to provide enhanced income tax disclosures on an annual basis. The new guidance requires an expanded rate reconciliation and the disaggregation of cash taxes paid by U.S. federal, U.S. state and foreign jurisdictions. The updated guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

2. PREPAID AND OTHER CURRENT ASSETS

Prepaid and other current assets consisted of the following:

	As of	
	December 31, 2023	December 31, 2022
Prepaid assets	\$ 93.4	\$ 100.7
Prepaid income tax	102.9	139.3
Unbilled receivables	323.2	283.8
Value added tax and other consumption tax receivables	79.8	83.6
Other miscellaneous current assets (1)	347.6	115.9
Prepaid and other current assets	<u>\$ 946.9</u>	<u>\$ 723.3</u>

(1) Includes the VIL OCDs (as defined and further discussed in note 11).

3. PROPERTY AND EQUIPMENT

Property and equipment (including assets held under finance leases) consisted of the following:

	Estimated Useful Lives (years) (1)	As of	
		December 31, 2023	December 31, 2022
Towers	Up to 20	\$ 17,014.5	\$ 16,288.4
Equipment (2)	3 - 20	4,490.4	4,409.6
Buildings and improvements	Up to 40	3,775.8	3,593.6
Land and improvements (3)	Up to 20	4,265.4	4,153.7
Construction-in-progress		1,362.2	1,431.9
Total		30,908.3	29,877.2
Less accumulated depreciation		(11,119.5)	(9,878.9)
Property and equipment, net		<u>\$ 19,788.8</u>	<u>\$ 19,998.3</u>

(1) Assets on leased land are depreciated over the estimated useful life of the asset taking into consideration the corresponding ground lease term and residual value.

(2) Includes fiber, DAS and data center related assets.

(3) Estimated useful lives apply to improvements only.

Total depreciation expense for the years ended December 31, 2023, 2022 and 2021 was \$ 1.5 billion, \$ 1.6 billion and \$ 1.0 billion, respectively.

Depreciation expense includes amounts related to finance lease assets for the years ended December 31, 2023, 2022 and 2021 of \$ 138.5 million, \$ 145.4 million and \$ 146.8 million, respectively.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Information about finance lease-related balances is as follows:

Finance leases:	Classification	As of December 31,	
		2023	2022
Property and equipment	Towers	\$ 2,776.8	\$ 2,742.2
Accumulated depreciation		(1,581.3)	(1,464.5)
Property and equipment, net		<u>\$ 1,195.5</u>	<u>\$ 1,277.7</u>
Property and equipment	Buildings and improvements	\$ 192.6	\$ 189.6
Accumulated depreciation		(102.9)	(94.0)
Property and equipment, net		<u>\$ 89.7</u>	<u>\$ 95.6</u>
Property and equipment	Land	\$ 131.9	\$ 129.3
Accumulated depreciation		(0.1)	—
Property and equipment, net		<u>\$ 131.8</u>	<u>\$ 129.3</u>
Property and equipment	Equipment	\$ 41.6	\$ 80.1
Accumulated depreciation		(13.3)	(25.6)
Property and equipment, net (1)		<u>\$ 28.3</u>	<u>\$ 54.5</u>

(1) As of December 31, 2022, included \$ 23.1 million of finance lease-related equipment assets associated with Mexico Fiber, which was sold during the year ended December 31, 2023.

4. LEASES

The Company determines if an arrangement is a lease at the inception of the agreement. The Company considers an arrangement to be a lease if it conveys the right to control the use of the communications infrastructure or ground space underneath communications infrastructure for a period of time in exchange for consideration. The Company is both a lessor and a lessee.

Lessor—The Company is a lessor in most of its revenue arrangements, as property revenue is derived from tenant leases of specifically-identified, physically distinct space on or in the Company's communications real estate assets. The Company's lease arrangements with its tenants for its communications sites vary depending upon the region and the industry of the tenant and generally have initial non-cancellable terms of five to ten years with multiple renewal terms. The leases also contain provisions that periodically increase the rent due, typically annually, based on a fixed escalation percentage or an inflationary index, or a combination of both. The Company structures its leases to include financial penalties if a tenant terminates the lease, which serve to disincentivize tenants from terminating the lease prior to the expiration of the lease term.

The Company's leasing arrangements outside of the United States may require that the Company provide power to the communications site through an electrical grid connection, diesel fuel generators or other sources and permit the Company to pass through the costs of, or otherwise charge for, these services. Many arrangements require that the communications site has power for a specified percentage of time. In most cases, if delivery of power falls below the specified service level, a corresponding reduction in revenue is recorded. The Company has determined that this performance obligation is satisfied over time for the duration of the lease. In addition, the Company provides power to its data center customers, which is passed through, or otherwise charged, to customers pursuant to the terms of the customer power arrangement. Customer power arrangements are coterminous with such customer's underlying lease and have the same pattern of transfer over the lease term. This performance obligation is generally satisfied over time for the duration of the lease. Fixed power revenue is recognized each month over the term of the lease. For variable power arrangements, the Company recognizes revenue each month as the uncertainty related to the consideration is resolved.

The Company typically has more than one tenant on a site and, by performing ordinary course repair and maintenance work, can often lease a site, either through renewing existing agreements or leasing to new tenants, for periods beyond the existing tenant lease term. Accordingly, the Company has minimal risk with respect to the residual value of its leased assets. Communications infrastructure assets are depreciated over their estimated useful lives, which generally do not exceed twenty years .

[Table of Contents](#)**AMERICAN TOWER CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Tabular amounts in millions, unless otherwise disclosed)

As of December 31, 2023, the Company does not have any material related party leases as a lessor. To the extent there are any intercompany leases, these are eliminated in consolidation. The Company generally does not enter into sales-type leases or direct financing leases. If incentives are present in the Company's leases, they are evaluated to determine proper treatment and, to the extent present, are recorded in Other current assets and Other non-current assets in the consolidated balance sheets and amortized on a straight line basis over the corresponding lease term as a non-cash reduction to revenue. As of December 31, 2023, the remaining weighted average amortization period of the Company's lease incentives was 10 years. As of December 31, 2023, Other current assets and Other non-current assets include \$ 31.8 million and \$ 345.7 million, respectively, for lease incentives. In addition, the Company's leases do not include any lessee purchase options.

Historically, the Company has been able to successfully renew its applicable leases as needed to ensure continuation of its revenue. Accordingly, the Company assumes that it will have access to the communications infrastructure or ground space underlying its sites when calculating future minimum rental receipts through the end of the respective terms. Future minimum rental receipts expected under non-cancellable operating lease agreements as of December 31, 2023, were as follows:

Fiscal Year	Amount (1) (2)
2024	\$ 8,233.1
2025	7,643.1
2026	7,191.7
2027	6,995.2
2028	5,686.7
Thereafter	24,525.6
Total	\$ 60,275.4

(1) Balances are translated at the applicable period-end exchange rate, which may impact comparability between periods.

(2) Balances represent contractual amounts owned with no adjustments made for expected collectibility.

Lessee—The Company enters into arrangements as a lessee primarily for ground space underneath its communications sites. These arrangements are typically long-term lease agreements with initial non-cancellable terms of approximately five to ten years with one or more automatic or exercisable renewal periods and specified increases in lease payments upon exercise of the renewal options. The Company typically exercises its ground lease renewal options in order to provide ongoing tenant space on or in its communications sites through the end of the tenant lease term. Escalation clauses present in operating leases, excluding those tied to CPI or other inflation-based indices, are recognized on a straight-line basis over the estimated lease term of the applicable lease as a component of rent expense. Additionally, the escalations tied to CPI or another inflation-based index are considered variable lease payments. In certain circumstances, the Company enters into revenue sharing arrangements with the ground space owner, which results in variability in lease payments. In most markets outside of the United States, in the event there are no tenants on the communications site, the Company generally has unilateral termination rights and in certain situations, the lease is structured to allow for termination by the Company with minimal or no penalties. Ground lease arrangements usually include annual escalations and do not contain any residual value guarantees or restrictions on dividends, other financial obligations or other similar terms. The Company has entered into certain transactions whereby at the end of a lease, sublease or similar arrangement, the Company has the option to purchase the corresponding communications sites. These transactions are further described in note 18.

The Company's lease liability is the present value of the remaining minimum rental payments to be made over the remaining lease term, including renewal options reasonably certain to be exercised. The Company also considers termination options and factors those into the determination of lease payments when appropriate. To determine the lease term, the Company considers all renewal periods that are reasonably certain to be exercised, taking into consideration all economic factors, including the communications site's estimated economic life (generally twenty years) and the respective lease terms of the Company's tenants under the existing lease arrangements on such site.

The Company assesses its right-of-use asset and other lease-related assets for impairment, as described in note 1. During the years ended December 31, 2023, 2022 and 2021, the Company recorded \$ 6.7 million, \$ 8.1 million and \$ 3.3 million, respectively, of impairment expense related to these assets.

As of December 31, 2023, the Company does not have any material related party leases as a lessee. The Company does not have any sale-leaseback arrangements as lessee and typically does not enter into leveraged leases.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

The Company leases certain land, buildings, equipment and office space under operating leases and land and improvements, towers, equipment and vehicles under finance leases. As of December 31, 2023, operating lease assets were included in Right-of-use asset and finance lease assets were included in Property and equipment, net in the consolidated balance sheet.

Information about other lease-related balances is as follows:

	As of	
	December 31, 2023	December 31, 2022
Operating leases:		
Right-of-use asset	\$ 8,878.8	\$ 8,918.9
Current portion of lease liability	\$ 794.6	\$ 788.9
Lease liability	7,438.7	7,591.9
Total operating lease liability	\$ 8,233.3	\$ 8,380.8
Finance leases:		
Current portion of lease liability	\$ 3.4	\$ 4.7
Lease liability	17.2	23.1
Total finance lease liability	\$ 20.6	\$ 27.8

As most of the Company's leases do not specifically state an implicit rate, the Company uses a market-specific incremental borrowing rate consistent with the lease term as of the lease commencement date or upon a remeasurement event when calculating the present value of the remaining lease payments. The incremental borrowing rate reflects the cost to borrow on a securitized basis in each market. The remaining lease term does not reflect all renewal options available to the Company, only those renewal options that the Company has assessed as reasonably certain of being exercised taking into consideration the economic and other factors noted above.

The weighted-average remaining lease terms and incremental borrowing rates are as follows:

	As of	
	December 31, 2023	December 31, 2022
Operating leases:		
Weighted-average remaining lease term (years)	11.6	12.2
Weighted-average incremental borrowing rate	5.8 %	5.3 %
Finance leases:		
Weighted-average remaining lease term (years)	16.2	13.4
Weighted-average incremental borrowing rate	7.4 %	6.9 %

The following table sets forth the components of lease cost for the years ended December 31,:

	2023	2022	2021
Operating lease cost	\$ 1,249.7	\$ 1,222.8	\$ 1,115.1
Variable lease costs not included in lease liability (1)	447.2	388.2	339.6

(1) Primarily includes property tax paid on behalf of the landlord.

The interest expense on finance lease liabilities was \$ 1.1 million, \$ 1.1 million and \$ 1.2 million for the years ended December 31, 2023, 2022 and 2021, respectively. Assets held under finance leases are recorded in property and equipment and are depreciated over the lesser of the remaining lease term or the remaining useful life.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Supplemental cash flow information is as follows for the years ended December 31,:

	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ (1,264.8)	\$ (1,228.1)	\$ (1,144.8)
Operating cash flows from finance leases	\$ (1.1)	\$ (1.1)	\$ (1.2)
Financing cash flows from finance leases	\$ (6.2)	\$ (6.7)	\$ (7.9)
Non-cash items:			
New operating leases (1)	\$ 245.7	\$ 402.4	\$ 2,063.8
Operating lease modifications and reassessments	\$ 405.9	\$ 80.5	\$ 96.0

(1) Amount includes new operating leases and leases acquired in connection with acquisitions. For the year ended December 31, 2021, includes \$ 1.4 billion related to the Telxius Acquisition (as defined in note 6).

As of December 31, 2023, the Company does not have material operating or financing leases that have not yet commenced.

Maturities of operating and finance lease liabilities as of December 31, 2023 were as follows:

Fiscal Year	Operating Lease (1)	Finance Lease (1)
2024	\$ 1,204.8	\$ 4.9
2025	1,098.7	4.0
2026	1,044.2	3.0
2027	981.5	2.2
2028	917.8	1.7
Thereafter	6,029.3	21.4
Total lease payments	11,276.3	37.2
Less amounts representing interest	(3,043.0)	(16.6)
Total lease liability	8,233.3	20.6
Less current portion of lease liability	794.6	3.4
Non-current lease liability	\$ 7,438.7	\$ 17.2

(1) Balances are translated at the applicable period-end exchange rate, which may impact comparability between periods.

5. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying value of goodwill for each of the Company's business segments were as follows:

	Property								Total
	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers	Services		
Balance as of December 31, 2021	\$ 4,648.4	\$ 990.1	\$ 612.2	\$ 3,230.4	\$ 888.6	\$ 2,978.4	\$ 2.0	\$ 13,350.1	
Adjustments (1)	—	—	—	3.6	(16.9)	(58.4)	—	(71.7)	
Other (2)	(7.4)	—	—	—	—	—	—	(7.4)	
Effect of foreign currency translation	(3.5)	(100.9)	(63.7)	(190.0)	43.8	—	—	(314.3)	
Balance as of December 31, 2022	\$ 4,637.5	\$ 889.2	\$ 548.5	\$ 3,044.0	\$ 915.5	\$ 2,920.0	\$ 2.0	\$ 12,956.7	
Other (3)	—	—	—	—	(20.7)	—	—	(20.7)	
Impairments (4)	—	(322.0)	—	(80.0)	—	—	—	(402.0)	
Effect of foreign currency translation	1.1	(4.5)	(50.8)	87.9	71.3	—	—	105.0	
Balance as of December 31, 2023	<u>\$ 4,638.6</u>	<u>\$ 562.7</u>	<u>\$ 497.7</u>	<u>\$ 3,051.9</u>	<u>\$ 966.1</u>	<u>\$ 2,920.0</u>	<u>\$ 2.0</u>	<u>\$ 12,639.0</u>	

(1) Europe and Latin America consist of measurement period adjustments related to the Telxius Acquisition (as defined in note 6). Data Centers consists of measurement period adjustments related to the CoreSite Acquisition (as defined in note 6).

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

(2) Other represents the goodwill associated with certain operations acquired in connection with the acquisition of InSite Wireless Group, LLC (the "InSite Acquisition"). These business operations were sold during the year ended December 31, 2022.

(3) Other represents the goodwill associated with Mexico Fiber, which was sold during the year ended December 31, 2023.

(4) Includes \$ 322.0 million and \$ 80.0 million of goodwill impairments associated with the India and Spain reporting units, respectively.

Goodwill Impairments

The Company reviews goodwill for impairment annually (as of December 31) or whenever events or circumstances indicate the carrying amount of an asset may not be recoverable, as further discussed in note 1.

The Company concluded that a triggering event occurred during the year ended December 31, 2023 with respect to its India reporting unit primarily due to indications of value received from third parties in connection with the Company's review of various strategic alternatives for its India operations, which concluded in the Pending ATC TIPL Transaction (as defined in note 22) in January 2024. As a result, the Company performed a goodwill impairment test using, among other things, the information obtained from third parties to compare the estimated fair value of the India reporting unit to its carrying amount, including goodwill. The result of the Company's goodwill impairment test indicated that the carrying amount of the Company's India reporting unit exceeded its estimated fair value. As a result, the Company recorded a goodwill impairment charge of \$ 322.0 million.

The Company also performed its annual goodwill impairment test as of December 31, 2023. The results of the annual goodwill impairment test indicated that the carrying amount of the Company's Spain reporting unit exceeded its estimated fair value, as calculated under an income approach using future discounted cash flows. As a result, the Company recorded a goodwill impairment charge of \$ 80.0 million. The key assumptions utilized in the discounted cash flow analysis include current operating performance, terminal revenue growth rate, management's expectations of future operating results and cash requirements, the current weighted average cost of capital and an expected tax rate. The reduction in the fair value of the Spain reporting unit was primarily due to an increase in the weighted average cost of capital.

The goodwill impairment charges are recorded in Goodwill impairment in the accompanying consolidated statements of operations.

The Company's other intangible assets subject to amortization consisted of the following:

	Estimated Useful Lives (years)	As of December 31, 2023			As of December 31, 2022		
		Gross Carrying Value	Accumulated Amortization	Net Book Value	Gross Carrying Value	Accumulated Amortization	Net Book Value
Acquired network location intangibles (1)	Up to 20	\$ 5,981.5	\$ (2,775.8)	\$ 3,205.7	\$ 6,058.2	\$ (2,537.9)	\$ 3,520.3
Acquired tenant-related intangibles	Up to 20	18,894.5	(6,698.6)	12,195.9	18,941.2	(5,827.7)	13,113.5
Acquired licenses and other intangibles	2 - 20	1,561.1	(442.0)	1,119.1	1,772.9	(423.4)	1,349.5
Total other intangible assets		\$ 26,437.1	\$ (9,916.4)	\$ 16,520.7	\$ 26,772.3	\$ (8,789.0)	\$ 17,983.3

(1) Acquired network location intangibles are amortized over the shorter of the term of the corresponding ground lease, taking into consideration lease renewal options and residual value, generally up to 20 years, as the Company considers these intangibles to be directly related to the tower assets.

The acquired network location intangibles represent the value to the Company of the incremental revenue growth that could potentially be obtained from leasing the excess capacity on acquired tower communications infrastructure. The acquired tenant-related intangibles typically represent the value to the Company of tenant contracts and relationships in place at the time of an acquisition or similar transaction, including assumptions regarding estimated renewals. Other intangibles represent the value of acquired licenses, trade name and in place leases. In place lease value represents the fair value of costs avoided in securing data center customers, including vacancy periods, legal costs and commissions. In place lease value also includes assumptions on similar costs avoided upon the renewal or extension of existing leases on a basis consistent with occupancy assumptions used in the fair value of other assets.

The Company amortizes its acquired intangible assets on a straight-line basis over their estimated useful lives. As of December 31, 2023, the remaining weighted average amortization period of the Company's intangible assets was 15 years.

[Table of Contents](#)**AMERICAN TOWER CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Tabular amounts in millions, unless otherwise disclosed)

Amortization of intangible assets for the years ended December 31, 2023, 2022 and 2021 was \$ 1.4 billion, \$ 1.7 billion and \$ 1.2 billion, respectively.

Based on current exchange rates, the Company expects to record amortization expense as follows over the next five years:

Fiscal Year	Amount
2024	\$ 1,334.1
2025	1,275.1
2026	1,231.7
2027	1,216.2
2028	1,204.9

6. ACQUISITIONS

The Company evaluates each of its acquisitions under the accounting guidance framework to determine whether to treat an acquisition as an asset acquisition or a business combination. For those transactions treated as asset acquisitions, the purchase price is allocated to the assets or rights acquired and liabilities assumed, with no recognition of goodwill. For those transactions treated as business combinations, the estimates of the fair value of the assets or rights acquired and liabilities assumed at the date of the applicable acquisition are subject to adjustment during the measurement period (up to one year from the particular acquisition date).

The fair value of these net assets acquired are based on management's estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques. While the Company believes that such preliminary estimates provide a reasonable basis for estimating the fair value of assets acquired and liabilities assumed, it evaluates any necessary information prior to finalization of the fair value. During the measurement period for those acquisitions accounted for as business combinations, the Company will adjust assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the revised estimated values of those assets or liabilities as of that date.

Impact of current year acquisitions—The Company typically acquires communications sites and other communications infrastructure assets from wireless carriers or other tower operators and subsequently integrates those sites and related assets into its existing portfolio of communications sites and related assets. In the United States, acquisitions may also include data center facilities and related assets. The financial results of the Company's acquisitions have been included in the Company's consolidated statements of operations for the year ended December 31, 2023 from the date of the respective acquisition. The date of acquisition, and by extension the point at which the Company begins to recognize the results of an acquisition, may depend on, among other things, the receipt of contractual consents, the commencement and extent of leasing arrangements and the timing of the transfer of title or rights to the assets, which may be accomplished in phases. Communications sites acquired from communications service providers may never have been operated as a business and may instead have been utilized solely by the seller as a component of its network infrastructure. An acquisition may or may not involve the transfer of business operations or employees.

For those acquisitions accounted for as business combinations, the Company recognizes acquisition and merger related expenses in the period in which they are incurred and services are received; for transactions accounted for as asset acquisitions, these costs are capitalized as part of the purchase price. Acquisition, disposition and merger related costs may include finder's fees, advisory, legal, accounting, valuation and other professional or consulting fees and general administrative costs directly related to completing the transaction. Integration costs include incremental and non-recurring costs necessary to convert data and systems, retain employees and otherwise enable the Company to operate acquired businesses or assets efficiently. The Company records acquisition, disposition and merger related expenses not subject to capitalization, as well as integration costs for all transactions, in Other operating expenses in the consolidated statements of operations.

During the years ended December 31, 2023, 2022 and 2021, the Company recorded acquisition, disposition and merger related expenses for business combinations, dispositions and non-capitalized asset acquisition costs and integration costs as follows:

	Year Ended December 31,		
	2023	2022	2021
Acquisition, disposition and merger related expenses	\$ 17.6	\$ 57.0	\$ 177.0
Integration costs	\$ 16.4	\$ 45.0	\$ 50.4

Table of Contents

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

During the years ended December 31, 2023, 2022 and 2021, the Company recorded net benefits of \$ 10.3 million, \$ 15.1 million and \$ 17.6 million related to pre-acquisition contingencies and settlements, respectively. The year ended December 31, 2022 included acquisition and merger related costs associated with the Stonepeak Transaction (as defined in note 15). The year ended December 31, 2021 included acquisition and merger related costs associated with the Telxius Acquisition and the CoreSite Acquisition (each as defined below).

2023 Transactions

The estimated aggregate impact of the acquisitions completed in 2023 on the Company's revenues and gross margin for the year ended December 31, 2023 was not material to the Company's operating results. Acquisitions completed in 2023 were included in the applicable Company property segments.

Other Acquisitions—During the year ended December 31, 2023, the Company acquired a total of 159 communications sites, as well as other communications infrastructure assets, in the United States, Canada, France, Poland and Spain for an aggregate purchase price of \$ 109.4 million. Of the aggregate purchase price, \$ 30.8 million, inclusive of value-added tax, is reflected as a payable in the consolidated balance sheet as of December 31, 2023. These acquisitions were accounted for as asset acquisitions and are included in the table below in "Other."

The following table summarizes the allocations of the purchase prices for the fiscal year 2023 acquisitions based upon their estimated fair value at the date of acquisition:

	Other
Current assets	\$ 11.0
Property and equipment	57.5
Intangible assets (1):	
Tenant-related intangible assets	35.3
Network location intangible assets	7.9
Other non-current assets	3.4
Current liabilities	(0.8)
Other non-current liabilities	(4.9)
Net assets acquired	109.4
Fair value of net assets acquired	109.4
Purchase price	<u><u>\$ 109.4</u></u>

(1) Tenant-related intangible assets and network location intangible assets are amortized on a straight-line basis over the estimated useful lives of the assets.

In addition to the acquisitions discussed above, during the year ended December 31, 2023, the Company purchased 59 towers in connection with the AT&T transaction described in note 18 for an aggregate purchase price of \$ 40.9 million.

Telxius and CoreSite Acquisitions

Telxius Acquisition—On January 13, 2021, the Company entered into two agreements with Telxius Telecom, S.A. ("Telxius"), a subsidiary of Telefónica, S.A., pursuant to which the Company agreed to acquire Telxius' European and Latin American tower divisions, comprising approximately 31,000 communications sites in Argentina, Brazil, Chile, Germany, Peru and Spain, for approximately 7.7 billion EUR (approximately \$ 9.4 billion at the date of signing) (the "Telxius Acquisition"), subject to certain adjustments. In June 2021, the Company completed the acquisition of nearly 20,000 communications sites in Germany and Spain, for total consideration of approximately 6.3 billion EUR (approximately \$ 7.7 billion at the date of closing), subject to certain post-closing adjustments and over 7,000 communications sites in Brazil, Peru, Chile and Argentina, for total consideration of approximately 0.9 billion EUR (approximately \$ 1.1 billion at the date of closing), subject to certain post-closing adjustments.

On August 2, 2021, the Company completed the acquisition of the approximately 4,000 remaining communications sites in Germany pursuant to the Telxius Acquisition for 0.6 billion EUR (approximately \$ 0.7 billion at the date of closing), subject to certain post-closing adjustments.

The acquired operations in Germany and Spain are included in the Europe property segment and the acquired operations in Brazil, Peru, Chile and Argentina are included in the Latin America property segment.

[Table of Contents](#)**AMERICAN TOWER CORPORATION AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Tabular amounts in millions, unless otherwise disclosed)**

CoreSite Acquisition —On November 14, 2021, the Company entered into an agreement with CoreSite Realty Corporation (“CoreSite”) to acquire all issued and outstanding shares of CoreSite common stock at \$ 170.00 per share (the “CoreSite Acquisition”). CoreSite’s portfolio consisted of 24 data center facilities and related assets in eight United States markets. On December 28, 2021, the Company completed the CoreSite Acquisition for total consideration of approximately \$ 10.4 billion, including the assumption and repayment of CoreSite’s existing debt. The acquired assets and operations are included in the Data Centers segment. The CoreSite Acquisition was accounted for as a business combination.

7. ACCRUED EXPENSES

Accrued expenses consisted of the following:

	As of	
	December 31, 2023	December 31, 2022
Accrued construction costs	\$ 183.8	\$ 230.8
Accrued income tax payable	21.0	29.8
Accrued pass-through costs	77.4	85.1
Amounts payable for acquisitions	27.7	55.2
Amounts payable to tenants	103.3	95.2
Accrued property and real estate taxes	295.5	270.1
Accrued rent	75.1	77.3
Payroll and related withholdings	147.4	140.4
Other accrued expenses	349.4	360.3
Accrued expenses	<u>\$ 1,280.6</u>	<u>\$ 1,344.2</u>

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

8. LONG-TERM OBLIGATIONS

Outstanding amounts under the Company's long-term obligations, reflecting discounts, premiums, debt issuance costs and fair value adjustments due to interest rate swaps consisted of the following:

	As of		Contractual Interest Rate (1)	Maturity Date (1)
	December 31, 2023	December 31, 2022		
2021 Multicurrency Credit Facility (2) (3)	723.4	3,788.7	6.088 %	July 1, 2026
2021 Term Loan (2)	997.0	996.3	6.581 %	January 31, 2027
2021 Credit Facility (2)	1,603.4	1,080.0	6.573 %	July 1, 2028
2021 EUR Three Year Delayed Draw Term Loan (2) (3)	910.7	882.9	4.985 %	May 28, 2024
2021 USD Two Year Delayed Draw Term Loan (2) (4)	—	1,499.3	N/A	N/A
3.50 % senior notes (5)	—	999.8	N/A	N/A
3.000 % senior notes (6)	—	694.5	N/A	N/A
0.600 % senior notes (7)	500.0	498.9	0.600 %	January 15, 2024
5.00 % senior notes (8)	1,000.1	1,000.5	5.000 %	February 15, 2024
3.375 % senior notes	649.7	648.3	3.375 %	May 15, 2024
2.950 % senior notes	648.2	646.4	2.950 %	January 15, 2025
2.400 % senior notes	748.5	747.3	2.400 %	March 15, 2025
1.375 % senior notes (9)	550.0	532.1	1.375 %	April 4, 2025
4.000 % senior notes	748.1	746.8	4.000 %	June 1, 2025
1.300 % senior notes	498.3	497.3	1.300 %	September 15, 2025
4.400 % senior notes	498.7	498.1	4.400 %	February 15, 2026
1.600 % senior notes	697.4	696.3	1.600 %	April 15, 2026
1.950 % senior notes (9)	549.6	532.1	1.950 %	May 22, 2026
1.450 % senior notes	595.9	594.5	1.450 %	September 15, 2026
3.375 % senior notes	994.7	992.9	3.375 %	October 15, 2026
3.125 % senior notes	398.9	398.6	3.125 %	January 15, 2027
2.750 % senior notes	747.0	746.1	2.750 %	January 15, 2027
0.450 % senior notes (9)	824.3	798.2	0.450 %	January 15, 2027
0.400 % senior notes (9)	548.2	530.4	0.400 %	February 15, 2027
3.650 % senior notes	644.8	643.3	3.650 %	March 15, 2027
4.125 % senior notes (9)	658.6	—	4.125 %	May 16, 2027
3.55 % senior notes	747.1	746.3	3.550 %	July 15, 2027
3.600 % senior notes	696.0	695.1	3.600 %	January 15, 2028
0.500 % senior notes (9)	822.8	796.6	0.500 %	January 15, 2028
1.500 % senior notes	647.1	646.5	1.500 %	January 31, 2028
5.500 % senior notes	693.6	—	5.500 %	March 15, 2028
5.250 % senior notes	643.9	—	5.250 %	July 15, 2028
5.800 % senior notes	743.4	—	5.800 %	November 15, 2028
3.950 % senior notes	593.7	592.6	3.950 %	March 15, 2029
0.875 % senior notes (9)	823.7	797.8	0.875 %	May 21, 2029
3.800 % senior notes	1,638.6	1,636.8	3.800 %	August 15, 2029
2.900 % senior notes	744.2	743.4	2.900 %	January 15, 2030
2.100 % senior notes	743.1	742.2	2.100 %	June 15, 2030
0.950 % senior notes (9)	546.0	528.5	0.950 %	October 5, 2030
1.875 % senior notes	793.3	792.5	1.875 %	October 15, 2030
2.700 % senior notes	695.0	694.4	2.700 %	April 15, 2031
4.625 % senior notes (9)	545.2	—	4.625 %	May 16, 2031
2.300 % senior notes	692.7	691.9	2.300 %	September 15, 2031
1.000 % senior notes (9)	711.5	689.1	1.000 %	January 15, 2032
4.050 % senior notes	642.9	642.2	4.050 %	March 15, 2032
5.650 % senior notes	790.6	—	5.650 %	March 15, 2033

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

1.250 % senior notes (9)	545.8	528.5	1.250 %	May 21, 2033
5.550 % senior notes	840.6	—	5.550 %	July 15, 2033
5.900 % senior notes	741.5	—	5.900 %	November 15, 2033
3.700 % senior notes	592.4	592.2	3.700 %	October 15, 2049
3.100 % senior notes	1,038.6	1,038.3	3.100 %	June 15, 2050
2.950 % senior notes	1,023.2	1,022.5	2.950 %	January 15, 2051
Total American Tower Corporation debt	36,472.0	36,307.0		
Series 2013-2A Securities (10)	—	1,299.7	N/A	N/A
Series 2018-1A Securities (11)	496.8	496.1	3.652 %	March 15, 2028
Series 2023-1A Securities (12)	1,284.4	—	5.490 %	March 15, 2028
Series 2015-2 Notes (13)	524.1	523.4	3.482 %	June 16, 2025
Other subsidiary debt (14)	123.6	16.2	Various	Various
Total American Tower subsidiary debt	2,428.9	2,335.4		
Finance lease obligations	20.6	27.8		
Total	38,921.5	38,670.2		
Less current portion of long-term obligations	(3,187.5)	(4,514.2)		
Long-term obligations	\$ 35,734.0	\$ 34,156.0		

(1) Reflects interest rate or maturity date as of December 31, 2023.
(2) Accrues interest at a variable rate.
(3) Reflects borrowings denominated in EUR and, for the 2021 Multicurrency Credit Facility (as defined below), reflects borrowings denominated in both EUR and U.S. Dollars ("USD").
(4) Repaid in full on June 27, 2023 using borrowings under the 2021 Multicurrency Credit Facility.
(5) Repaid in full on January 31, 2023 using borrowings under the 2021 Credit Facility (as defined below).
(6) Repaid in full on June 15, 2023 using borrowings under the 2021 Credit Facility.
(7) Repaid in full on January 12, 2024 using borrowings under the 2021 Multicurrency Credit Facility.
(8) Repaid in full on February 14, 2024 using borrowings under the 2021 Multicurrency Credit Facility.
(9) Notes are denominated in EUR.
(10) Repaid in full on the March 2023 repayment date using proceeds from the 2023 Securitization (as defined below).
(11) Maturity date reflects the anticipated repayment date; final legal maturity is March 15, 2048.
(12) Maturity date reflects the anticipated repayment date; final legal maturity is March 15, 2053.
(13) Maturity date reflects the anticipated repayment date; final legal maturity is June 15, 2050.
(14) Includes amounts drawn under letters of credit in Nigeria, which are denominated in USD, and the India Term Loan (as defined below), which is denominated in Indian Rupee ("INR").

Current portion of long-term obligations—The Company's current portion of long-term obligations primarily includes (i) \$ 500.0 million aggregate principal amount of the Company's 0.600 % senior unsecured notes due January 15, 2024, (ii) \$ 1.0 billion aggregate principal amount of the Company's 5.00 % senior unsecured notes due February 15, 2024, (iii) \$ 650.0 million aggregate principal amount of the Company's 3.375 % senior unsecured notes due May 15, 2024 and (iv) 825.0 million EUR in borrowings under the 2021 EUR Three Year Delayed Draw Term Loan (as defined below).

American Tower Corporation Debt

Bank Facilities

Amendments to Bank Facilities—On June 29, 2023, the Company amended its (i) \$ 6.0 billion senior unsecured multicurrency revolving credit facility, as previously amended and restated on December 8, 2021 (the "2021 Multicurrency Credit Facility"), (ii) \$ 4.0 billion senior unsecured revolving credit facility, as previously amended and restated on December 8, 2021, (the "2021

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Credit Facility") and (iii) \$ 1.0 billion unsecured term loan, as previously amended and restated on December 8, 2021, (the "2021 Term Loan").

These amendments, among other things,

- i. extend the maturity dates of the 2021 Multicurrency Credit Facility and the 2021 Credit Facility to July 1, 2026 and July 1, 2028, respectively;
- ii. commemorate commitments under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility of \$ 6.0 billion and \$ 4.0 billion, respectively; and
- iii. replace the London Interbank Offered Rate ("LIBOR") pricing benchmark with an Adjusted Term Secured Overnight Financing Reserve ("SOFR") pricing benchmark.

2021 Multicurrency Credit Facility—During the year ended December 31, 2023, the Company borrowed an aggregate of \$ 3.0 billion and repaid an aggregate of \$ 6.1 billion, including 842.6 million EUR (\$ 919.1 million as of the repayment date), of revolving indebtedness under the Company's 2021 Multicurrency Credit Facility. The Company used the borrowings to repay outstanding indebtedness, including the 2021 USD Two Year Delayed Draw Term Loan (as defined below), and for general corporate purposes.

2021 Credit Facility—During the year ended December 31, 2023, the Company borrowed an aggregate of \$ 3.1 billion and repaid an aggregate of \$ 2.6 billion of revolving indebtedness under the Company's 2021 Credit Facility. The Company used the borrowings to repay outstanding indebtedness, including the 3.50 % Notes and the 3.000 % Notes (each as defined below), and for general corporate purposes.

Repayment of 2021 USD Two Year Delayed Draw Term Loan—On June 27, 2023, the Company repaid all amounts outstanding under its \$ 1.5 billion unsecured term loan entered into in December 2021 (the "2021 USD Two Year Delayed Draw Term Loan") with borrowings under the 2021 Multicurrency Credit Facility.

As of December 31, 2023, the key terms under the 2021 Multicurrency Credit Facility, the 2021 Credit Facility, the 2021 Term Loan and the Company's 825.0 million EUR unsecured term loan, as amended in December 2021 (the "2021 EUR Three Year Delayed Draw Term Loan") were as follows:

	Outstanding Principal Balance	Undrawn letters of credit	Maturity Date	Current margin over SOFR or EURIBOR (1)	Current commitment fee (2)
2021 Multicurrency Credit Facility	\$ 723.4	\$ 3.5	July 1, 2026 (3)	1.125 %	0.110 %
2021 Credit Facility	1,603.4	30.4	July 1, 2028 (3)	1.125 %	0.110 %
2021 Term Loan	1,000.0	N/A	January 31, 2027	1.125 %	N/A
2021 EUR Three Year Delayed Draw Term Loan	910.7	N/A	May 28, 2024	1.125 %	N/A

(1) SOFR applies to the USD denominated borrowings under the 2021 Multicurrency Credit Facility, the 2021 Credit Facility and the 2021 Term Loan. Euro Interbank Offer Rate ("EURIBOR") applies to the EUR denominated borrowings under the 2021 Multicurrency Credit Facility and all of the borrowings under the 2021 EUR Three Year Delayed Draw Term Loan.

(2) Fee on undrawn portion of each credit facility.

(3) Subject to two optional renewal periods.

The loan agreements for each of the 2021 Multicurrency Credit Facility, the 2021 Credit Facility, the 2021 Term Loan and the 2021 EUR Three Year Delayed Draw Term Loan contain certain reporting, information, financial and operating covenants and other restrictions (including limitations on additional debt, guaranties, sales of assets and liens) with which the Company must comply. Failure to comply with the financial and operating covenants of the loan agreements could not only prevent the Company from being able to borrow additional funds under the revolving credit facilities, but may constitute a default, which could result in, among other things, the amounts outstanding under the applicable agreement, including all accrued interest and unpaid fees, becoming immediately due and payable.

Senior Notes

Repayments of Senior Notes

Repayment of 3.50 % Senior Notes—On January 31, 2023, the Company repaid \$ 1.0 billion aggregate principal amount of the Company's 3.50 % senior unsecured notes due 2023 (the "3.50 % Notes") upon their maturity. The 3.50 % Notes were repaid

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

using borrowings under the 2021 Credit Facility. Upon completion of the repayment, none of the 3.50 % Notes remained outstanding.

Repayment of 3.000 % Senior Notes—On June 15, 2023, the Company repaid \$ 700.0 million aggregate principal amount of the Company's 3.000 % senior unsecured notes due 2023 (the " 3.000 % Notes") upon their maturity. The 3.000 % Notes were repaid using borrowings under the 2021 Credit Facility. Upon completion of the repayment, none of the 3.000 % Notes remained outstanding.

Offerings of Senior Notes

5.500 % Senior Notes and 5.650 % Senior Notes Offering—On March 3, 2023, the Company completed a registered public offering of \$ 700.0 million aggregate principal amount of 5.500 % senior unsecured notes due 2028 (the " 5.500 % Notes") and \$ 800.0 million aggregate principal amount of 5.650 % senior unsecured notes due 2033 (the " 5.650 % Notes"). The net proceeds from this offering were approximately \$ 1,480.9 million, after deducting commissions and estimated expenses. The Company used the net proceeds to repay existing indebtedness under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility.

4.125 % Senior Notes and 4.625 % Senior Notes Offering—On May 16, 2023, the Company completed a registered public offering of 600.0 million EUR (\$ 652.1 million at the date of issuance) aggregate principal amount of 4.125 % senior unsecured notes due 2027 (the " 4.125 % Notes") and 500.0 million EUR (\$ 543.4 million at the date of issuance) aggregate principal amount of 4.625 % senior unsecured notes due 2031 (the " 4.625 % Notes"). The net proceeds from this offering were approximately 1,089.5 million EUR (approximately \$ 1,184.1 million at the date of issuance), after deducting commissions and estimated expenses. The Company used the net proceeds to repay existing indebtedness under the 2021 Multicurrency Credit Facility and the 2021 Credit Facility.

5.250 % Senior Notes and 5.550 % Senior Notes Offering—On May 25, 2023, the Company completed a registered public offering of \$ 650.0 million aggregate principal amount of 5.250 % senior unsecured notes due 2028 (the " 5.250 % Notes") and \$ 850.0 million aggregate principal amount of 5.550 % senior unsecured notes due 2033 (the " 5.550 % Notes"). The net proceeds from this offering were approximately \$ 1,481.9 million, after deducting commissions and estimated expenses. The Company used the net proceeds to repay existing indebtedness under the 2021 Multicurrency Credit Facility.

5.800 % Senior Notes and 5.900 % Senior Notes Offering—On September 15, 2023, the Company completed a registered public offering of \$ 750.0 million aggregate principal amount of 5.800 % senior unsecured notes due 2028 (the " 5.800 % Notes") and \$ 750.0 million aggregate principal amount of 5.900 % senior unsecured notes due 2033 (the " 5.900 % Notes"). The net proceeds from this offering were approximately \$ 1,482.8 million, after deducting commissions and estimated expenses. The Company used the net proceeds to repay existing indebtedness under the 2021 Multicurrency Credit Facility.

The following table outlines key terms related to the Company's outstanding senior notes as of December 31, 2023:

	Aggregate Principal Amount	Adjustments to Principal Amount (1)		Interest payments due (2)	Issue Date	Par Call Date (3)
		2023	2022			
0.600 % Notes	500.0	(0.0)	(1.1)	January 15 and July 15	November 20, 2020	N/A
5.00 % Notes (4)	1,000.0	0.1	0.5	February 15 and August 15	August 19, 2013	N/A
3.375 % Notes	650.0	(0.3)	(1.7)	May 15 and November 15	March 15, 2019	April 15, 2024
2.950 % Notes	650.0	(1.8)	(3.6)	January 15 and July 15	June 13, 2019	December 15, 2024
2.400 % Notes	750.0	(1.5)	(2.7)	March 15 and September 15	January 10, 2020	February 15, 2025
1.375 % Notes (5)	551.9	(1.9)	(3.2)	April 4	April 6, 2017	January 4, 2025
4.000 % Notes	750.0	(1.9)	(3.2)	June 1 and December 1	May 7, 2015	March 1, 2025
1.300 % Notes	500.0	(1.7)	(2.7)	March 15 and September 15	June 3, 2020	August 15, 2025
4.400 % Notes	500.0	(1.3)	(1.9)	February 15 and August 15	January 12, 2016	November 15, 2025
1.600 % Notes	700.0	(2.6)	(3.7)	April 15 and October 15	March 29, 2021	March 15, 2026
1.950 % Notes (5)	551.9	(2.3)	(3.2)	May 22	May 22, 2018	February 22, 2026
1.450 % Notes	600.0	(4.1)	(5.5)	March 15 and September 15	September 27, 2021	August 15, 2026
3.375 % Notes	1,000.0	(5.3)	(7.1)	April 15 and October 15	May 13, 2016	July 15, 2026
3.125 % Notes	400.0	(1.1)	(1.4)	January 15 and July 15	September 30, 2016	October 15, 2026

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

2.750 % Notes	750.0	(3.0)	(3.9)	January 15 and July 15	October 3, 2019	November 15, 2026
0.450 % Notes (5)	827.9	(3.6)	(4.7)	January 15	May 21, 2021	November 15, 2026
0.400 % Notes (5)	551.9	(3.7)	(4.9)	February 15	October 5, 2021	December 15, 2026
3.650 % Notes	650.0	(5.2)	(6.7)	March 15 and September 15	April 1, 2022	February 15, 2027
4.125 % Notes (5)	662.3	(3.7)	—	May 16	May 16, 2023	March 16, 2027
3.55 % Notes	750.0	(2.9)	(3.7)	January 15 and July 15	June 30, 2017	April 15, 2027
3.600 % Notes	700.0	(4.0)	(4.9)	January 15 and July 15	December 8, 2017	October 15, 2027
0.500 % Notes (5)	827.9	(5.1)	(6.3)	January 15	September 10, 2020	October 15, 2027
1.500 % Notes	650.0	(2.9)	(3.5)	January 31 and July 31	November 20, 2020	November 30, 2027
5.500 % Notes	700.0	(6.4)	—	March 15 and September 15	March 3, 2023	February 15, 2028
5.250 % Notes	650.0	(6.1)	—	January 15 and July 15	May 25, 2023	June 15, 2028
5.800 % Notes	750.0	(6.6)	—	May 15 and November 15	September 15, 2023	October 15, 2028
3.950 % Notes	600.0	(6.3)	(7.4)	March 15 and September 15	March 15, 2019	December 15, 2028
0.875 % Notes (5)	827.9	(4.2)	(5.1)	May 21	May 21, 2021	February 21, 2029
3.800 % Notes	1,650.0	(11.4)	(13.2)	February 15 and August 15	June 13, 2019	May 15, 2029
2.900 % Notes	750.0	(5.8)	(6.6)	January 15 and July 15	January 10, 2020	October 15, 2029
2.100 % Notes	750.0	(6.9)	(7.8)	June 15 and December 15	June 3, 2020	March 15, 2030
0.950 % Notes (5)	551.9	(5.9)	(6.8)	October 5	October 5, 2021	July 5, 2030
1.875 % Notes	800.0	(6.7)	(7.5)	April 15 and October 15	September 28, 2020	July 15, 2030
2.700 % Notes	700.0	(5.0)	(5.6)	April 15 and October 15	March 29, 2021	January 15, 2031
4.625 % Notes (5)	551.9	(6.7)	—	May 16	May 16, 2023	February 16, 2031
2.300 % Notes	700.0	(7.3)	(8.1)	March 15 and September 15	September 27, 2021	June 15, 2031
1.000 % Notes (5)	717.5	(6.0)	(6.8)	January 15	September 10, 2020	October 15, 2031
4.050 % Notes	650.0	(7.1)	(7.8)	March 15 and September 15	April 1, 2022	December 15, 2031
5.650 % Notes	800.0	(9.4)	—	March 15 and September 15	March 3, 2023	December 15, 2032
1.250 % Notes (5)	551.9	(6.1)	(6.8)	May 21	May 21, 2021	February 21, 2033
5.550 % Notes	850.0	(9.4)	—	January 15 and July 15	May 25, 2023	April 15, 2033
5.900 % Notes	750.0	(8.5)	—	May 15 and November 15	September 15, 2023	August 15, 2033
3.700 % Notes	600.0	(7.6)	(7.8)	April 15 and October 15	October 3, 2019	April 15, 2049
3.100 % Notes (6)	1,050.0	(11.4)	(11.7)	June 15 and December 15	June 3, 2020	December 15, 2049
2.950 % Notes (7)	1,050.0	(26.8)	(27.5)	January 15 and July 15	November 20, 2020	July 15, 2050

(1) Includes unamortized discounts, premiums and debt issuance costs.

(2) Accrued and unpaid interest on USD denominated notes is payable in USD semi-annually in arrears and will be computed from the issue date on the basis of a 360-day year comprised of twelve 30-day months. Interest on EUR denominated notes is payable in EUR annually in arrears and will be computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the notes, beginning on the issue date.

(3) The Company may redeem the notes at any time, in whole or in part, at a redemption price equal to 100 % of the principal amount of the notes plus a make-whole premium, together with accrued interest to the redemption date. If the Company redeems the notes on or after the par call date, the Company will not be required to pay a make-whole premium.

(4) The original issue date for the initial 5.00 % Notes was August 19, 2013. The issue date for the reopened 5.00 % Notes was January 10, 2014.

(5) Notes are denominated in EUR.

(6) The original issue date for the initial 3.100 % Notes was June 3, 2020. The issue date for the reopened 3.100 % Notes was September 28, 2020.

(7) The original issue date for the initial 2.950 % Notes was November 20, 2020. The issue date for the reopened 2.950 % Notes was September 27, 2021.

Table of Contents

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

The Company may redeem each series of senior notes at any time, subject to the terms of the applicable supplemental indenture, in whole or in part, at a redemption price equal to 100 % of the principal amount of the notes plus a make-whole premium, as applicable, together with accrued interest to the redemption date. In addition, if the Company undergoes a change of control and corresponding ratings decline, each as defined in the applicable supplemental indenture for the notes, the Company may be required to repurchase all of the applicable notes at a purchase price equal to 101 % of the principal amount of such notes, plus accrued and unpaid interest (including additional interest, if any), up to but not including the repurchase date. The notes rank equally with all of the Company's other senior unsecured debt and are structurally subordinated to all existing and future indebtedness and other obligations of its subsidiaries.

Each applicable supplemental indenture for the notes contains certain covenants that restrict the Company's ability to merge, consolidate or sell assets and its (together with its subsidiaries') ability to incur liens. These covenants are subject to a number of exceptions, including that the Company and its subsidiaries may incur certain liens on assets, mortgages or other liens securing indebtedness if the aggregate amount of indebtedness secured by such liens does not exceed 3.5 x Adjusted EBITDA, as defined in the applicable supplemental indenture. As of December 31, 2023, the Company was in compliance with each of these covenants.

American Tower Subsidiary Debt

Securitizations

The Company has several securitizations in place. Cash flows generated by the communications sites that secure the securitized debt of the Company are only available for payment of such debt and are not available to pay the Company's other obligations or the claims of its creditors. However, subject to certain restrictions, the Company holds the right to receive the excess cash flows not needed to service the securitized debt and other obligations arising out of the securitizations. The securitized debt is the obligation of the issuers thereof or borrowers thereunder, as applicable, and their subsidiaries, and not of the Company or its other subsidiaries.

American Tower Secured Revenue Notes, Series 2015-1, Class A and Series 2015-2, Class A —In May 2015, GTP Acquisition Partners I, LLC ("GTP Acquisition Partners"), one of the Company's wholly owned subsidiaries, refinanced existing debt with cash on hand and proceeds from a private issuance (the "2015 Securitization") of \$ 350.0 million of American Tower Secured Revenue Notes, Series 2015-1, Class A, which were subsequently repaid on the June 2020 payment date, and \$ 525.0 million of American Tower Secured Revenue Notes, Series 2015-2, Class A (the "Series 2015-2 Notes").

The Series 2015-2 Notes were issued by GTP Acquisition Partners pursuant to a Third Amended and Restated Indenture and related series supplements, each dated as of May 29, 2015 (collectively, the "2015 Indenture"), between GTP Acquisition Partners and its subsidiaries (the "GTP Entities") and The Bank of New York Mellon, as trustee. The effective weighted average life and interest rate of the 2015 Notes was 8.1 years and 3.029 %, respectively, as of the date of issuance.

The outstanding Series 2015-2 Notes are secured by (i) mortgages, deeds of trust and deeds to secure debt on substantially all of the 3,343 communications sites (the "2015 Secured Sites") owned by the GTP Entities and their operating cash flows, (ii) a security interest in substantially all of the personal property and fixtures of the GTP Entities, including GTP Acquisition Partners' equity interests in its subsidiaries and (iii) the rights of the GTP Entities under a management agreement. American Tower Holding Sub II, LLC, whose only material assets are its equity interests in GTP Acquisition Partners, has guaranteed repayment of the Series 2015-2 Notes and pledged its equity interests in GTP Acquisition Partners as security for such payment obligations.

Repayment of Series 2013-2A Securities —On the March 2023 repayment date, the Company repaid the entire \$ 1.3 billion aggregate principal amount outstanding under the Company's Secured Tower Revenue Securities, Series 2013-2A due 2023 (the "Series 2013-2A Notes"), pursuant to the terms of the agreements governing such securities. The repayment was funded with proceeds from the 2023 Securitization (as defined below).

Secured Tower Revenue Securities, Series 2023-1, Subclass A and Series 2023-1, Subclass R, Series 2018-1, Subclass A and Series 2018-1, Subclass R —On March 13, 2023, the Company completed a securitization transaction (the "2023 Securitization"), in which American Tower Trust I (the "Trust") issued \$ 1.3 billion aggregate principal amount of Secured Tower Revenue Securities, Series 2023-1, Subclass A (the "Series 2023-1A Securities"). To satisfy the applicable risk retention requirements of Regulation RR promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act" and, such requirements, the "Risk Retention Rules"), the Trust issued, and one of the Company's affiliates purchased, \$ 68.5 million aggregate principal amount of Secured Tower Revenue Securities, Series 2023-1, Subclass R (the "Series 2023-1R Securities" and, together with the Series 2023-1A Securities, the "2023 Securities") to retain an "eligible horizontal residual interest" (as defined in the Risk Retention Rules) in an amount equal to at least 5% of the fair value of the 2023 Securities.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

On March 29, 2018, the Company completed a securitization transaction (the “2018 Securitization,” and, together with the 2023 Securitization, the “Trust Securitizations”), in which the Trust issued \$ 500.0 million aggregate principal amount of Secured Tower Revenue Securities, Series 2018-1, Subclass A (the “Series 2018-1A Securities”). To satisfy the Risk Retention Rules, the Trust issued, and one of the Company’s affiliates purchased, \$ 26.4 million aggregate principal amount of Secured Tower Revenue Securities, Series 2018-1, Subclass R (the “Series 2018-1R Securities” and, together with the Series 2018-1A Securities, the “2018 Securities”) to retain an “eligible horizontal residual interest” (as defined in the Risk Retention Rules) in an amount equal to at least 5% of the fair value of the 2018 Securities.

The assets of the Trust consist of a nonrecourse loan broken into components or “componentized” (the “Loan”), which secures each of the 2018 Securities and the 2023 Securities. The AMT Asset Subs are jointly and severally liable under the Loan, which is secured primarily by mortgages on the AMT Asset Subs’ interests in 5,034 broadcast and wireless communications towers and related assets (the “Trust Sites”).

The 2023 Securities correspond to components of the Loan made to the AMT Asset Subs pursuant to the Second Supplement and Amendment dated as of March 13, 2023 (the “2023 Supplement”) to the Second Amended and Restated Loan and Security Agreement dated as of March 29, 2018 (the “Loan Agreement,” which continues to govern the 2018 Securities, and collectively, the “Trust Loan Agreement”).

The 2023 Securities (a) represent a pass-through interest in the components of the Loan corresponding to the 2023 Securities and (b) have an expected life of approximately five years with a final repayment date in March 2053. The Series 2023-1A Securities and the Series 2023-1R Securities have interest rates of 5.490 % and 5.735 %, respectively. Subject to certain limited exceptions described below, no payments of principal will be required to be made on the components of the Loan corresponding to the 2023 Securities prior to the monthly payment date in March 2028, which is the anticipated repayment date for those components.

The 2018 Securities (a) represent a pass-through interest in the components of the Loan corresponding to the 2018 Securities and (b) have an expected life of approximately ten years with a final repayment date in March 2048. The Series 2018-1A Securities have an interest rate of 3.652 % and the Series 2018-1R Securities have an interest rate of 4.459 %. Subject to certain limited exceptions described below, no payments of principal will be required to be made on the components of the Loan corresponding to the 2018 Securities prior to the monthly payment date in March 2028, which is the anticipated repayment date for such components.

The AMT Asset Subs are required to make monthly payments of interest on the Loan. The debt service on the Loan will be paid solely from the cash flows generated from the operation of the Trust Sites held by the AMT Asset Subs.

The Loan is secured by (1) mortgages, deeds of trust and deeds to secure debt on substantially all of the Trust Sites and their operating cash flows, (2) a security interest in substantially all of the AMT Asset Subs’ personal property and fixtures and (3) the AMT Asset Subs’ rights under that certain management agreement among the AMT Asset Subs and SpectraSite Communications, LLC entered into in March 2013. American Tower Holding Sub, LLC (the “Guarantor”), whose only material assets are its equity interests in each of the AMT Asset Subs, and American Tower Guarantor Sub, LLC whose only material asset is its equity interests in the Guarantor, have each guaranteed repayment of the Loan and pledged their equity interests in their respective subsidiary or subsidiaries as security for such payment obligations.

Under the terms of the Loan Agreement and the 2015 Indenture, amounts due will be paid from the cash flows generated by the Trust Sites or the 2015 Secured Sites, respectively, which must be deposited into certain reserve accounts, and thereafter distributed, solely pursuant to the terms of the Loan Agreement or 2015 Indenture, as applicable. On a monthly basis, after payment of all required amounts under the Loan Agreement or 2015 Indenture, as applicable, including interest payments, subject to the conditions described below, the excess cash flows generated from the operation of such assets are released to the AMT Asset Subs or GTP Acquisition Partners, as applicable, which can then be distributed to, and used by, the Company.

In order to distribute any excess cash flow to the Company, the AMT Asset Subs and GTP Acquisition Partners must each maintain a specified debt service coverage ratio (the “DSCR”), which is generally calculated as the ratio of the net cash flow (as defined in the applicable agreement) to the amount of interest, servicing fees and trustee fees required to be paid over the succeeding 12 months on the principal amount of the Loan or the 2015 Notes, as applicable, that will be outstanding on the payment date following such date of determination. If the DSCR were equal to or below 1.30 x (the “Cash Trap DSCR”) for any quarter, then all cash flow in excess of amounts required to make debt service payments, fund required reserves, pay management fees and budgeted operating expenses and make other payments required under the applicable transaction documents, referred to as excess cash flow, will be deposited into a reserve account (the “Cash Trap Reserve Account”) instead of being released to the AMT Asset Subs or GTP Acquisition Partners, as applicable. The funds in the Cash Trap Reserve

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Account will not be released to the AMT Asset Subs or GTP Acquisition Partners, as applicable, unless the DSCR exceeds the Cash Trap DSCR for two consecutive calendar quarters. Additionally, if the borrower under the 2023 Securitization does not meet certain title insurance policy requirements within the specified time period under the agreements, excess cash flow will also be deposited into the Cash Trap Reserve Account.

Additionally, an "amortization period" commences if, as of the end of any calendar quarter, the DSCR is equal to or below 1.15 x (the "Minimum DSCR") and will continue to exist until the DSCR exceeds the Minimum DSCR for two consecutive calendar quarters. With respect to the Trust Securities, an "amortization period" also commences if, on the anticipated repayment date the component of the Loan corresponding to the applicable subclass of the Trust Securities has not been repaid in full, provided that such amortization period shall apply with respect to such component that has not been repaid in full. If the Series 2015-2 Notes have not been repaid in full on the applicable anticipated repayment date, additional interest will accrue on the unpaid principal balance of the Series 2015-2 Notes, and such notes will begin to amortize on a monthly basis from excess cash flow. During an amortization period, all excess cash flow and any amounts then in the applicable Cash Trap Reserve Account would be applied to pay the principal of the Loan or the Series 2015-2 Notes, as applicable, on each monthly payment date.

The Loan and the Series 2015-2 Notes may be prepaid in whole or in part at any time, provided such payment is accompanied by the applicable prepayment consideration. If the prepayment occurs within (i) 18 months of the anticipated repayment date with respect to the Series 2015-2 Notes, (ii) 36 months of the anticipated repayment date with respect to the Series 2018 Securities, and (iii) 12 months of the anticipated repayment date for the 2023 Securities, no prepayment consideration is due.

The Loan Agreement and the 2015 Indenture include operating covenants and other restrictions customary for transactions subject to rated securitizations. Among other things, the AMT Asset Subs and the GTP Entities, as applicable, are prohibited from incurring other indebtedness for borrowed money or further encumbering their assets subject to customary carve-outs for ordinary course trade payables and permitted encumbrances (as defined in the Loan Agreement or the 2015 Indenture, as applicable). The organizational documents of the AMT Asset Subs and the GTP Entities contain provisions consistent with rating agency securitization criteria for special purpose entities, including the requirement that they maintain independent directors. The Loan Agreement and the 2015 Indenture also contain certain covenants that require the AMT Asset Subs or GTP Acquisition Partners, as applicable, to provide the respective trustee with regular financial reports and operating budgets, promptly notify such trustee of events of default and material breaches under the Loan Agreement and other agreements related to the Trust Sites or the 2015 Indenture and other agreements related to the 2015 Secured Sites, as applicable, and allow the applicable trustee reasonable access to the sites, including the right to conduct site investigations.

A failure to comply with the covenants in the Loan Agreement or the 2015 Indenture could prevent the AMT Asset Subs or GTP Acquisition Partners, as applicable, from distributing excess cash flow to the Company. Furthermore, if the AMT Asset Subs or GTP Acquisition Partners were to default on the Loan or the Series 2015-2 Notes, the applicable trustee may seek to foreclose upon or otherwise convert the ownership of all or any portion of the Trust Sites or the 2015 Secured Sites, respectively, in which case the Company could lose the revenue and cash flows associated with those assets. With respect to the Series 2015-2 Notes, upon the occurrence of, and during, an event of default, the applicable trustee may, in its discretion or at the direction of holders of more than 50 % of the aggregate outstanding principal of the Series 2015-2 Notes, declare such notes immediately due and payable, in which case any excess cash flow would need to be used to pay holders of such notes.

Further, under the Loan Agreement and the 2015 Indenture, the AMT Asset Subs or GTP Acquisition Partners, respectively, are required to maintain reserve accounts, including for ground rents, real estate and personal property taxes and insurance premiums, and, under the 2015 Indenture and in certain circumstances under the Loan Agreement, to reserve a portion of advance rents from tenants on the Trust Sites. Based on the terms of the Loan Agreement and the 2015 Indenture, all rental cash receipts received for each month are reserved for the succeeding month and held in an account controlled by the applicable trustee and then released. The \$ 69.4 million held in the reserve accounts with respect to the Trust Securitizations and the \$ 6.9 million held in the reserve accounts with respect to the 2015 Securitization as of December 31, 2023 are classified as Restricted cash on the Company's accompanying consolidated balance sheets.

India Credit Facilities—The India credit facilities include several working capital facilities, most of which are subject to annual renewal. The working capital facilities bear interest at rates that consist of the applicable bank's Marginal Cost of Funds based Lending Rate or Market Benchmark (as defined in the applicable agreement), plus a spread. Generally, the working capital facilities are payable on demand prior to maturity. During the year ended December 31, 2023, the Company increased the borrowing capacity of its working capital facilities in India by 2.8 billion INR (approximately \$ 33.7 million). As of December 31, 2023, the Company has not borrowed under these facilities.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Amounts outstanding and key terms of the India credit facilities consisted of the following as of December 31, 2023 (in millions, except percentages):

	Amount		Interest Rate (Range)	Maturity Date (Range)
	Amount Outstanding (INR)	Outstanding (USD)		
Working capital facilities (1)	—	\$ —	8.33 % - 9.30 %	February 4, 2024 - October 23, 2024

(1) 10.7 billion Indian Rupees ("INR") (\$ 128.7 million) of borrowing capacity as of December 31, 2023. The Company has 0.2 billion INR (approximately \$ 2.7 million) of bank guarantees outstanding included within the overall borrowing capacity.

Other Subsidiary Debt—The Company's other subsidiary debt as of December 31, 2023 includes (i) drawn letters of credit in Nigeria (the "Nigeria Letters of Credit") and (ii) the India Term Loan (as defined below).

India Term Loan—On February 16, 2023, the Company entered into an unsecured term loan with the ability to borrow up to 12.0 billion INR (approximately \$ 145.1 million at the date of signing) with a maturity date that is one year from the date of the first draw thereunder (the "India Term Loan"). On February 17, 2023, the Company borrowed 10.0 billion INR (approximately \$ 120.7 million at the date of borrowing) under the India Term Loan. The India Term Loan bears interest at the three month treasury bill rate as announced by the Financial Benchmarks India Private Limited plus a margin of 1.95 %. Any outstanding principal and accrued but unpaid interest will be due and payable in full at maturity. The India Term Loan does not require amortization of principal and may be paid prior to maturity in whole or in part at the Company's option without penalty or premium.

Amounts outstanding and key terms of other subsidiary debt consisted of the following as of December 31, (in millions, except percentages):

	Carrying Value (Denominated Currency)		Carrying Value (USD)		Interest Rate	Maturity Date
	2023	2022	2023	2022		
Nigeria Letters of Credit (1)	3.4	16.2	\$ 3.4	\$ 16.2	Various	Various
India Term Loan (2)	10,000.0	—	\$ 120.2	\$ —	8.89 %	February 16, 2024

(1) Denominated in USD. During the year ended December 31, 2023, we drew on letters of credit in Nigeria. The drawn amounts bear interest at a rate equal to the SOFR at the time of drawing plus a spread. Amounts are due 270 days from the date of drawing.

(2) Denominated in INR. Subsequent to December 31, 2023, the Company amended the India Term Loan to extend the maturity date to December 31, 2024.

Each of the agreements governing the other subsidiary debt contains contractual covenants and other restrictions. Failure to comply with certain of the financial and operating covenants could constitute a default under the applicable debt agreement, which could result in, among other things, the amounts outstanding, including all accrued interest and unpaid fees, becoming immediately due and payable.

Finance Lease Obligations—The Company's finance lease obligations approximated \$ 20.6 million and \$ 27.8 million as of December 31, 2023 and 2022, respectively. Finance lease obligations are described further in note 4.

Maturities— Aggregate principal maturities of long-term debt, including finance leases, for the next five years and thereafter are expected to be:

Fiscal Year	Amount
2024	\$ 3,187.5
2025	3,729.9
2026	4,077.5
2027	5,593.6
2028	7,682.2
Thereafter	14,911.1
Total cash obligations	39,181.8
Unamortized discounts, premiums and debt issuance costs, net	(260.3)
Balance as of December 31, 2023	\$ 38,921.5

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

9. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities consisted of the following:

	As of	
	December 31, 2023	December 31, 2022
Unearned revenue	\$ 475.3	\$ 489.5
Other miscellaneous liabilities	745.3	697.3
Other non-current liabilities	<u><u>\$ 1,220.6</u></u>	<u><u>\$ 1,186.8</u></u>

10. ASSET RETIREMENT OBLIGATIONS

The changes in the carrying amount of the Company's asset retirement obligations were as follows:

	2023	2022
Beginning balance as of January 1,	\$ 2,047.4	\$ 2,003.0
Additions	12.8	32.9
Accretion expense	118.8	114.8
Revisions in estimates (1)	(3.1)	(91.2)
Settlements	(17.7)	(12.1)
Balance as of December 31,	<u><u>\$ 2,158.2</u></u>	<u><u>\$ 2,047.4</u></u>

(1) Revisions in estimates include an increase to the liability of \$ 22.3 million and a decrease to the liability of \$ 24.6 million related to foreign currency translation for the years ended December 31, 2023 and 2022, respectively.

As of December 31, 2023, the estimated undiscounted future cash outlay for asset retirement obligations was \$ 4.0 billion.

11. FAIR VALUE MEASUREMENTS

The Company determines the fair value of its financial instruments based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Below are the three levels of inputs that may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Items Measured at Fair Value on a Recurring Basis — The fair values of the Company's financial assets and liabilities that are required to be measured on a recurring basis at fair value were as follows:

	December 31, 2023			December 31, 2022		
	Fair Value Measurements Using			Fair Value Measurements Using		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Investments in equity securities (1)	\$ 28.2	\$ 5.3	—	\$ 29.2	—	—
VIL OCDs	—	\$ 192.3	—	—	—	—
Liabilities:						
Interest rate swap agreements	—	—	—	—	\$ 6.2	—
Fair value of debt related to interest rate swap agreements (2)	—	—	—	\$ (4.9)	—	—

(1) Investments in equity securities are recorded in Notes receivable and other non-current assets in the consolidated balance sheet at fair value. Unrealized holding gains and losses for equity securities are recorded in Other income (expense) in the consolidated statements of operations in the current period.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

During the years ended December 31, 2023 and 2022, the Company recognized unrealized gains (losses) of \$ 4.3 million and \$(16.7) million, respectively, for equity securities held as of December 31, 2023.

(2) Included in the carrying values of the corresponding debt obligations as of December 31, 2022. As of December 31, 2023, the interest rate swap agreements under the 3.000 % Notes were settled.

Interest Rate Swap Agreements

The fair value of the Company's interest rate swap agreements is determined using pricing models with inputs that are observable in the market or can be derived principally from, or corroborated by, observable market data. For derivative instruments that are designated and qualify as fair value hedges, changes in the value of the derivatives are recognized in the consolidated statements of operations in the current period, along with the offsetting gain or loss on the hedged item attributable to the hedged risk. For derivative instruments that are designated and qualify as cash flow hedges, the Company records the change in fair value for the effective portion of the cash flow hedges in AOCL in the consolidated balance sheets and reclassifies a portion of the value from AOCL into Interest expense on a quarterly basis as the cash flows from the hedged item affects earnings. The Company records the settlement of interest rate swap agreements in (Loss) gain on retirement of long-term obligations in the consolidated statements of operations in the period in which the settlement occurs.

The Company entered into three interest rate swap agreements with an aggregate notional value of \$ 500.0 million related to the 3.000 % Notes. These interest rate swaps, which were designated as fair value hedges at inception, were entered into to hedge against changes in fair value of the 3.000 % Notes resulting from changes in interest rates. The interest rate swap agreements required the Company to pay interest at a variable interest rate of one-month LIBOR plus applicable spreads and to receive fixed interest at a rate of 3.000 % through June 15, 2023. The interest rate swap agreements expired upon repayment of the 3.000 % Notes in full on June 15, 2023 upon maturity. As of December 31, 2023, there were no amounts outstanding under the interest rate swap agreements under the 3.000 % Notes.

During the year ended December 31, 2023, there were no material fair value adjustments related to interest rate swaps.

VIL Optionally Convertible Debentures—In February 2023, one of the Company's customers in India, Vodafone Idea Limited ("VIL"), issued optionally convertible debentures (the "VIL OCDs") to the Company's subsidiary, ATC Telecom Infrastructure Private Limited ("ATC TIPL"), in exchange for VIL's payment of certain amounts towards accounts receivables. The VIL OCDs are (a) to be repaid by VIL with interest or (b) convertible into equity of VIL. If converted, such equity shall be free to trade in the open market beginning on the one year anniversary of the date of issuance of the VIL OCDs. The VIL OCDs were issued for an aggregate face value of 16.0 billion INR (approximately \$ 193.2 million on the date of issuance). The VIL OCDs were to mature in tranches with 8.0 billion INR (approximately \$ 96.6 million on the date of issuance) maturing on August 27, 2023 and 8.0 billion INR (approximately \$ 96.6 million on the date of issuance) maturing on August 27, 2024. In August 2023, the Company amended the agreements governing the VIL OCDs to, among other items, extend the maturity of the first tranche of the VIL OCDs to August 27, 2024. The fair value of the VIL OCDs at issuance was approximately \$ 116.5 million. The VIL OCDs accrue interest at a rate of 11.2 % annually. Interest is payable to ATC TIPL semi-annually, with the first payment received in September 2023.

The VIL OCDs are recorded in Prepaid and other current assets in the consolidated balance sheet at fair value. The significant input to the fair value of the VIL OCDs is the lesser of the (i) VIL equity share price underlying the instruments, less a liquidity discount, and (ii) redemption value. Unrealized holding gains and losses for the VIL OCDs are recorded in Other income (expense) in the consolidated statements of operations in the current period. During the year ended December 31, 2023, the Company recognized unrealized gains of \$ 76.7 million for the VIL OCDs held as of December 31, 2023.

Items Measured at Fair Value on a Nonrecurring Basis

Assets Held and Used—The Company's long-lived assets are recorded at amortized cost and, if impaired, are adjusted to fair value using Level 3 inputs.

During the year ended December 31, 2023, long-lived assets held and used with a carrying value of \$ 35.2 billion, included assets of approximately \$ 0.2 billion that were written down to their net realizable value of less than \$ 0.1 billion as a result of an asset impairment charge of \$ 202.4 million. During the year ended December 31, 2022, long-lived assets held and used with a carrying value of \$ 46.1 billion, included assets of approximately \$ 0.8 billion that were written down to their net realizable value of approximately \$ 0.2 billion as a result of an asset impairment charge of \$ 655.9 million. The asset impairment charges are recorded in Other operating expenses in the accompanying consolidated statements of operations. These adjustments were determined by comparing the estimated fair value of the subject assets utilizing projected future discounted cash flows to be provided from the long-lived assets to the asset's carrying value.

The significant unobservable inputs used to determine the fair value of the individual tower and acquired network location intangible assets subject to impairment in 2023 and 2022 included the following:

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

	Year Ended December 31,			
	2023		2022	
	Range	Weighted Average	Range	Weighted Average
Terminal growth rates on cash flows (1)	2 % to 7 %	3 %	3 % to 7 %	3 %
Weighted average cost of capital (2)	6 % to 46 %	10 %	6 % to 35 %	13 %

(1) On a local currency basis.

(2) Specific to the country of each impaired asset. Due to the underlying economic characteristics of the markets the Company operates in, the weighted average cost of capital may vary significantly from market to market.

The majority of the tenant relationships measured at fair value for impairment purposes in 2022 utilized a weighted average cost of capital of 11 %; however, terminal growth rates are not used in the valuation of acquired tenant-related intangible assets.

The table below indicates the percentages of the asset class that were subject to fair value measurement and subsequently impaired for the years ended December 31, 2023 and 2022:

	2023	2022
Towers and related assets	1 %	1 %
Acquired network location intangible assets	1 %	2 %
Acquired tenant-related intangible assets	1 %	5 %

The Company believes any reasonable change in the significant unobservable inputs utilized would not have a material impact on the fair value of the assets used in connection with the impairment recorded.

During the year ended December 31, 2023, the Company undertook a process to evaluate various strategic alternatives with respect to its India operations, which resulted in the Pending ATC TIPL Transaction (as defined in note 22) in January 2024. As part of this process, the Company received indications of value from third parties, which were less than the carrying value of the India reporting unit. The Company incorporated this information as a significant input used to determine the fair value of the India reporting unit.

The Company performed its annual goodwill impairment test as of December 31, 2023. The Company determined that the carrying amount of the Spain reporting unit exceeded its fair value, as calculated under an income approach using future discounted cash flows. The significant unobservable inputs used to determine the fair value of the Spain reporting unit as of December 31, 2023 included the following:

	2023
Terminal growth rates on cash flows	2 %
Weighted average cost of capital	7 %

During the year ended December 31, 2023, the Company recorded goodwill impairments of \$ 322.0 million related to India and \$ 80.0 million related to Spain, for a total of \$ 402.0 million, as discussed further in note 5.

There were no other items measured at fair value on a nonrecurring basis during the year ended December 31, 2023.

Fair Value of Financial Instruments—The Company's financial instruments for which the carrying value reasonably approximates fair value at December 31, 2023 and 2022 include cash and cash equivalents, restricted cash, accounts receivable and accounts payable. The Company's estimates of fair value of its long-term obligations, including the current portion, are based primarily upon reported market values. For long-term debt not actively traded, fair value is estimated using either indicative price quotes or a discounted cash flow analysis using rates for debt with similar terms and maturities. As of December 31, 2023, the carrying value and fair value of long-term obligations, including the current portion, were \$ 38.9 billion and \$ 36.7 billion, respectively, of which \$ 30.0 billion was measured using Level 1 inputs and \$ 6.7 billion was measured using Level 2 inputs. As of December 31, 2022, the carrying value and fair value of long-term obligations, including the current portion, were \$ 38.7 billion and \$ 35.1 billion, respectively, of which \$ 24.5 billion was measured using Level 1 inputs and \$ 10.6 billion was measured using Level 2 inputs.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

12. INCOME TAXES

Beginning in the taxable year ended December 31, 2012, the Company has filed, and intends to continue to file, U.S. federal income tax returns as a REIT, and its domestic TRSs filed, and intend to continue to file, separate tax returns as required. The Company also files tax returns in various states and countries. The Company's state tax returns reflect different combinations of the Company's subsidiaries and are dependent on the connection each subsidiary has with a particular state and form of organization. The following information pertains to the Company's income taxes on a consolidated basis.

The income tax provision from continuing operations consisted of the following:

	Year Ended December 31,		
	2023	2022	2021
Current:			
Federal	\$ (1.0)	\$ (6.5)	\$ (26.0)
State	(4.9)	(5.8)	(9.3)
Foreign	(330.3)	(248.4)	(267.7)
Deferred:			
Federal	1.8	(2.8)	0.0
State	0.8	0.8	(2.5)
Foreign	179.4	238.7	43.7
Income tax provision	\$ (154.2)	\$ (24.0)	\$ (261.8)

The effective tax rate ("ETR") on income from continuing operations for the years ended December 31, 2023, 2022 and 2021 differs from the federal statutory rate primarily due to the Company's qualification for taxation as a REIT, as well as adjustments for state and foreign items. As a REIT, the Company may deduct earnings distributed to stockholders against the income generated by its REIT operations.

For the year ended December 31, 2023, the increase in the income tax provision was primarily attributable to increased earnings in certain foreign jurisdictions in the current year after adjusting for non-deductible amounts, partially offset by a benefit in the current year from the application of a tax law change in Kenya. The income tax provision for the year ended December 31, 2022 included a reduction in income due to intangible asset impairment charges in India. The income tax provision for the year ended December 31, 2023 included the reversal of valuation allowances of \$ 87.2 million in certain foreign jurisdictions as compared to the reversal of valuation allowances of \$ 76.5 million for the year ended December 31, 2022.

Reconciliation between the U.S. statutory rate and the effective rate from continuing operations is as follows:

	Year Ended December 31,		
	2023	2022	2021
Statutory tax rate	21 %	21 %	21 %
Adjustment to reflect REIT status (1)	(21)	(21)	(21)
Foreign taxes	9	(1)	3
Foreign withholding taxes	4	4	2
Uncertain tax positions	4	2	4
Changes in tax laws	(2)	—	—
Changes in valuation allowance	(5)	(4)	(0)
Effective tax rate	10 %	1 %	9 %

(1) As a result of the ability to utilize the dividends paid deduction to offset the Company's REIT income and gains.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

The domestic and foreign components of income from continuing operations before income taxes are as follows:

	Year Ended December 31,		
	2023	2022	2021
United States	\$ 1,371.4	\$ 1,973.2	\$ 2,517.4
Foreign	149.9	(252.5)	312.0
Total	\$ 1,521.3	\$ 1,720.7	\$ 2,829.4

The components of the net deferred tax asset and liability and related valuation allowance were as follows:

	December 31, 2023	December 31, 2022
Assets:		
Operating lease liability	\$ 1,147.3	\$ 1,117.4
Net operating loss carryforwards	276.4	265.5
Accrued asset retirement obligations	245.9	238.5
Stock-based compensation	8.5	8.1
Unearned revenue	35.8	32.7
Unrealized loss on foreign currency	20.8	24.4
Other accruals and allowances	89.1	84.1
Nondeductible interest	67.1	93.4
Tax credits	158.8	106.8
Capital loss carryforwards (1)	175.0	5.8
Items not currently deductible and other	84.5	44.3
Liabilities:		
Depreciation and amortization	(1,718.1)	(1,792.6)
Right-of-use asset	(1,147.2)	(1,118.5)
Deferred rent	(133.9)	(113.0)
Other	(58.8)	(24.0)
Subtotal	(748.8)	(1,027.1)
Valuation allowance	(433.5)	(335.7)
Net deferred tax liabilities	\$ (1,182.3)	\$ (1,362.8)

(1) As of December 31, 2023 includes amounts related to the sale of Mexico Fiber.

The Company provides valuation allowances if, based on the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Management assesses the available evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. Valuation allowances may be reversed if, based on changes in facts and circumstances, the net deferred tax assets have been determined to be realizable.

At December 31, 2023 and 2022, the Company has provided a valuation allowance of \$ 433.5 million and \$ 335.7 million, respectively, which primarily relates to foreign items. The increase in the valuation allowance for the year ending December 31, 2023 is due to uncertainty as to the timing of, and the Company's ability to recover, net deferred tax assets in certain foreign operations in the foreseeable future, offset by reversals and fluctuations in foreign currency exchange rates. The amount of deferred tax assets considered realizable, however, could be adjusted if objective evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as the Company's projections for growth.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

A summary of the activity in the valuation allowance is as follows:

	2023	2022	2021
Balance as of January 1,	\$ 335.7	\$ 329.3	\$ 228.5
Additions (1)	249.1	93.9	146.3
Usage, expiration and reversals	(87.2)	(76.5)	(26.2)
Foreign currency translation	(64.1)	(11.0)	(19.3)
Balance as of December 31,	<u><u>\$ 433.5</u></u>	<u><u>\$ 335.7</u></u>	<u><u>\$ 329.3</u></u>

(1) Includes net charges to expense and allowances established due to acquisition.

The recoverability of the Company's deferred tax assets has been assessed utilizing projections based on its current operations. Accordingly, the recoverability of the deferred tax assets is not dependent on material asset sales or other non-routine transactions. Based on its current outlook of future taxable income during the carryforward period, the Company believes that deferred tax assets, other than those for which a valuation allowance has been recorded, will be realized.

The Company intends to reinvest foreign earnings indefinitely outside of the U.S., except for earnings in certain entities in Brazil, Burkina Faso, Costa Rica, Jersey, Mexico, Netherlands, Singapore, South Africa and the United Kingdom. Any tax consequences for future distributions have been recorded as deferred tax liabilities.

At December 31, 2023, the Company had net federal, state and foreign operating loss carryforwards available to reduce future taxable income. If not utilized, the Company's NOLs expire as follows:

Years ended December 31,	Federal	State	Foreign
2024 to 2028	\$ 0.0	\$ 217.1	\$ 3.7
2029 to 2033	0.7	47.1	4.0
2034 to 2038	66.9	150.9	1.1
2039 to 2043	—	97.2	9.3
Indefinite carryforward	283.0	60.4	928.7
Total	<u><u>\$ 350.6</u></u>	<u><u>\$ 572.7</u></u>	<u><u>\$ 946.8</u></u>

As of December 31, 2023 and 2022, the total amount of unrecognized tax benefits that would impact the ETR, if recognized, is \$ 130.7 million and \$ 103.6 million, respectively. The amount of unrecognized tax benefits for the year ended December 31, 2023 includes additions to the Company's existing tax positions of \$ 50.5 million.

The Company expects the unrecognized tax benefits to change over the next 12 months if certain tax matters ultimately settle with the applicable taxing jurisdiction during this timeframe, or if the applicable statute of limitations lapses. The impact of the amount of such changes to previously recorded uncertain tax positions could range from zero to \$ 13.9 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits are as follows:

	Year Ended December 31,		
	2023	2022	2021
Balance at January 1	\$ 115.5	\$ 108.8	\$ 136.2
Additions based on tax positions related to the current year	42.5	13.3	7.5
Additions and reductions for tax positions of prior years (1)	0.4	18.2	(17.5)
Foreign currency	3.7	(5.3)	(3.7)
Reduction as a result of the lapse of statute of limitations	(2.1)	(0.6)	(4.9)
Reduction as a result of effective settlements	(5.9)	(18.9)	(8.8)
Balance at December 31	<u><u>\$ 154.1</u></u>	<u><u>\$ 115.5</u></u>	<u><u>\$ 108.8</u></u>

(1) Year ended December 31, 2021 includes adjustments of \$(16.6) million due to a reclassification of unrecognized tax benefits to penalties and income tax-related interest expense.

During the year ended December 31, 2023, the statute of limitations on certain unrecognized tax benefits lapsed and certain positions were effectively settled, including effective settlements and revisions of prior year positions, which resulted in a decrease of \$ 15.5 million in the liability for unrecognized tax benefits. During the year ended December 31, 2022, the statute of

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

limitations on certain unrecognized tax benefits lapsed and certain positions were effectively settled, including effective settlements and revisions of prior year positions, which resulted in a decrease of \$ 23.1 million in the liability for unrecognized tax benefits. During the year ended December 31, 2021, the statute of limitations on certain unrecognized tax benefits lapsed and certain positions were effectively settled, including effective settlements and revisions of prior year positions related to the Eaton Towers Acquisition, which resulted in a decrease in the liability for unrecognized tax benefits of \$ 54.2 million.

The Company recorded penalties and tax-related interest expense to the tax provision of \$ 26.2 million, \$ 20.6 million and \$ 69.5 million for the years ended December 31, 2023, 2022 and 2021, respectively. During the year ended December 31, 2023, the Company reduced its liability for penalties and income tax-related interest expense related to uncertain tax positions by \$ 9.7 million due to the expiration of the statute of limitations in certain jurisdictions and certain positions that were effectively settled. During the years ended December 31, 2022 and 2021, the Company reduced its liability for penalties and income tax-related interest expense related to uncertain tax positions by \$ 19.9 million and \$ 14.6 million, respectively, due to the expiration of the statute of limitations in certain jurisdictions and certain positions that were effectively settled. In addition, as a result of a settlement in the United States, \$ 45.8 million was reclassified to Accrued income tax payable as of December 31, 2021.

As of December 31, 2023 and 2022, the total amount of accrued income tax-related interest and penalties included in the consolidated balance sheets were \$ 62.8 million and \$ 43.3 million, respectively.

The Company has filed for prior taxable years, and for its taxable year ended December 31, 2023 will file, numerous consolidated and separate income tax returns, including U.S. federal and state tax returns and foreign tax returns. The Company is subject to examination in the United States and various state and foreign jurisdictions for certain tax years. As a result of the Company's ability to carryforward federal, state and foreign NOLs, the applicable tax years generally remain open to examination several years after the applicable loss carryforwards have been used or have expired. The Company regularly assesses the likelihood of additional assessments in each of the tax jurisdictions resulting from these examinations. The Company believes that adequate provisions have been made for income taxes for all periods through December 31, 2023.

13. STOCK-BASED COMPENSATION

Summary of Stock-Based Compensation Plans—The Company maintains equity incentive plans that provide for the grant of stock-based awards to its directors, officers and employees. The Company's 2007 Equity Incentive Plan, as amended (the "2007 Plan"), provides for the grant of non-qualified and incentive stock options, as well as restricted stock units, restricted stock and other stock-based awards. Exercise prices for non-qualified and incentive stock options are not less than the fair value of the underlying common stock on the date of grant. Awards of RSUs and stock options granted prior to March 10, 2023 generally vest over four years. In December 2022, the Company's Compensation Committee changed the terms of its awards to generally vest over three years. The change in vesting terms is applicable for new awards granted beginning on March 10, 2023 and does not change the vesting terms applicable to grants awarded prior to March 10, 2023. The impact of the change in vesting terms was \$ 7.9 million for the year ended December 31, 2023. Performance-based restricted stock units ("PSUs") generally vest over three years. Stock options generally expire ten years from the date of grant. As of December 31, 2023, the Company had the ability to grant stock-based awards with respect to an aggregate of 4.1 million shares of common stock under the 2007 Plan. In addition, the Company maintains an employee stock purchase plan (the "ESPP") pursuant to which eligible employees may purchase shares of the Company's common stock on the last day of each bi-annual offering period at a 15 % discount from the lower of the closing market value on the first or last day of such offering period. The offering periods run from June 1 through November 30 and from December 1 through May 31 of each year.

During the years ended December 31, 2023, 2022 and 2021, the Company recorded the following stock-based compensation expenses in selling, general, administrative and development expense:

	2023	2022	2021
Stock-based compensation expense (1)	\$ 195.7	\$ 169.3	\$ 119.5

(1) For the year ended December 31, 2023, excludes \$ 7.6 million of stock-based compensation expenses related to severance recorded in Other operating expense in the accompanying consolidated statements of operations.

Stock Options—There were no options granted during the years ended December 31, 2023, 2022 and 2021. The fair values of previously granted stock options were estimated on the date of grant using the Black-Scholes option pricing model based on the assumptions at the date of grant.

The intrinsic value of stock options exercised during the years ended December 31, 2023, 2022 and 2021 was \$ 9.3 million, \$ 34.3 million and \$ 176.7 million, respectively. As of December 31, 2023, there was no unrecognized compensation expense

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

related to unvested stock options. The amount of cash received from the exercise of stock options was \$ 7.7 million during the year ended December 31, 2023.

The Company's option activity for the year ended December 31, 2023 was as follows (share and per share data disclosed in full amounts):

	Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Life (Years)	Aggregate Intrinsic Value
Outstanding as of January 1, 2023	855,154	\$ 91.82		
Granted	—	—		
Exercised	(88,199)	87.40		
Forfeited	—	—		
Expired	—	—		
Outstanding as of December 31, 2023	766,955	\$ 92.33	1.34	\$ 94.8
Exercisable as of December 31, 2023	766,955	\$ 92.33	1.34	\$ 94.8
Vested as of December 31, 2023	766,955	\$ 92.33	1.34	\$ 94.8

The following table sets forth information regarding options outstanding at December 31, 2023 (share and per share data disclosed in full amounts):

Range of Exercise Price Per Share	Options Outstanding			Options Exercisable		
	Outstanding Number of Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Life (Years)	Options Exercisable	Weighted Average Exercise Price Per Share	
\$ 81.18 - \$ 94.23	148,033	\$ 81.55	0.24	148,033	\$ 81.55	
\$ 94.57 - \$ 94.71	608,683	94.64	1.59	608,683	94.64	
\$ 99.67 - \$ 113.60	10,239	110.75	2.45	10,239	110.75	
\$ 81.18 - \$ 113.60	766,955	\$ 92.33	1.34	766,955	\$ 92.33	

Restricted Stock Units and Performance-Based Restricted Stock Units — The Company's RSU and PSU activity for the year ended December 31, 2023 was as follows (share and per share data disclosed in full amounts):

	RSUs	Weighted Average Grant		Weighted Average Grant	
		Date Fair Value	PSUs	Date Fair Value	PSUs
Outstanding as of January 1, 2023 (1)	1,382,879	\$ 230.80	276,468	\$ 226.40	
Granted (2)	960,583	191.33	166,440	193.64	
Vested and Released (3)	(630,025)	224.41	(79,232)	241.47	
Forfeited	(74,726)	211.65	(188)	187.01	
Outstanding as of December 31, 2023	1,638,711	\$ 210.94	363,488	\$ 208.14	
Expected to vest as of December 31, 2023	1,638,711	\$ 210.94	363,488	\$ 208.14	
Vested and deferred as of December 31, 2023 (4)	30,259	\$ 220.03	—	\$ —	—

(1) PSUs consist of the target number of shares issuable at the end of the three-year performance period for the 2022 PSUs and the 2021 PSUs (each as defined below), or 98,542 shares and 98,694 shares, respectively, and the shares issuable at the end of the three-year performance period for the PSUs granted in 2020 (the "2020 PSUs") based on achievement against the performance metrics for the three-year performance period, or 79,232 shares.

(2) PSUs consist of the target number of shares issuable at the end of the three-year performance period for the 2023 PSUs (as defined below), or 118,684 shares, and target number of shares issuable at the end of the one-year performance period for the Retention PSUs (as defined below), or 19,132 shares. PSUs also includes the shares above target that are issuable for the 2021 PSUs at the end of the three-year performance cycle based on exceeding the performance metric for the three-year performance period, or 28,624 shares.

(3) PSUs consist of shares vested pursuant to the 2020 PSUs. There are no additional shares to be earned related to the 2020 PSUs.

(4) Vested and deferred RSUs are related to deferred compensation for certain former employees.

The total fair value of RSUs and PSUs that vested during the year ended December 31, 2023 was \$ 137.2 million.

Restricted Stock Units—As of December 31, 2023, total unrecognized compensation expense related to unvested RSUs granted under the 2007 Plan was \$ 172.4 million and is expected to be recognized over a weighted average period of approximately two

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

years. Vesting of RSUs is subject generally to the employee's continued employment or death, disability or qualified retirement (each as defined in the applicable RSU award agreement).

Performance-Based Restricted Stock Units—During the year ended December 31, 2023, the Company's Compensation Committee (the "Compensation Committee") granted an aggregate of 118,684 PSUs (the "2023 PSUs") to its executive officers and established the performance metrics for these awards. During the years ended December 31, 2022 and 2021, the Company's Compensation Committee granted an aggregate of 98,542 PSUs (the "2022 PSUs"), 98,694 PSUs (the "2021 PSUs"), respectively, to its executive officers and established the performance metrics for these awards.

Threshold, target and maximum parameters were established for the metrics for a three-year performance period with respect to each of the 2023 PSUs, the 2022 PSUs and the 2021 PSUs and will be used to calculate the number of shares that will be issuable when each award vests, which may range from zero to 200 % of the target amounts. At the end of each three-year performance period, the number of shares that vest will depend on the degree of achievement against the pre-established performance goals. PSUs will be paid out in common stock at the end of each performance period, subject generally to the executive's continued employment or death, disability or qualified retirement (each as defined in the applicable PSU award agreement). PSUs will accrue dividend equivalents prior to vesting, which will be paid out only in respect of shares that actually vest.

During the year ended December 31, 2023, the Company's Compensation Committee granted an aggregate of 19,132 PSUs to certain non-executive employees (the "Retention PSUs") and established the performance metrics for these awards. Target parameters were established for a one-year performance period and will be used to calculate the number of shares that will be issuable when the awards vest, which may be either zero or 100 % of the target amount. At the end of the one-year performance period, the number of shares that vest will depend on the achievement against the pre-established performance goals. The Retention PSUs will be paid out in common stock at the end of performance period, subject generally to the employee's continued employment, death or disability (each as defined in the applicable award agreement). The Retention PSUs will accrue dividend equivalents prior to vesting, which will be paid out only in respect of shares that actually vest. The Company recognized \$ 3.5 million in stock-based compensation expense related to the Retention PSUs. As of December 31, 2023, there was no unrecognized compensation expense related to the Retention PSUs.

During the year ended December 31, 2023, the Company recorded \$ 34.0 million in stock-based compensation expense for equity awards in which the performance goals have been established and were probable of being achieved. The remaining unrecognized compensation expense related to these awards at December 31, 2023 was \$ 5.9 million based on the Company's current assessment of the probability of achieving the performance goals. The weighted-average period over which the cost will be recognized is approximately two years.

14. EQUITY

Dividends—The Company may pay dividends in cash or, subject to certain limitations, in shares of common stock or any combination of cash and shares of common stock.

Sales of Equity Securities—The Company receives proceeds from sales of its equity securities pursuant to the ESPP and upon exercise of stock options granted under the 2007 Plan. During the year ended December 31, 2023, the Company received an aggregate of \$ 22.1 million in proceeds upon exercises of stock options and sales pursuant to the ESPP.

Stock Repurchase Programs—In March 2011, the Company's Board of Directors approved a stock repurchase program, pursuant to which the Company is authorized to repurchase up to \$ 1.5 billion of its common stock (the "2011 Buyback"). In December 2017, the Board of Directors approved an additional stock repurchase program, pursuant to which the Company is authorized to repurchase up to \$ 2.0 billion of its common stock (the "2017 Buyback," and, together with the 2011 Buyback, the "Buyback Programs").

During the year ended December 31, 2023, there were no repurchases under either of the Buyback Programs. As of December 31, 2023, the Company has repurchased a total of 14,451,325 shares of its common stock under the 2011 Buyback for an aggregate of \$ 1.5 billion, including commissions and fees. As of December 31, 2023, the Company has not made any repurchases under the 2017 Buyback.

Under the Buyback Programs, the Company is authorized to purchase shares from time to time through open market purchases or in privately negotiated transactions not to exceed market prices and subject to market conditions and other factors. With respect to open market purchases, the Company may use plans adopted in accordance with Rule 10b5-1 under the Exchange Act in accordance with securities laws and other legal requirements, which allows the Company to repurchase shares during

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

periods when it may otherwise be prevented from doing so under insider trading laws or because of self-imposed trading blackout periods.

The Company expects to fund any further repurchases of its common stock through a combination of cash on hand, cash generated by operations and borrowings under its credit facilities. Repurchases under the Buyback Programs are subject to, among other things, the Company having available cash to fund the repurchases.

Distributions— During the years ended December 31, 2023, 2022 and 2021, the Company declared the following cash distributions (per share data reflects actual amounts):

	For the year ended December 31,					
	2023		2022		2021	
	Distribution per share	Aggregate Payment Amount	Distribution per share	Aggregate Payment Amount	Distribution per share	Aggregate Payment Amount
Common Stock	\$ 6.45	\$ 3,006.7	\$ 5.86	\$ 2,715.3	\$ 5.21	\$ 2,359.4

The following table characterizes the tax treatment of distributions declared per share of common stock.

	For the year ended December 31,					
	2023		2022		2021	
	Per Share	%	Per Share	%	Per Share	%
Common Stock						
Ordinary dividend	\$ 6.3100	100.00 %	\$ 4.3000	100.00 %	\$ 6.1980	96.54 %
Capital gains distribution	—	—	—	—	0.2220	3.46
Total	\$ 6.3100	(1)	\$ 4.3000	(2)	\$ 6.4200	(3)

(1) Excludes dividend declared on December 13, 2023 of \$ 1.70 per share, which was paid on February 1, 2024 to common stockholders of record at the close of business on December 28, 2023 and which will apply to the 2024 tax year. Includes dividend declared on December 7, 2022 of \$ 1.56 per share, which was paid on February 2, 2023 to common stockholders of record at the close of business on December 28, 2022 and which applied to the 2023 tax year.

(2) Excludes dividend declared on December 7, 2022 of \$ 1.56 per share, which was paid on February 2, 2023 to common stockholders of record at the close of business on December 28, 2022 and which applied to the 2023 tax year.

(3) Includes dividend declared on December 15, 2021 of \$ 1.39 per share, which was paid on January 14, 2022 to common stockholders of record at the close of business on December 27, 2021. Also includes dividend declared on December 3, 2020 of \$ 1.21 per share, which was paid on February 2, 2021 to common stockholders of record at the close of business on December 28, 2020 and which applied to the 2021 tax year.

The Company accrues distributions on unvested restricted stock units, which are payable upon vesting. The amount accrued for distributions payable related to unvested restricted stock units was \$ 21.5 million and \$ 17.0 million as of December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, the Company paid \$ 9.0 million of distributions upon the vesting of restricted stock units. To maintain its qualification for taxation as a REIT, the Company expects to continue paying distributions, the amount, timing and frequency of which will be determined, and subject to adjustment, by the Company's Board of Directors.

15. NONCONTROLLING INTERESTS

European Interests—In 2021, PGGM converted its previously held noncontrolling interest in a subsidiary that primarily consisted of the Company's operations in France, Germany and Poland ("Former ATC Europe") into noncontrolling interests in subsidiaries, consisting of the Company's operations in Germany and Spain. In 2021, Caisse de dépôt et placement du Québec ("CDPQ") and Allianz insurance companies and funds managed by Allianz Capital Partners GmbH, including the Allianz European Infrastructure Fund (collectively, "Allianz") acquired 30 % and 18 % noncontrolling interests, respectively, in ATC Europe (the "ATC Europe Transactions") for total aggregate consideration of 2.6 billion EUR (approximately \$ 3.1 billion at the date of closing).

As of December 31, 2023, ATC Europe consists of the Company's operations in France, Germany and Spain. The Company currently holds a 52 % controlling interest in ATC Europe, with CDPQ and Allianz holding 30 % and 18 % noncontrolling interests, respectively. ATC Europe holds a 100 % interest in the subsidiaries that consist of the Company's operations in France and an 87 % and an 83 % controlling interest in the subsidiaries that consist of the Company's operations in Germany and Spain, respectively, with PGGM holding a 13 % and a 17 % noncontrolling interest in each respective subsidiary.

Table of Contents

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

Bangladesh Partnership—In August 2021, the Company acquired a 51 % controlling interest in in Kirtonkhola Tower Bangladesh Limited (“KTBL”) for 900 million BDT (approximately \$ 10.6 million at the date of closing). Confidence Group holds a 49 % noncontrolling interest in Ktbl.

Stonepeak Transaction—In July 2022, the Company entered into an agreement pursuant to which certain investment vehicles affiliated with Stonepeak Partners LP (such investment vehicles, collectively, “Stonepeak”) acquired a noncontrolling ownership interest in the Company’s U.S. data center business. The transaction was completed in August 2022 for total aggregate consideration of \$ 2.5 billion, through an investment in common equity of \$ 1,750.0 million and mandatorily convertible preferred equity of \$ 750.0 million. In October 2022, the Company entered into an agreement with Stonepeak for Stonepeak to acquire additional common equity and mandatorily preferred equity interests in the Company’s U.S. data center business for total aggregate consideration of \$ 570.0 million (together with the August 2022 closing, the “Stonepeak Transaction”).

As of December 31, 2023, the Company holds a common equity interest of approximately 72 % in its U.S. data center business, with Stonepeak holding approximately 28 % of the outstanding common equity and 100 % of the outstanding mandatorily convertible preferred equity. On a fully converted basis, which is expected to occur four years from the date of the initial closing in August 2022, and on the basis of the currently outstanding equity, the Company will hold a controlling ownership interest of approximately 64 %, with Stonepeak holding approximately 36 %. The mandatorily convertible preferred equity, which accrues dividends at 5.0 %, will convert into common equity on a one for one basis, subject to adjustment that will be measured on the conversion date.

Dividends to noncontrolling interests—Certain of the Company’s subsidiaries may, from time to time, declare dividends.

During the year ended December 31, 2023, the Company’s U.S. data center business had distributions of \$ 46.1 million related to the outstanding Stonepeak mandatorily convertible preferred equity (the “Stonepeak Preferred Distributions”). As of December 31, 2023, the amount accrued for Stonepeak Preferred Distributions was \$ 11.6 million. Beginning in January 2024, pursuant to the terms of the ownership agreement with Stonepeak, on a quarterly basis, the Company’s U.S. data center business will distribute common dividends to the Company and to Stonepeak in proportion to their respective equity interests in the Company’s U.S. data center business (the “Stonepeak Common Dividend”). As of December 31, 2023, the amount accrued for the Stonepeak Common Dividend was \$ 91.7 million.

During the year ended December 31, 2023, AT Iberia C.V., one of the Company’s subsidiaries in Spain, declared and paid a dividend of 48.0 million EUR (approximately \$ 53.0 million at the date of payment), pursuant to the terms of the ownership agreements, to ATC Europe and PGGM in proportion to their respective equity interests in AT Iberia C.V.

The changes in noncontrolling interests were as follows:

	Year Ended December 31,	
	2023	2022
Balance as of January 1,	\$ 6,836.1	\$ 3,988.4
Stonepeak Transaction (1)	—	3,070.0
Net loss attributable to noncontrolling interests	(116.2)	(69.1)
Foreign currency translation adjustment attributable to noncontrolling interests, net of tax	81.4	(185.6)
Contributions from noncontrolling interest holders	12.7	55.4
Distributions to noncontrolling interest holders (2)	(146.8)	(23.0)
Balance as of December 31,	\$ 6,667.2	\$ 6,836.1

(1) Represents the impact of contributions received from Stonepeak described above on Noncontrolling interests. Reflected within Contributions from noncontrolling interest holders in the consolidated statements of equity.

(2) For the year ended December 31, 2023, primarily includes the Stonepeak Common Dividend and the Stonepeak Preferred Distributions. For the year ended December 31, 2022, includes \$ 16.7 million of Stonepeak Preferred Distributions and dividends of \$ 5.5 million paid to PGGM.

16. OTHER OPERATING EXPENSE

Other operating expense consists primarily of impairment charges, net losses on sales or disposals of assets and other operating expense items. The Company records impairment charges to write down certain assets to their net realizable value after an indicator of impairment is identified and subsequent analysis determines that the asset is either partially recoverable or not recoverable. These assets consist primarily of those related to the Company’s tower locations, and included towers and related assets included in property and equipment, network location intangible assets and right-of-use assets, all of which are typically

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

assessed on an individual location or site basis. The assets subject to impairment also include tenant-related intangibles, which are assessed on a tenant basis. Net losses on sales or disposals of assets primarily relate to certain non-core towers, other assets and miscellaneous items. Other operating expenses includes acquisition- and disposition-related costs and integration costs.

Other operating expenses included the following for the years ended December 31,:.

	2023	2022	2021
Impairment charges (1)	\$ 202.4	\$ 655.9	\$ 173.7
Net losses on sales or disposals of assets (2)	125.4	28.4	22.7
Other operating expenses (3)	49.9	83.3	202.3
Total Other operating expenses	\$ 377.7	\$ 767.6	\$ 398.7

(1) For the year ended December 31, 2022, impairment charges primarily relate to India, as discussed below.

(2) For the year ended December 31, 2023, includes a net loss of \$ 78.9 million on the sales of Mexico Fiber and ATC Poland.

(3) For the year ended December 31, 2023, includes severance and related costs as discussed below. For the year ended December 31, 2021, includes acquisition and merger related expenses associated with the Telixus Acquisition and the CoreSite Acquisition.

Impairment charges included the following for the years ended December 31,:.

	2023	2022	2021
Tower and network location intangible assets (1)	\$ 95.7	\$ 149.6	\$ 121.0
Tenant relationships (2)	90.2	491.1	42.2
Other (3)	16.5	15.2	10.5
Total impairment charges included in Other operating expense	\$ 202.4	\$ 655.9	\$ 173.7
Goodwill impairment (4)	\$ 402.0	\$ —	\$ —
Total impairment charges	\$ 604.4	\$ 655.9	\$ 173.7

(1) During the year ended December 31, 2022, impairment charges primarily relate to India, as discussed below.

(2) During the year ended December 31, 2023, impairment charges relate to impaired tenant relationships in Africa. During the year ended December 31, 2022, impairment charges primarily relate to India, as discussed below, and impaired tenant relationships related to fiber in Mexico. During the year ended December 31, 2021, impairment charges relate to a fully impaired tenant relationship in Africa.

(3) Includes impairment charges related to right-of-use assets.

(4) During the year ended December 31, 2023, includes goodwill impairment associated with the India and Spain reporting units (as discussed in note 5).

India Impairments

The Company reviews long-lived assets for impairment annually (as of December 31) or whenever events or circumstances indicate the carrying amount of an assets may not be recoverable, as further discussed in note 1.

In the third quarter of 2022, VIL, communicated that it would make partial payments of its contractual amounts owed to the Company and indicated that it would continue to make partial payments for the remainder of 2022. In late 2022, VIL had communicated its intent to resume payments in full under its contractual obligations owed to the Company beginning on January 1, 2023. However, in early 2023, VIL communicated that it would not be able to resume payments in full of its contractual obligations owed to the Company, and that it would instead continue to make partial payments. In the second half of 2023, VIL began making payments in full of its monthly contractual obligations owed to the Company.

The Company considered these developments and the uncertainty with respect to amounts owed under its tenant leases when conducting its 2022 annual impairment assessments for long-lived assets in India. A probability weighted assessment was performed, incorporating current and expected industry and market conditions and trends and, as a result, the Company determined that certain fixed and intangible assets had been impaired during the year ended December 31, 2022.

- An impairment of \$ 97.0 million was taken on tower and network location intangible assets in India.
- The Company also impaired the tenant-related intangible assets for VIL, which resulted in an impairment of \$ 411.6 million.

The Company recorded a goodwill impairment charge of \$ 322.0 million in India during the year ended December 31, 2023 as discussed in note 5. The goodwill impairment charge is recorded in Goodwill impairment in the accompanying consolidated statements of operations for the year ended December 31, 2023.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Severance

During the year ended December 31, 2023, the Company approved a plan for restructuring its workforce, which was communicated to its employees. As a result of these actions, severance and related costs of \$ 21.8 million were recorded in Other operating expense in the accompanying consolidated statements of operations for the year ended December 31, 2023.

Additional information relating to the severance and related costs by operating segments is as follows for the year ended December 31,:

	2023
U.S. & Canada property	\$ 2.4
Africa property	0.7
Europe property	2.8
Latin America property	4.7
Services	3.4
Other (1)	7.8
Total severance and related costs	\$ 21.8

(1) Includes corporate expenses .

Unpaid obligations for severance and related costs as of December 31, 2023, are included in Payroll and related withholdings within Accrued expenses in the consolidated balance sheet as of December 31, 2023:

The changes in the unpaid obligations for severance and related costs for the year ended December 31, 2023 were as follows:

	2023
Beginning balance as of January 1,	\$ —
Additions	21.8
Payments	(19.9)
Balance as of December 31,	<u><u>\$ 1.9</u></u>

17. EARNINGS PER COMMON SHARE

The following table sets forth basic and diluted net income per common share computational data for the years ended December 31, (shares in thousands, except per share data):

	2023	2022	2021
Net income attributable to American Tower Corporation common stockholders	<u><u>\$ 1,483.3</u></u>	<u><u>\$ 1,765.8</u></u>	<u><u>\$ 2,567.7</u></u>
Basic weighted average common shares outstanding	466,063	461,519	451,498
Dilutive securities	1,099	1,231	1,796
Diluted weighted average common shares outstanding	<u><u>467,162</u></u>	<u><u>462,750</u></u>	<u><u>453,294</u></u>
Basic net income attributable to American Tower Corporation common stockholders per common share	\$ 3.18	\$ 3.83	\$ 5.69
Diluted net income attributable to American Tower Corporation common stockholders per common share	<u><u>\$ 3.18</u></u>	<u><u>\$ 3.82</u></u>	<u><u>\$ 5.66</u></u>

Shares Excluded From Dilutive Effect

The following shares were not included in the computation of diluted earnings per share because the effect would be anti-dilutive for the years ended December 31, (in thousands, on a weighted average basis):

	2023	2022	2021
Restricted stock awards	5	86	—

18. COMMITMENTS AND CONTINGENCIES

Litigation—The Company periodically becomes involved in various claims, lawsuits and proceedings that are incidental to its business. In the opinion of Company management, after consultation with counsel, there are no matters currently pending that

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

would, in the event of an adverse outcome, materially impact the Company's consolidated financial position, results of operations or liquidity.

Verizon Transaction—In March 2015, the Company entered into an agreement with various operating entities of Verizon Communications Inc. ("Verizon") that currently provides for the lease, sublease or management of approximately 11,200 wireless communications sites, which commenced on March 27, 2015. The average term of the lease or sublease for all communications sites at the inception of the agreement was approximately 28 years, assuming renewals or extensions of the underlying ground leases for the sites. The Company has the option to purchase the leased sites in tranches, subject to the applicable lease, sublease or management rights upon its scheduled expiration. Each tower is assigned to an annual tranche, ranging from 2034 to 2047, which represents the outside expiration date for the sublease rights to the towers in that tranche. The purchase price for each tranche is a fixed amount stated in the lease for such tranche plus the fair market value of certain alterations made to the related towers. The aggregate purchase option price for the towers leased and subleased is approximately \$ 5.0 billion. Verizon will occupy the sites as a tenant for an initial term of ten years with eight optional successive five-year terms; each such term shall be governed by standard master lease agreement terms established as a part of the transaction.

AT&T Transaction—The Company has an agreement with SBC Communications Inc., a predecessor entity to AT&T Inc. ("AT&T"), that currently provides for the lease or sublease of approximately 1,800 towers, which commenced between December 2000 and August 2004. Substantially all of the towers are part of the Trust Securitizations. The average term of the lease or sublease for all sites at the inception of the agreement was approximately 27 years, assuming renewals or extensions of the underlying ground leases for the sites. The Company has the option to purchase the sites subject to the applicable lease or sublease upon its expiration. Each tower is assigned to an annual tranche, ranging from 2013 to 2032, which represents the outside expiration date for the sublease rights to that tower. The purchase price for each site is a fixed amount stated in the lease for that site plus the fair market value of certain alterations made to the related tower by AT&T. As of December 31, 2023, the Company has purchased an aggregate of approximately 600 of the subleased towers which are subject to the applicable agreement, including 59 towers purchased during the year ended December 31, 2023 for an aggregate purchase price of \$ 40.9 million. The aggregate purchase option price for the remaining towers leased and subleased is \$ 1.1 billion and includes per annum accretion through the applicable expiration of the lease or sublease of a site. For all such sites, AT&T has the right to continue to lease the reserved space through June 30, 2025 at the then-current monthly fee, which shall escalate in accordance with the standard master lease agreement for the remainder of AT&T's tenancy. Thereafter, AT&T shall have the right to renew such lease for up to five successive five-year terms.

Other Contingencies—The Company is subject to income tax and other taxes in the geographic areas where it holds assets or operates, and periodically receives notifications of audits, assessments or other actions by taxing authorities. Taxing authorities may issue notices or assessments while audits are being conducted. In certain jurisdictions, taxing authorities may issue assessments with minimal examination. These notices and assessments do not represent amounts that the Company is obligated to pay and are often not reflective of the actual tax liability for which the Company will ultimately be liable. In the process of responding to assessments of taxes that the Company believes are not enforceable, the Company avails itself of both administrative and judicial remedies. The Company evaluates the circumstances of each notification or assessment based on the information available and, in those instances in which the Company does not anticipate a successful defense of positions taken in its tax filings, a liability is recorded in the appropriate amount based on the underlying assessment.

Guarantees and Indemnifications—The Company enters into agreements from time to time in the ordinary course of business pursuant to which it agrees to guarantee or indemnify third parties for certain claims. The Company has also entered into purchase and sale agreements relating to the sale or acquisition of assets containing customary indemnification provisions. The Company's indemnification obligations under these agreements generally are limited solely to damages resulting from breaches of representations and warranties or covenants under the applicable agreements. In addition, payments under such indemnification clauses are generally conditioned on the other party making a claim that is subject to whatever defenses the Company may have and are governed by dispute resolution procedures specified in the particular agreement. Further, the Company's obligations under these agreements may be limited in duration and amount, and in some instances, the Company may have recourse against third parties for payments made by the Company. The Company has not historically made any material payments under these agreements and, as of December 31, 2023, is not aware of any agreements that could result in a material payment.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

19. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information and non-cash investing and financing activities are as follows for the years ended December 31,:

	2023	2022	2021
Supplemental cash flow information:			
Cash paid for interest	\$ 1,260.0	\$ 1,088.6	\$ 791.2
Cash paid for income taxes (net of refunds of \$ 31.5 , \$ 33.9 and \$ 46.7 , respectively)	306.5	322.3	225.2
Non-cash investing and financing activities:			
(Decrease) increase in accounts payable and accrued expenses for purchases of property and equipment and construction activities	(14.7)	27.2	57.9
Purchases of property and equipment under finance leases, perpetual easements and capital leases	31.5	33.6	58.8
Fair value of debt assumed through acquisitions (1)	—	—	955.1
Settlement of third-party debt	—	(7.4)	(12.7)
Replacement awards (2)	—	—	17.1

(1) For the year ended December 31, 2021, consists of repayment of debt assumed in connection with the CoreSite Acquisition, including senior unsecured notes previously entered into by CoreSite.

(2) For the year ended December 31, 2021, consists of CoreSite Acquisition purchase consideration related to CoreSite Replacement Awards.

20. BUSINESS SEGMENTS**Property**

Communications Sites and Related Communications Infrastructure —The Company's primary business is leasing space on multitenant communications sites to wireless service providers, radio and television broadcast companies, wireless data providers, government agencies and municipalities and tenants in a number of other industries. The Company has historically reported these operations on a geographic basis.

Data Centers— In December 2021, the Company completed the CoreSite Acquisition, through which it acquired over 20 data center facilities and related assets in eight United States markets. As a result of the CoreSite Acquisition, the Company established the Data Centers segment as a reportable segment in the fourth quarter of 2021. The Company's Data Centers segment relates to data center facilities and related assets that the Company owns and operates in the United States. The Data Centers segment offers different types of leased land and related services from, and requires different resources, skill sets and marketing strategies than the existing property operating segment in the U.S. & Canada.

As of December 31, 2023, the Company's property operations consisted of the following:

- U.S. & Canada: property operations in Canada and the United States;
- Asia-Pacific: property operations in Australia, Bangladesh, India, New Zealand and the Philippines;
- Africa: property operations in Burkina Faso, Ghana, Kenya, Niger, Nigeria, South Africa and Uganda;
- Europe: property operations in France, Germany and Spain;
- Latin America: property operations in Argentina, Brazil, Chile, Colombia, Costa Rica, Mexico, Paraguay and Peru; and
- Data Centers: data center property operations in the United States.

Services—The Company's Services segment offers tower-related services in the United States, including AZP, structural and mount analyses, and construction management, which primarily support its site leasing business, including the addition of new tenants and equipment on its communications sites. The Services segment is a strategic business unit that offers different services from, and requires different resources, skill sets and marketing strategies than, the property operating segments.

The accounting policies applied in compiling segment information below are similar to those described in note 1. Among other factors, in evaluating financial performance in each business segment, management uses segment gross margin and segment operating profit. The Company defines segment gross margin as segment revenue less segment operating expenses excluding Depreciation, amortization and accretion; Selling, general, administrative and development expense; and Other operating expenses. The Company defines segment operating profit as segment gross margin less Selling, general, administrative and

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in millions, unless otherwise disclosed)

development expense attributable to the segment, excluding stock-based compensation expense and corporate expenses. These measures of segment gross margin and segment operating profit are also before Interest income, Interest expense, Gain (loss) on retirement of long-term obligations, Other income (expense), Net income (loss) attributable to noncontrolling interests and Income tax benefit (provision). The categories of expenses indicated above, such as depreciation, have been excluded from segment operating performance as they are not considered in the review of information or the evaluation of results by management. There are no significant revenues resulting from transactions between the Company's operating segments. All intercompany transactions are eliminated to reconcile segment results and assets to the consolidated statements of operations and consolidated balance sheets.

Summarized financial information concerning the Company's reportable segments for the years ended December 31, 2023, 2022 and 2021 is shown in the following tables. The "Other" column (i) represents amounts excluded from specific segments, such as business development operations, stock-based compensation expense and corporate expenses included in Selling, general, administrative and development expense; Other operating expenses; Interest income; Interest expense; Gain (loss) on retirement of long-term obligations; and Other income (expense), and (ii) reconciles segment operating profit to Income from continuing operations before income taxes.

	Property						Total			
	U.S. &						Property	Services	Other	Total
Year ended December 31, 2023	Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers				
Segment revenues	\$ 5,216.2	\$ 1,150.8	\$ 1,225.6	\$ 775.6	\$ 1,798.3	\$ 834.7	\$ 11,001.2	\$ 143.0		\$ 11,144.2
Segment operating expenses	849.9	704.2	433.3	299.5	566.0	347.6	3,200.5	60.1		3,260.6
Segment gross margin	4,366.3	446.6	792.3	476.1	1,232.3	487.1	7,800.7	82.9		7,883.6
Segment selling, general, administrative and development expense (1)	165.1	42.1	79.3	65.6	107.9	72.4	532.4	22.9		555.3
Segment operating profit	\$ 4,201.2	\$ 404.5	\$ 713.0	\$ 410.5	\$ 1,124.4	\$ 414.7	\$ 7,268.3	\$ 60.0		\$ 7,328.3
Stock-based compensation expense								\$ 195.7		195.7
Other selling, general, administrative and development expense									241.5	241.5
Depreciation, amortization and accretion									3,086.5	3,086.5
Other expense (2)									2,283.3	2,283.3
Income from continuing operations before income taxes										\$ 1,521.3
Capital expenditures (3) (4)	\$ 410.6	\$ 122.0	\$ 425.6	\$ 218.0	\$ 205.2	\$ 428.1	\$ 1,809.5	\$ —	\$ 20.3	\$ 1,829.8

(1) Segment selling, general, administrative and development expenses exclude stock-based compensation expense of \$ 195.7 million.

(2) Primarily includes interest expense, \$ 202.4 million in impairment charges, \$ 402.0 million of goodwill impairment charges in India and Spain, as further discussed in note 5, and losses from foreign currency exchange rate fluctuations. The year ended December 31, 2023 also includes a net loss of \$ 78.9 million on the sales of Mexico Fiber and ATC Poland.

(3) Includes \$ 6.2 million of finance lease payments included in Repayments of notes payable, credit facilities, term loans, senior notes, secured debt and finance leases in the cash flows from financing activities in the Company's consolidated statements of cash flows.

(4) Includes \$ 38.7 million of perpetual land easement payments reported in Deferred financing costs and other financing activities in the cash flows from financing activities in the Company's consolidated statements of cash flows.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Year ended December 31, 2022	Property						Total Property	Services	Other	Total
	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers				
Segment revenues	\$ 5,006.3	\$ 1,077.0	\$ 1,192.5	\$ 735.7	\$ 1,691.9	\$ 766.6	\$ 10,470.0	\$ 241.1		\$ 10,711.1
Segment operating expenses	845.4	697.6	445.1	319.6	526.7	322.0	3,156.4	107.4		3,263.8
Segment gross margin	4,160.9	379.4	747.4	416.1	1,165.2	444.6	7,313.6	133.7		7,447.3
Segment selling, general, administrative and development expense (1)	183.2	69.1	80.0	52.4	107.6	63.9	556.2	22.3		578.5
Segment operating profit	<u>\$ 3,977.7</u>	<u>\$ 310.3</u>	<u>\$ 667.4</u>	<u>\$ 363.7</u>	<u>\$ 1,057.6</u>	<u>\$ 380.7</u>	<u>\$ 6,757.4</u>	<u>\$ 111.4</u>		<u>\$ 6,868.8</u>
Stock-based compensation expense								\$ 169.3		169.3
Other selling, general, administrative and development expense								224.5		224.5
Depreciation, amortization and accretion									3,355.1	3,355.1
Other expense (2)									1,399.2	1,399.2
Income from continuing operations before income taxes										\$ 1,720.7
Capital expenditures (3) (4)	\$ 481.7	\$ 151.8	\$ 507.3	\$ 165.7	\$ 229.4	\$ 353.7	\$ 1,889.6	\$ —	\$ 12.9	\$ 1,902.5

(1) Segment selling, general, administrative and development expenses exclude stock-based compensation expense of \$ 169.3 million.

(2) Primarily includes interest expense and \$ 655.9 million in impairment charges, partially offset by gains from foreign currency exchange rate fluctuations.

(3) Includes \$ 6.7 million of finance lease payments included in Repayments of notes payable, credit facilities, term loans, senior notes, secured debt and finance leases in the cash flows from financing activities in the Company's consolidated statements of cash flows.

(4) Includes \$ 36.7 million of perpetual land easement payments reported in Deferred financing costs and other financing activities in the cash flows from financing activities in the Company's consolidated statements of cash flows.

Year ended December 31, 2021	Property						Total Property	Services	Other	Total
	U.S. & Canada	Asia-Pacific	Africa	Europe	Latin America	Data Centers				
Segment revenues	\$ 4,920.2	\$ 1,199.1	\$ 1,005.5	\$ 496.2	\$ 1,465.4	\$ 23.2	\$ 9,109.6	\$ 247.3		\$ 9,356.9
Segment operating expenses	853.5	724.3	346.1	194.0	458.3	9.1	2,585.3	96.7		2,682.0
Segment gross margin	4,066.7	474.8	659.4	302.2	1,007.1	14.1	6,524.3	150.6		6,674.9
Segment selling, general, administrative and development expense (1)	176.9	73.1	72.3	42.1	104.1	5.9	474.4	16.2		490.6
Segment operating profit	<u>\$ 3,889.8</u>	<u>\$ 401.7</u>	<u>\$ 587.1</u>	<u>\$ 260.1</u>	<u>\$ 903.0</u>	<u>\$ 8.2</u>	<u>\$ 6,049.9</u>	<u>\$ 134.4</u>		<u>\$ 6,184.3</u>
Stock-based compensation expense								\$ 119.5		119.5
Other selling, general, administrative and development expense								201.5		201.5
Depreciation, amortization and accretion									2,332.6	2,332.6
Other expense (2)									701.3	701.3
Income from continuing operations before income taxes										\$ 2,829.4
Capital expenditures (3) (4)	\$ 440.1	\$ 175.1	\$ 460.7	\$ 58.9	\$ 260.9	\$ 2.5	\$ 1,398.2	\$ —	\$ 9.6	\$ 1,407.8

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

(1) Segment selling, general, administrative and development expenses exclude stock-based compensation expense of \$ 119.5 million.
(2) Primarily includes interest expense and \$ 173.7 million in impairment charges, partially offset by gains from foreign currency exchange rate fluctuations.
(3) Includes \$ 5.4 million of finance lease payments included in Repayments of notes payable, credit facilities, term loan, senior notes, secured debt and finance leases in the cash flows from financing activities in the Company's consolidated statements of cash flows.
(4) Includes \$ 35.2 million of perpetual land easement payments reported in Deferred financing costs and other financing activities in the cash flows from financing activities in the Company's consolidated statements of cash flows.

Additional information relating to the total assets of the Company's operating segments is as follows for the years ended December 31,:

	2023	2022
Total Assets (1):		
U.S. & Canada property	\$ 26,325.1	\$ 26,739.9
Asia-Pacific property	3,758.1	4,276.9
Africa property	4,031.2	4,759.4
Europe property	11,769.3	11,464.6
Latin America property	9,025.3	8,666.3
Data Centers	10,482.9	10,702.8
Services	54.8	119.3
Other (2)	580.9	465.3
Total assets	\$ 66,027.6	\$ 67,194.5

(1) Balances are translated at the applicable period end exchange rate, which may impact comparability between periods.

(2) Balances include corporate assets such as cash and cash equivalents, certain tangible and intangible assets and income tax accounts that have not been allocated to specific segments.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

Summarized geographic information related to the Company's operating revenues for the years ended December 31, 2023, 2022 and 2021 and long-lived assets as of December 31, 2023 and 2022 is as follows:

	2023	2022	2021
Operating Revenues:			
U.S. & Canada:			
Canada (1)	\$ 11.7	\$ 12.5	\$ 11.4
United States (2)	6,182.2	6,001.5	5,179.3
Asia-Pacific (1):			
Australia	2.6	1.8	1.8
Bangladesh	5.7	3.9	0.4
India	1,132.0	1,065.7	1,196.6
New Zealand	1.6	0.3	—
Philippines	8.9	5.3	0.3
Africa (1):			
Burkina Faso	38.1	41.2	44.7
Ghana	128.6	144.4	170.5
Kenya	120.0	123.1	107.4
Niger	48.4	42.1	41.6
Nigeria	495.4	477.2	296.5
South Africa	157.9	164.8	164.0
Uganda	237.2	199.7	180.8
Europe (1):			
France	113.4	99.6	98.9
Germany	363.6	320.0	213.5
Poland (3)	0.6	1.0	0.5
Spain	298.0	315.1	183.3
Latin America (1):			
Argentina	43.8	39.2	31.6
Brazil	787.3	741.9	614.6
Chile	106.3	91.8	88.0
Colombia	117.0	106.1	107.7
Costa Rica	24.7	23.9	22.8
Mexico	611.8	588.9	524.6
Paraguay	16.3	15.4	13.5
Peru	91.1	84.7	62.6
Total operating revenues	\$ 11,144.2	\$ 10,711.1	\$ 9,356.9

(1) Balances are translated at the applicable exchange rate, which may impact comparability between periods.

(2) Balances include revenue from the Company's Services and Data Centers segments.

(3) During the year ended December 31, 2023, the Company completed the sale of ATC Poland.

[Table of Contents](#)

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in millions, unless otherwise disclosed)

	2023	2022
Long-Lived Assets (1):		
U.S. & Canada:		
Canada (2)	\$ 214.8	207.6
United States (3)	28,337.4	29,275.1
Asia-Pacific (2):		
Australia	10.6	7.5
Bangladesh	25.3	24.6
India	2,069.6	2,452.2
New Zealand	37.5	37.6
Philippines	31.9	30.9
Africa (2):		
Burkina Faso	257.4	272.0
Ghana	269.2	393.3
Kenya	557.2	783.8
Niger	203.1	211.3
Nigeria	456.5	747.8
South Africa	337.0	345.5
Uganda	925.1	935.2
Europe (2):		
France	1,338.8	1,306.9
Germany	5,721.2	5,642.5
Poland	—	4.9
Spain	3,031.6	3,027.8
Latin America (2):		
Argentina	190.1	194.1
Brazil	1,996.5	1,908.7
Chile	575.7	606.6
Colombia	286.8	238.0
Costa Rica	105.6	111.3
Mexico	1,044.4	1,243.2
Paraguay	92.3	93.7
Peru	832.9	836.2
Total long-lived assets	\$ 48,948.5	50,938.3

(1) Includes Property and equipment, net, Goodwill and Other intangible assets, net.

(2) Balances are translated at the applicable period end exchange rate, which may impact comparability between periods.

(3) Balances include the Company's data centers assets located in the United States.

The following customers within the property and services segments individually accounted for 10% or more of the Company's consolidated operating revenues for the years ended December 31,:

	2023	2022	2021
T-Mobile	17 %	18 %	20 %
AT&T	16 %	17 %	19 %
Verizon Wireless	12 %	11 %	13 %

21. RELATED PARTY TRANSACTIONS

During the years ended December 31, 2023, 2022 and 2021, the Company had no significant related party transactions.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****(Tabular amounts in millions, unless otherwise disclosed)****22. SUBSEQUENT EVENTS**

Pending ATC TIPL Transaction—On January 4, 2024, the Company, through its subsidiaries, ATC Asia Pacific Pte. Ltd. and ATC Telecom Infrastructure Private Limited (“ATC TIPL”), entered into an agreement with Data Infrastructure Trust (“DIT”), an infrastructure investment trust sponsored by an affiliate of Brookfield Asset Management, pursuant to which DIT will acquire a 100 % ownership interest in ATC TIPL (the “Pending ATC TIPL Transaction”) for total aggregate consideration of up to 210 billion INR (approximately \$ 2.5 billion), including the value of the VIL OCDs, payments on certain existing customer receivables, the repayment of existing intercompany debt and the repayment, or assumption, of our existing term loan in India, by DIT. The Company will retain the full economic benefit associated with the VIL OCDs, and rights to payments on certain existing customer receivables. The Pending ATC TIPL Transaction is expected to close in the second half of 2024, subject to customary closing conditions, including government and regulatory approval.

Repayment of 0.600 % Senior Notes—On January 12, 2024, the Company repaid \$ 500.0 million aggregate principal amount of the Company’s 0.600 % senior unsecured notes due 2024 (the “0.600 % Notes”) upon their maturity. The 0.600 % Notes were repaid using borrowings under the 2021 Multicurrency Credit Facility. Upon completion of the repayment, none of the 0.600 % Notes remained outstanding.

AMERICAN TOWER CORPORATION AND SUBSIDIARIES
SCHEDULE III—SCHEDULE OF REAL ESTATE
AND ACCUMULATED DEPRECIATION
(dollars in millions)

Description	Encumbrances	Initial cost to company	Gross amount				Date of construction	Date acquired	Life on which depreciation in latest income statements is computed
			Cost capitalized subsequent to acquisition	carried at close of current period	Accumulated depreciation at close of current period				
222,830 Sites (1)	\$ 2,325.0 (2)	(3)	(3)	\$ 21,929.3 (5)	\$ (8,986.9)		Various	Various	Up to 20 years
28 Data Centers	—	(4)	(4)	6,309.9 (5)	(833.7)		Various	Various	Up to 40 years

(1) No single site exceeds 5% of the total amounts indicated in the table above.
(2) Certain assets secure debt of \$ 2.3 billion.
(3) The Company has omitted this information, as it would be impracticable to compile such information on a site-by-site basis.
(4) The Company has aggregated data center information on a basis consistent with its tower portfolio.
(5) Does not include those sites under construction.

	2023	2022	2021
Gross amount at beginning	\$ 27,060.9	\$ 23,948.9	\$ 18,492.9
Additions during period:			
Acquisitions (1)	105.2	288.1	5,017.6
Discretionary capital projects (2)	860.2	398.0	391.2
Discretionary ground lease purchases (3)	126.0	502.0	242.7
Redevelopment capital expenditures (4)	451.5	335.9	203.6
Capital improvements (5)	192.7	155.4	92.5
Start-up capital expenditures (6)	136.7	227.0	184.6
Other (7)	(11.6)	1,672.6	51.2
Total additions	1,860.7	3,579.0	6,183.4
Deductions during period:			
Cost of real estate sold or disposed	(202.8)	(257.6)	(263.7)
Other (8)	(479.6)	(209.4)	(463.7)
Total deductions:	(682.4)	(467.0)	(727.4)
Balance at end	<u><u>\$ 28,239.2</u></u>	<u><u>\$ 27,060.9</u></u>	<u><u>\$ 23,948.9</u></u>
	2023	2022	2021
Gross amount of accumulated depreciation at beginning	\$ (8,669.5)	\$ (7,548.1)	\$ (6,921.0)
Additions during period:			
Depreciation	(1,353.5)	(1,373.3)	(863.8)
Other	—	—	—
Total additions	(1,353.5)	(1,373.3)	(863.8)
Deductions during period:			
Amount of accumulated depreciation for assets sold or disposed	89.0	128.9	142.4
Other (8)	113.4	123.0	94.3
Total deductions	202.4	251.9	236.7
Balance at end	<u><u>\$ (9,820.6)</u></u>	<u><u>\$ (8,669.5)</u></u>	<u><u>\$ (7,548.1)</u></u>

(1) Includes amounts related to the acquisition of data centers.
(2) Includes amounts incurred primarily for the construction of new sites.
(3) Includes amounts incurred to purchase or otherwise secure the land under communications sites.
(4) Includes amounts incurred to increase the capacity of existing sites, which results in new incremental tenant revenue.
(5) Includes amounts incurred to enhance existing sites by adding additional functionality, capacity or general asset improvements.
(6) Includes amounts incurred in connection with acquisitions or new market launches. Start-up capital expenditures includes non-recurring expenditures contemplated in acquisitions, new market launch business cases or initial deployment of new technologies or platform expansion initiatives that lead to an increase in site-level cash flow generation.
(7) Primarily includes regional improvements, other additions, and net adjustments related to the Company's asset retirement obligations. For the year ended December 31, 2022, includes \$ 1.6 billion of data center equipment acquired in 2021 not previously classified as an investment in real estate. The Company determined that the inclusion of data center equipment in this schedule would provide better information and be more consistent with others in the data center industry.

[Table of Contents](#)

(8) Primarily includes foreign currency exchange rate fluctuations and other deductions. For the year ended December 31, 2023, includes the impact of the sales of Mexico Fiber and ATC Poland.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES
EXCHANGE ACT OF 1934**

As of February 20, 2024, American Tower Corporation has ten classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (1) our common stock; (2) our 1.375% senior notes due 2025 (the "1.375% Notes"); (3) our 1.950% senior notes due 2026 (the "1.950% Notes"); (4) our 0.450% senior notes due 2027 (the "0.450% Notes"); (5) our 0.400% senior notes due 2027 (the "0.400% Notes"); (6) our 4.125% senior notes due 2027 (the "4.125% Notes"); (7) our 0.500% senior notes due 2028 (the "0.500% Notes"); (8) our 0.875% senior notes due 2029 (the "0.875% Notes"); (9) our 0.950% senior notes due 2030 (the "0.950% Notes"); (10) our 4.625% senior notes due 2031 (the "4.625% Notes"); (11) our 1.000% senior notes due 2032 (the "1.000% Notes"); and (12) our 1.250% senior notes due 2033 (the "1.250% Notes").

DESCRIPTION OF COMMON STOCK

The description below summarizes the general terms of our common stock. This section is a summary, and it does not describe every aspect of our common stock. This summary is subject to, and qualified in its entirety by, reference to the provisions of our Restated Certificate of Incorporation ("Certificate of Incorporation") and our Amended and Restated By-Laws ("By-Laws"), each of which is filed as an exhibit to the Annual Report on Form 10-K (the "Form 10-K") of which this Exhibit 4.32 is a part. We encourage you to read our Certificate of Incorporation and By-Laws and the applicable provisions of the General Corporation Law of the State of Delaware ("DGCL") for additional information. References in this "Description of Common Stock" section to "we," "our" and the "Company" refer to American Tower Corporation and its predecessor, as applicable, individually and collectively with its subsidiaries as the context requires.

Authorized Shares

As of February 20, 2024, we are authorized to issue up to one billion (1,000,000,000) shares of common stock with one cent (\$0.01) par value per share.

Voting Rights

With respect to all matters upon which stockholders are entitled to vote, the holders of the outstanding shares of common stock are entitled to one (1) vote in person or by proxy for each share of common stock outstanding in the name of such stockholders on the record of stockholders. Generally, all matters to be voted on by stockholders must be approved by a majority (or by a plurality in the case of election of directors where the number of candidates nominated for election exceeds the number of directors to be elected) of the votes entitled to be cast by all shares of common stock present in person or by proxy.

Dividends and Other Distributions

Subject to applicable law and rights, if any, of the holders of any outstanding series of preferred stock or any class or series of stock having a preference over the common stock with respect to the payment of dividends and other distributions, dividends and other distributions may be declared and paid on the common stock from time to time and in amounts as our board of directors may determine. We pay regular dividends and other distributions, but the amount, timing and frequency of any distribution are at the sole discretion of our board of directors. Dividends and other distributions are declared based upon various factors, including without limitation distributions required to maintain our qualification for taxation as a real estate investment trust ("REIT"). The loan agreements for our credit facilities contain covenants that restrict our ability to pay dividends and other distributions unless certain financial covenants are satisfied.

Liquidation Rights

Upon our liquidation, dissolution or winding up, whether voluntarily or involuntarily, the holders of common stock are entitled to share ratably in all assets available for distribution after payment in full to creditors and payment in full to holders of preferred stock then outstanding of any amount required to be paid to them. Neither the merger, consolidation or business combination of American Tower with or into any other entity in which our stockholders receive capital stock and/or other securities (including debt securities) of the surviving entity (or the direct or indirect parent entity thereof), nor the sale, lease or transfer by us of any part of our business and assets, nor the reduction of our capital stock, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up.

Other Provisions

The holders of common stock have no preemptive, subscription or redemption rights and are not entitled to the benefit of any sinking fund. The shares of common stock presently outstanding are validly issued, fully paid and nonassessable.

We may not subdivide, combine, or pay or declare any stock dividend on, the outstanding shares of common stock unless all outstanding shares of common stock are subdivided or combined or the holders of common stock receive a proportionate dividend.

Restrictions on Ownership and Transfer

For us to comply with and have maximum business flexibility under the Federal Communications Laws (defined in our Certificate of Incorporation and including the Communications Act of 1934, as amended), and for us to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), our Certificate of Incorporation contains restrictions on stock ownership and stock transfers. These ownership and transfer restrictions could delay, defer or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise be in the best interests of the stockholders.

Federal Communications Laws Restrictions. Our Certificate of Incorporation permits us to restrict the ownership or proposed ownership of shares of our stock if that ownership or proposed ownership (i) is or could be inconsistent with, or in violation of, Federal Communications Laws (as defined in our Certificate of Incorporation); (ii) limits or impairs, or could limit or impair, our business activities or proposed business activities under the Federal Communications Laws; or (iii) subjects or could subject us to CFIUS Review (as defined in our Certificate of Incorporation) or to any provision of the Federal Communications Laws, including those requiring any review, authorization or approval, to which we would not be subject but for that ownership or proposed ownership, including, without limitation, Section 310 of the Communications Act and regulations relating to foreign ownership, multiple ownership or cross-ownership (clauses (i) through (iii) above are collectively referred to as FCC Regulatory Limitations). We reserve the right to require any person to whom a FCC Regulatory Limitation may apply to promptly furnish to us such information (including, without limitation, information with respect to the citizenship, other ownership interests and affiliations) as we may request. If such person fails to furnish all of the information we request, or we conclude that such person's ownership or proposed ownership of our stock, or the exercise by such person of any rights of stock ownership in connection with our stock, may result in a FCC Regulatory Limitation, we reserve the right to:

- refuse to permit the transfer of shares of our common stock and/or preferred stock to such person;
- to the fullest extent permitted by law, suspend those rights of stock ownership the exercise of which may cause the FCC Regulatory Limitation;
- require the conversion of any or all shares of our preferred stock held by such person into a number of shares of our common stock of equivalent value;
- redeem the shares of our common stock and/or our preferred stock held by such person pursuant to the procedures set forth below; and/or

- exercise any and all appropriate remedies, at law or in equity, in any court of competent jurisdiction, against any such person, with a view toward obtaining the information or preventing or curing any situation that may cause a FCC Regulatory Limitation.

The following procedures apply to the redemption of such person's shares of our common stock and/or preferred stock:

- the redemption price of any redeemed shares of our common stock or preferred stock shall be the fair market value (as defined in our Certificate of Incorporation) of those shares;
- the redemption price may be paid in cash or any other of our debt or equity securities or any combination thereof;
- the board of directors in its sole discretion may decide to only redeem some (and not all) of such person's shares, which may include the selection of the most recently purchased or acquired shares, selection by lot or selection by such other manner as the board of directors may determine;
- we must provide at least 15 days' prior written notice of the date on which we plan to effect the redemption (unless waived by such person); provided, that the redemption date may be the date on which written notice is given to such person if the cash (or any other of our debt or equity securities) necessary to effect the redemption has been deposited in trust for the benefit of such person and is subject to immediate withdrawal by such person upon surrender of the stock certificates for the redeemed shares;
- from and after the date of the redemption, any and all rights relating to the redeemed shares shall cease and terminate and such person shall only possess the right to obtain cash (or such other of our debt or equity securities) payable upon the redemption; and
- such other terms and conditions as the board of directors may determine.

REIT Restrictions. For us to qualify as a REIT under the Code, our stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year. In addition, not more than 50% of the value of the outstanding shares of our stock may be owned, directly or indirectly, by five or fewer "individuals" (as defined in the Code to include specified tax-exempt entities) during the last half of a taxable year. To ensure that these ownership requirements and other requirements for continued qualification as a REIT are met and to otherwise protect us from the consequences of a concentration of ownership among our stockholders, our Certificate of Incorporation contains provisions restricting the ownership or transfer of shares of our stock.

The relevant sections of our Certificate of Incorporation provide that, subject to the exceptions and the constructive ownership rules described below, no person (as defined in our Certificate of Incorporation) may beneficially or constructively own more than 9.8% in value of our aggregate outstanding stock, or more than 9.8% in value or number (whichever is more restrictive) of the outstanding shares of any class or series of our stock. We refer to these restrictions as the "ownership limits."

The applicable constructive ownership rules under the Code are complex and may cause stock owned, actually or constructively, by a group of related individuals or entities to be treated as owned by one individual or entity. As a result, the acquisition of less than 9.8% in value of our aggregate outstanding stock or less than 9.8% in value or number of our outstanding shares of any class or series of stock (including through the acquisition of an interest in an entity that owns, actually or constructively, any class or series of our stock) by an individual or entity could nevertheless cause that individual or entity, or another individual or entity, to own, constructively or beneficially, in excess of 9.8% in value of our aggregate outstanding stock or 9.8% in value or number of our outstanding shares of any class or series of stock.

In addition to the ownership limits, our Certificate of Incorporation prohibits any person from actually or constructively owning shares of our stock to the extent that such ownership would cause any of our income that would otherwise qualify as "rents from real property" for purposes of Section 856(d) of the Code to fail to qualify as such.

The board of directors may, in its sole discretion, exempt a person from the ownership limits and certain other REIT limits on ownership and transfer of our stock described above, and may establish a different limit on ownership for that person. However, the board of directors may not exempt any person whose ownership of outstanding stock in violation of these limits would result in our failing to qualify as a REIT. In order to be considered by the board of directors for an exemption or a different limit on ownership, a person must make such representations and undertakings as are reasonably necessary to ascertain that the person's beneficial or constructive ownership of our stock will not now or in the future jeopardize our ability to qualify as a REIT and must agree that any violation or attempted violation of those representations or undertakings (or other action that is contrary to the ownership limits and certain other REIT limits on ownership and transfer of our stock described above) will result in the shares of stock being automatically transferred to a trust as described below. As a condition of its waiver, the board of directors may require an opinion of counsel or United States Internal Revenue Service ("IRS") ruling satisfactory to it with respect to our qualification as a REIT and may impose such other conditions as it deems appropriate in connection with the granting of the exemption or different limit on ownership.

In connection with the waiver of the ownership limits or at any other time, the board of directors may from time to time increase the ownership limits for one or more persons and decrease the ownership limits for all other persons; provided that the new ownership limits may not, after giving effect to such increase and under certain assumptions stated in our Certificate of Incorporation, result in us being "closely held" within the meaning of Section 856(h) of the Code (without regard to whether the ownership interests are held during the last half of a taxable year). Reduced ownership limits will not apply to any person whose percentage ownership of our aggregate outstanding stock or of the shares of a class or series of our stock, as applicable, is in excess of such decreased ownership limits until such time as that person's percentage of our aggregate outstanding stock or of the shares of a class or series of stock, as applicable, equals or falls below the decreased ownership limits, but any further acquisition of shares of our stock or of a class or series of stock, as applicable, in excess of such percentage ownership of shares of stock or of a class or series of stock will be in violation of the ownership limits.

Our Certificate of Incorporation further prohibits:

- any person from transferring shares of our stock if the transfer would result in our aggregate outstanding stock being beneficially owned by fewer than 100 persons (determined without reference to any rules of attribution); and
- any person from beneficially or constructively owning shares of our stock if that ownership would result in our failing to qualify as a REIT.

The foregoing provisions on transferability and ownership will not apply if the board of directors determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT.

Any person who acquires, or attempts or intends to acquire, beneficial or constructive ownership of shares of our stock that will or may violate the ownership limits or any of the other foregoing restrictions on transferability and ownership will be required to give notice to us immediately (or, in the case of a proposed or attempted transaction, at least 15 days prior to the transaction) and provide us with such other information as we may request in order to determine the effect, if any, of the transfer on our qualification as a REIT.

Pursuant to our Certificate of Incorporation, if there is any purported transfer of our stock or other event or change of circumstances that, if effective or otherwise, would violate any of the restrictions described above, then the number of shares causing the violation (rounded up to the nearest whole share) will be automatically transferred to a trust for the exclusive benefit of a designated charitable beneficiary, except that any transfer that results in the violation of the restriction relating to our stock being beneficially owned by fewer than 100 persons will be

automatically void and of no force or effect. The automatic transfer will be effective as of the close of business on the business day prior to the date of the purported transfer or other event or change of circumstances that requires the transfer to the trust. We refer below to the person that would have owned the shares if they had not been transferred to the trust as the purported transferee. Any ordinary dividend paid to the purported transferee prior to our discovery that the shares had been automatically transferred to a trust as described above must be repaid to the trustee upon demand. Our Certificate of Incorporation also provides for adjustments to the entitlement to receive extraordinary dividends and other distributions as between the purported transferee and the trust. If the transfer to the trust as described above is not automatically effective for any reason, to prevent violation of the applicable restriction contained in our Certificate of Incorporation, the transfer of the excess shares will be automatically void and of no force or effect.

Shares of our stock transferred to the trustee are deemed to be offered for sale to us or our designee at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in the transfer to the trust or, if the purported transferee did not give value for the shares in connection with the event causing the shares to be held in trust (e.g., in the case of a gift, devise or other similar transaction), the market price on the day of the event and (ii) the market price on the date we accept, or our designee accepts, the offer. We have the right to accept the offer until the trustee has sold the shares of our stock held in the trust pursuant to the clauses discussed below. Upon a sale to us, the interest of the charitable beneficiary in the shares sold terminates and the trustee must distribute the net proceeds of the sale to the purported transferee, except that the trustee may reduce the amount payable to the purported transferee by the amount of any ordinary dividends that we paid to the purported transferee prior to our discovery that the shares had been transferred to the trust and that is owed by the purported transferee to the trustee as described above. Any net sales proceeds in excess of the amount payable to the purported transferee will be immediately paid to the charitable beneficiary, and any ordinary dividends held by the trustee with respect to the stock will be paid to the charitable beneficiary.

If we do not buy the shares, the trustee must, as soon as reasonably practicable (and, if the shares are listed on a national securities exchange, within 20 days) after receiving notice from us of the transfer of shares to the trust, sell the shares to a person or entity who could own the shares without violating the restrictions described above. Upon such a sale, the trustee must distribute to the purported transferee an amount equal to the lesser of (i) the price paid by the purported transferee for the shares or, if the purported transferee did not give value for the shares in connection with the event causing the shares to be held in trust (e.g., in the case of a gift, devise or other such transaction), the market price of the shares on the day of the event causing the shares to be held in the trust, and (ii) the sales proceeds (net of commissions and other expenses of sale) received by the trustee for the shares. The trustee may reduce the amount payable to the purported transferee by the amount of any ordinary dividends that we paid to the purported transferee before our discovery that the shares had been transferred to the trust and that is owed by the purported transferee to the trustee as described above. Any net sales proceeds in excess of the amount payable to the purported transferee will be immediately paid to the charitable beneficiary, together with any ordinary dividends held by the trustee with respect to such stock. In addition, if prior to discovery by us that shares of stock have been transferred to a trust, the shares of stock are sold by a purported transferee, then the shares will be deemed to have been sold on behalf of the trust and, to the extent that the purported transferee received an amount for or in respect of the shares that exceeds the amount that the purported transferee was entitled to receive as described above, the excess amount will be paid to the trustee upon demand. The purported transferee has no rights in the shares held by the trustee.

The trustee will be indemnified by us or from the proceeds of sales of stock in the trust for its costs and expenses reasonably incurred in connection with conducting its duties and satisfying its obligations under our Certificate of Incorporation. The trustee will also be entitled to reasonable compensation for services provided as determined by agreement between the trustee and the board of directors, which compensation may be funded by us or the trust. If we pay any such indemnification or compensation, we are entitled on a first priority basis (subject to the trustee's indemnification and compensation rights) to be reimbursed from the trust. To the extent the trust funds any such indemnification and compensation, the amounts available for payment to a purported transferee (or the charitable beneficiary) would be reduced.

The trustee will be designated by us and must be unaffiliated with us and with any purported transferee. Prior to the sale of any shares by the trust, the trustee will receive, in trust for the beneficiary, all distributions paid by us with respect to the shares, and may also exercise all voting rights with respect to the shares.

Subject to the DGCL, effective as of the date that the shares have been transferred to the trust, the trustee will have the authority, at the trustee's sole discretion:

- to rescind as void any vote cast by a purported transferee prior to our discovery that the shares have been transferred to the trust; and
- to recast the vote in accordance with the desires of the trustee acting for the benefit of the charitable beneficiary of the trust.

However, if we have already taken corporate action, then the trustee may not rescind and recast the vote.

In addition, if our board of directors determines that a proposed or purported transfer would violate the restrictions on ownership and transfer of our stock set forth in our Certificate of Incorporation, our board of directors may take such action as it deems advisable to refuse to give effect to or to prevent the violation, including but not limited to, causing us to repurchase shares of our stock, refusing to give effect to the transfer on our books or instituting proceedings to enjoin the transfer.

Following the end of each REIT taxable year, every owner of 5% or more (or such lower percentage as required by the Code or the Treasury regulations promulgated thereunder) of the outstanding shares of any class or series of our stock, must, upon request, provide us written notice of the person's name and address, the number of shares of each class and series of our stock that the person beneficially owns and a description of the manner in which the shares are held. Each such owner must also provide us with such additional information as we may request in order to determine the effect, if any, of such owner's beneficial ownership on our qualification as a REIT and to ensure compliance with the ownership limits. In addition, each beneficial owner or constructive owner of our stock, and any person (including the stockholder of record) who is holding shares of our stock for a beneficial owner or constructive owner will, upon demand, be required to provide us with such information as we may request in good faith in order to determine our qualification as a REIT and to comply with the requirements of any taxing authority or governmental authority or to determine such compliance.

As noted above, the rights, preferences and privileges of the holders of our common stock may be affected by the rights, preferences and privileges granted to holders of preferred stock. Because our board of directors will have the power to establish the preferences and rights of each series of preferred stock, it may afford the stockholders of any series of preferred stock preferences, powers and rights senior to the rights of holders of shares of our common stock that could have the effect of delaying, deferring or preventing a change in control of American Tower. See "Description of Preferred Stock" for more information about our preferred stock.

Certain Anti-Takeover Provisions

Delaware Business Combination Provisions

We are subject to the provisions of Section 203 of the DGCL. Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the person became an interested stockholder, unless the business combination or the transaction in which the stockholder became an interested stockholder is approved in a prescribed manner. A "business combination" includes mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within the prior three years owned, 15% or more of the corporation's voting stock.

Certain Provisions of our Certificate of Incorporation and By-Laws

Our By-Laws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election of directors, other than nominations made by, or at the direction of, our board of directors.

The proxy access provisions in our By-Laws permit a stockholder, or a group of up to 20 stockholders who have owned at least three percent (3%) of the voting power of outstanding American Tower common stock continuously for at least three (3) years, to nominate and include in our proxy materials, qualifying director nominees constituting up to 25% of our Board of Directors. To be timely, any proxy access notice must be delivered in writing to our secretary not less than 120 days and not more than 150 days prior to the first anniversary of the preceding year's annual meeting; provided that in the event that the date of the annual meeting is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 70 days from the one-year anniversary of the preceding year's annual meeting, a stockholder's notice must be received no later than the later of (a) the 120th day prior to such annual meeting and (b) the 10th day following the day on which notice of the date of such annual meeting was first publicly disclosed by us. The complete proxy access provisions for director nominations are set forth in our By-Laws.

These advance notice and proxy access procedures may impede stockholders' ability to bring matters before a meeting of stockholders or make nominations for directors at a meeting of stockholders.

Our Certificate of Incorporation includes provisions eliminating the personal liability of our directors to the fullest extent permitted by the DGCL and indemnifying our directors and officers to the fullest extent permitted by the DGCL. The limitation of liability and indemnification provisions in our Certificate of Incorporation may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though a derivative action, if successful, might otherwise benefit us and our stockholders. In addition, the value of investments in our securities may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Our Certificate of Incorporation provides that any or all of the directors may be removed at any time, either with or without cause, by a vote of a majority of the shares outstanding and entitled to vote. This provision may delay or prevent our stockholders from removing incumbent directors.

The ownership and transfer restrictions contained in our Certificate of Incorporation, and described above, may have the effect of inhibiting or impeding a change in control.

Our Certificate of Incorporation and our By-Laws provide that our By-Laws may be altered, amended, changed or repealed by (i) the approval or consent of not less than a majority of the total outstanding shares of stock entitled to vote generally in the election of directors or (ii) a majority of the entire board of directors.

Certain Provisions of our Debt Obligations

Change of control and merger, consolidation and asset sale provisions in our indentures for our outstanding notes and loan agreements for our credit facilities may discourage a takeover attempt. These provisions may make acquiring us more difficult.

Listing of Common Stock

Our common stock is traded on the New York Stock Exchange (the "NYSE") under the symbol "AMT."

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Inc., P.O. Box 43006, Providence, RI 02940, (866) 201-5087.

DESCRIPTION OF DEBT SECURITIES

The following description of the 1.375% Notes, the 1.950% Notes, the 0.450% Notes, the 0.400% Notes, the 0.500% Notes, the 0.875% Notes, the 0.950% Notes, the 1.000% Notes, the 1.250% Notes, the 4.125% Notes and the 4.625% Notes (together, the "notes"), is a summary and does not purport to be complete. The 1.375% Notes and the 1.950% Notes are subject to and qualified in their entirety by reference to the indenture, dated as of May 23, 2013 (the "2013 Base Indenture"), by and between the Company and U.S. Bank Trust Company, National Association ("U.S. Bank"), as successor in interest to U.S. Bank National Association, as trustee, as supplemented in the case of the 1.375% Notes, by the Supplemental Indenture No. 7, dated as of April 6, 2017, by and among the Company, U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, and Elavon Financial Services DAC, UK Branch ("Elavon"), as paying agent, and the 1.950% Notes, by the Supplemental Indenture No. 10 (collectively with the 2013 Base Indenture and the Supplemental Indenture No. 7, the "2013 Indenture"), dated as of May 22, 2018, by and among the Company, U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, and Elavon, as paying agent, which are incorporated by reference as exhibits to the Form 10-K of which this Exhibit 4.32 is a part. The 0.450% Notes, the 0.400% Notes, 0.500% Notes, the 0.875% Notes, the 0.950% Notes, the 1.000% Notes and the 1.250% Notes are subject to and qualified in their entirety by reference to the indenture, dated as of June 4, 2019 (the "2019 Base Indenture"), by and between the Company and U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, as supplemented in the case of the 0.500% Notes and the 1.000% Notes, by the Supplemental Indenture No. 5, dated as of September 10, 2020, by and among the Company, U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, and Elavon, as paying agent, the 0.450% Notes, the 0.875% Notes and the 1.250% Notes, by the Supplemental Indenture No. 9, dated as of May 21, 2021, by and among the Company, U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, and Elavon, as paying agent, and the 0.400% Notes and the 0.950% Notes, by the Supplemental Indenture No. 11, dated as of October 5, 2021, by and among the Company, U.S. Bank, as successor in interest to U.S. Bank National Association, as trustee, and Elavon, as paying agent, (collectively with the 2019 Base Indenture, the Supplemental Indenture No. 5 and the Supplemental Indenture No. 9, the "2019 Indenture"), which are incorporated by reference as exhibits to the Form 10-K of which this Exhibit 4.32 is a part. The 4.125% Notes and the 4.625% Notes are subject to and qualified in their entirety by reference to the indenture, dated as of June 1, 2022 (the "2022 Base Indenture"), by and between the Company and U.S. Bank, as trustee, and Elavon, as paying agent, as supplemented by the Supplemental Indenture No. 2 (together with the 2022 Base Indenture, the "2022 Indenture," and, the 2013 Indenture, the 2019 Indenture and the 2022 Indenture, each an "indenture") dated as of May 16, 2023, by and among the Company, U.S. Bank, as trustee, and Elavon, as paying agent, which are incorporated by reference as exhibits to the Form 10-K of which this Exhibit 4.32 is a part.

You can find the definitions of certain terms used in this description under the subheading "—Certain Definitions." Unless otherwise defined herein, capitalized terms used herein shall have the meanings given to them in the indenture and applicable supplemental indenture. Unless otherwise defined herein, capitalized terms used herein shall have the meanings given to them in the indenture. In this description, the references to "American Tower," "we," "us" or "our" refer only to American Tower Corporation (and not to any of its affiliates, including Subsidiaries, as defined below).

The 1.375% Notes were initially issued in an aggregate principal amount of €500,000,000. The 1.950% Notes were initially issued in an aggregate principal amount of €500,000,000. The 0.450% Notes were initially issued in an aggregate principal amount of €750,000,000. The 0.400% Notes were initially issued in an aggregate principal amount of €500,000,000. The 0.500% Notes were initially issued in an aggregate principal amount of €750,000,000. The 0.875% Notes were initially issued in an aggregate principal amount of €500,000,000. The 0.950% Notes were initially issued in an aggregate principal amount of €500,000,000. The 1.000% Notes were initially issued in an aggregate principal amount of €650,000,000. The 1.250% Notes were initially issued in an aggregate principal amount of €500,000,000. The 4.125% Notes were initially issued in an aggregate principal amount of €600,000,000. The 4.625% Notes were initially issued in an aggregate principal amount of €500,000,000. The notes are senior unsecured obligations and rank equally with our other unsecured and unsubordinated debt from time to time outstanding. The notes were issued in minimum denominations of €100,000 and multiples of €1,000 thereafter.

The 1.375% Notes, the 1.950% Notes, the 0.450% Notes, the 0.400% Notes, the 0.500% Notes, the 0.875% Notes, the 0.950% Notes, the 1.000% Notes, 1.250% Notes, the 4.125% Notes and the 4.625% Notes are each traded on the NYSE under the symbols "AMT 25A," "AMT 26B," "AMT 27C," AMT 27D," "AMT 28A," "AMT 29B," "AMT 30C," "AMT 32," "AMT 33," "AMT 27F" and "AMT 31B," respectively. We may, without the consent of the holders of the notes, issue additional notes having the same ranking, interest rate, maturity and other terms as the notes previously issued. Any additional notes having such similar terms, together with the notes previously issued, will constitute a single series of notes under the indenture. Further, any additional notes shall be issued under a separate CUSIP or ISIN number unless the additional notes are issued pursuant to a "qualified reopening" of the original series, are otherwise treated as part of the same "issue" of debt instruments as the original series or are issued with no more than a de minimis amount of original issue discount, in each case for U.S. federal income tax purposes.

The 1.375% Notes will mature on April 4, 2025. Accrued and unpaid interest on the 1.375% Notes is payable in euros annually in arrears on April 4 of each year, which we refer to as the "interest payment date," beginning on April 4, 2018 to the persons in whose names the 1.375% Notes are registered at the close of business on the preceding March 15, which we refer to as the "record date." Interest on the 1.375% Notes has accrued from April 6, 2017.

The 1.950% Notes will mature on May 22, 2026. Accrued and unpaid interest on the 1.950% Notes is payable in euros annually in arrears on May 22 of each year, which we refer to as the "interest payment date," beginning on May 22, 2019 to the persons in whose names the 1.950% Notes are registered at the close of business on the preceding May 1, which we refer to as the "record date." Interest on the 1.950% Notes has accrued from May 22, 2018.

The 0.450% Notes will mature on January 15, 2027. Accrued and unpaid interest on the 0.450% Notes is payable in euros annually in arrears on January 15 of each year, which we refer to as the "interest payment date," beginning on January 15, 2022 to the persons in whose names the 0.450% Notes are registered at the close of business on the preceding January 1, which we refer to as the "record date." Interest on the 0.450% Notes has accrued from May 21, 2021.

The 0.400% Notes will mature on February 15, 2027. Accrued and unpaid interest on the 0.400% Notes is payable in euros annually in arrears on February 15 of each year, which we refer to as the "interest payment date," beginning on February 15, 2022 to the persons in whose names the 0.400% Notes are registered at the close of business on the preceding February 1, which we refer to as the "record date." Interest on the 0.400% Notes has accrued from October 5, 2021.

The 0.500% Notes will mature on January 15, 2028. Accrued and unpaid interest on the 0.500% Notes is payable in euros annually in arrears on January 15 of each year, which we refer to as the "interest payment date," beginning on January 15, 2021 to the persons in whose names the 0.500% Notes are registered at the close of business on the preceding January 1, which we refer to as the "record date." Interest on the 0.500% Notes has accrued from September 10, 2020.

The 0.875% Notes will mature on May 21, 2029. Accrued and unpaid interest on the 0.875% Notes is payable in euros annually in arrears on May 21 of each year, which we refer to as the "interest payment date," beginning on May 21, 2021 to the persons in whose names the 0.875% Notes are registered at the close of business on the preceding May 6, which we refer to as the "record date." Interest on the 0.875% Notes has accrued from May 21, 2021.

The 0.950% Notes will mature on October 5, 2030. Accrued and unpaid interest on the 0.950% Notes is payable in euros annually in arrears on October 5 of each year, which we refer to as the "interest payment date," beginning on October 5, 2022 to the persons in whose names the 0.950% Notes are registered at the close of business on the preceding September 20, which we refer to as the "record date." Interest on the 0.950% Notes has accrued from October 5, 2021.

The 1.000% Notes will mature on January 15, 2032. Accrued and unpaid interest on the 1.000% Notes is payable in euros annually in arrears on January 15 of each year, which we refer to as the "interest payment date," beginning on January 15, 2021 to the persons in whose names the 1.000% Notes are registered at the close of business on the preceding January 1, which we refer to as the "record date." Interest on the 0.500% Notes has accrued from September 10, 2020.

The 1.250% Notes will mature on May 21, 2033. Accrued and unpaid interest on the 1.250% Notes is payable in euros annually in arrears on May 21 of each year, which we refer to as the "interest payment date," beginning on May 21, 2021 to the persons in whose names the 1.250% Notes are registered at the close of business on the preceding May 6, which we refer to as the "record date." Interest on the 1.250% Notes has accrued from May 21, 2021.

The 4.125% Notes will mature on May 16, 2027. Accrued and unpaid interest on the 4.125% Notes is payable in euros annually in arrears on May 16 of each year, which we refer to as the "interest payment date," beginning on May 16, 2024 to the persons in whose names the 4.125% Notes are registered at the close of business on the preceding May 1, which we refer to as the "record date." Interest on the 4.125% Notes has accrued from May 16, 2024.

The 4.625% Notes will mature on May 16, 2031. Accrued and unpaid interest on the 4.625% Notes is payable in euros annually in arrears on May 16 of each year, which we refer to as the "interest payment date," beginning on May 16, 2024 to the persons in whose names the 4.625% Notes are registered at the close of business on the preceding May 16, which we refer to as the "record date." Interest on the 4.625% Notes has accrued from May 16, 2024.

Interest on the notes will be computed on the basis of the actual number of days in the period for which interest is being calculated and the actual number of days from and including the last date on which interest was paid on the notes, to but excluding the next scheduled interest payment date. This payment convention is referred to as ACTUAL/ACTUAL (ICMA) as defined in the rulebook of the International Capital Market Association.

Any payment required to be made on any day that is not a Business Day will be made on the next Business Day as if made on the date that the payment was due and no interest will accrue on that payment for the period from the original payment date to the date of that payment on the next Business Day.

We will pay principal, interest, premium, if any, and additional amounts, if any, on the notes in euros and at the office or agency maintained for that purpose, which initially will be the office of the paying agent located at 125 Old Broad Street, Fifth Floor, London EC2N 1AR, United Kingdom. We will register the transfer of the notes and exchange the notes at our office or agency maintained for that purpose, which initially will be the Corporate Trust Office of the trustee. We have initially appointed Elavon to act as paying agent in connection with the notes, and we have appointed U.S. Bank to act as transfer agent and registrar. We may change the paying agent or transfer agent and registrar without prior notice to the holders of the notes, and we or any of our subsidiaries may act as paying agent or transfer agent and registrar. So long as the notes are represented by global debt securities, the interest payable on the notes will be paid to the nominee of the common depositary, or its registered assigns as the registered owner of such global debt securities, by wire transfer of immediately available funds on each of the applicable interest payment dates. If any of the notes are no longer represented by a global debt security, we have the option to pay interest by check mailed to the address of the person entitled to the interest. No service charge will be made for any transfer or exchange of notes, but we may require payment of a sum sufficient to cover any tax or other governmental charge payable.

The notes are our senior unsecured obligations and rank equally in right of payment with all our existing and future senior unsecured debt. The notes are effectively junior to all of our secured indebtedness to the extent of the assets securing such indebtedness. Our operations are conducted through our subsidiaries and, therefore, we depend on the cash flow of our subsidiaries to meet our obligations, including our obligations under the notes. Our subsidiaries are not guarantors of the notes. Accordingly, the notes are effectively subordinated to all indebtedness and other obligations of our subsidiaries.

The notes are not subject to a sinking fund.

All payments on the notes will be payable in euros; provided that if on or after the date of this prospectus supplement the euro is unavailable to us due to the imposition of exchange controls or other circumstances beyond our control or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used. The amount payable on any date in euros will be converted into U.S. dollars at the rate reported by Bloomberg as of the close of business on the second Business Day prior to the relevant payment date or, in the event that Bloomberg has not reported a rate of conversion, on the basis of the most recent U.S. dollar/euro exchange rate mandated by the U.S. Federal Reserve Board on or prior to the second Business Day prior to the relevant payment date, or in the event the U.S. Federal Reserve Board has not mandated that exchange rate, the rate as determined in our sole discretion on the basis of the most recently available market exchange rate for the euro. Any payment in respect of the notes so made in U.S. dollars will not constitute an event of default under the notes or the indenture. Neither the trustee nor the paying agent will have any responsibility for obtaining exchange rates, effecting conversions or otherwise handling redenominations in connection with the foregoing. Investors will be subject to foreign exchange risks as to payments on the notes, which may have important economic consequences to them.

Transfer and Exchange

A holder may transfer or exchange notes in accordance with the indenture. The registrar and the trustee may require a holder, among other things, to furnish appropriate endorsements and transfer documents in connection with a transfer of notes. Holders will be required to pay all taxes due on transfer. We are not required to transfer or exchange any note selected for redemption or tendered for repurchase. Also, we are not required to transfer or exchange any note for a period of 15 (10 in the case of the 4.125% Notes and the 4.625% Notes) days preceding the first mailing of notice of redemption of notes to be redeemed.

Optional Redemption

The notes are redeemable at our election, in whole or in part, at any time and from time to time.

If we redeem the 1.375% Notes prior to January 4, 2025 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 1.375% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 1.375% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 1.375% Notes, plus 25 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 1.375% Notes to be redeemed.

If we redeem the 1.375% Notes on or after January 4, 2025 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 1.375% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 1.950% Notes prior to February 22, 2026 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 1.950% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 1.950% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 1.950% Notes, plus 25 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 1.950% Notes to be redeemed.

If we redeem the 1.950% Notes on or after February 22, 2026 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 1.950% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 0.450% Notes prior to November 15, 2026 (two months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 0.450% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 0.450% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 0.450% Notes, plus 15 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 0.450% Notes to be redeemed.

If we redeem the 0.450% Notes on or after November 15, 2026 (two months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 0.450% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 0.400% Notes prior to December 15, 2026 (two months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 0.400% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 0.400% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 0.400% Notes, plus 20 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 0.400% Notes to be redeemed.

If we redeem the 0.400% Notes on or after December 15, 2026 (two months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 0.400% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 0.500% Notes prior to October 15, 2027 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 0.500% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 0.500% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 0.500% Notes, plus 20 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 0.500% Notes to be redeemed.

If we redeem the 0.500% Notes on or after October 15, 2027 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 0.500% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 0.875% Notes prior to February 29, 2029 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 0.875% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 0.875% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 0.875% Notes, plus 20 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 0.875% Notes to be redeemed.

If we redeem the 0.875% Notes on or after February 29, 2029 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 0.875% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 0.950% Notes prior to July 5, 2030 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 0.950% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 0.950% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 0.950% Notes, plus 25 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 0.950% Notes to be redeemed.

If we redeem the 0.950% Notes on or after July 5, 2030 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 0.950% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 1.000% Notes prior to October 15, 2031 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 1.000% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 1.000% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 1.000% Notes, plus 25 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 1.000% Notes to be redeemed.

If we redeem the 1.000% Notes on or after October 15, 2031 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 1.000% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 1.250% Notes prior to February 21, 2033 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 1.250% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 1.250% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 1.250% Notes, plus 25 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 1.250% Notes to be redeemed.

If we redeem the 1.250% Notes on or after February 21, 2033 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 1.250% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 4.125% Notes prior to March 16, 2027 (two months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 4.125% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 4.125% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 4.125% Notes, plus 30 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 4.125% Notes to be redeemed.

If we redeem the 4.125% Notes on or after March 16, 2027 (two months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 4.125% Notes to be redeemed plus accrued interest to the redemption date.

If we redeem the 4.625% Notes prior to February 16, 2031 (three months prior to their maturity date), we will pay a redemption price equal to the greater of:

- (1) 100% of the principal amount of the 4.625% Notes to be redeemed then outstanding; and
- (2) as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the 4.625% Notes to be redeemed that would be due if such notes matured on the First Par Call Date (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate for the 4.625% Notes, plus 40 basis points;

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the 4.625% Notes to be redeemed.

If we redeem the 4.625% Notes on or after February 16, 2031 (three months prior to their maturity date), we will pay a redemption price equal to 100% of the principal amount of the 4.625% Notes to be redeemed plus accrued interest to the redemption date.

If the optional redemption date is on or after an interest record date and on or before the related interest payment date, the accrued and unpaid interest, if any, will be paid to the person in whose name the note is registered at the close of business on such record date.

We will mail or cause to be mailed a notice of redemption at least 15 (30 in the case of the 1.375% Notes and the 1.950% Notes) days but not more than 60 days before the redemption date to each holder of the notes to be redeemed at their registered address, except that redemption notices may be mailed more than 60 days prior to a redemption date if the notice is issued in connection with a defeasance of the notes or a satisfaction and discharge of the indenture. Notices of redemption may not be conditional.

Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions thereof called for redemption. Notes called for redemption become due on the date fixed for redemption.

If less than all of the notes are to be redeemed, the trustee will select notes for redemption as follows:

- (1) if the notes are listed on any national securities exchange, in compliance with the requirements of the principal national securities exchange on which the notes are listed; or
- (2) if the notes are not so listed, on a pro rata basis (subject to the procedures of Clearstream and Euroclear or, to the extent a pro rata basis is not permitted, by lot or in such other manner as the trustee shall deem to be fair and appropriate).

However, no note of €100,000 in principal amount or less shall be redeemed in part. If any note is to be redeemed in part only, the notice of redemption relating to such note will state the portion of the principal amount to be redeemed. A new note in principal amount equal to the unredeemed portion will be issued in the name of the holder thereof upon cancellation of the original note.

Repurchase of Notes Upon a Change of Control Triggering Event

If a Change of Control Triggering Event occurs with respect to the notes, each holder of notes will have the right to require us to repurchase all or any part, equal to €100,000 or an integral multiple of €1,000 thereafter, of that holder's notes, provided that any unpurchased portion of the notes will equal €100,000 or an integral multiple of €1,000 thereafter, pursuant to a Change of Control Offer on the terms set forth in the indenture. In the Change of Control Offer, we will offer a Change of Control Payment in cash equal to 101% of the aggregate principal amount of notes repurchased plus accrued and unpaid interest on the notes up to but excluding the date of repurchase. Within 30 days following any Change of Control Triggering Event, if we had not, prior to the Change of Control Triggering Event, sent a redemption notice for all the notes in connection with an optional redemption permitted by the indenture, we will mail or cause to be mailed a notice to each registered holder briefly describing the transaction or transactions that constitute a Change of Control Triggering Event and offering to repurchase notes on the date specified in such notice (the "Change of Control Payment Date"), which date will be no earlier than 15 days (30 days in the case of the 1.375% Notes and the 1.950% Notes) and no later than 60 days from the date the notice is mailed, pursuant to the procedures required by the indenture and described in such notice.

We will comply with the requirements of Rule 14e-1 under the Exchange Act and any other securities laws and regulations thereunder to the extent such laws and regulations are applicable to any Change of Control Offer. To the extent that the provisions of any securities laws or regulations conflict with the provisions of the indenture relating to the covenant described above, we will comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the provisions of the indenture relating to the covenant described above by virtue of such conflict.

On the Change of Control Payment Date, we will, to the extent lawful:

- (1) accept for payment all notes or portions thereof properly tendered pursuant to the Change of Control Offer;
- (2) deposit with the paying agent an amount equal to the Change of Control Payment in respect of all notes or portions thereof properly tendered; and
- (3) deliver or cause to be delivered to the trustee the notes so accepted together with an Officers' Certificate stating the aggregate principal amount of notes or portions thereof being purchased by us.

The paying agent will promptly mail to each registered holder of notes so tendered the Change of Control Payment for such notes, and the trustee will promptly authenticate and mail, or cause to be transferred by book entry, to each holder a new note equal in principal amount to any unpurchased portion of the notes surrendered, if any; *provided* that each such new note will be in a principal amount of €100,000 or an integral multiple of €1,000 thereafter. Any note so accepted for payment will cease to accrue interest on and after the Change of Control Payment Date.

Except as described above, the provisions described above will be applicable regardless of whether or not any other provisions of the indenture are applicable. Other than with respect to a Change of Control Triggering Event, the indenture does not contain provisions that permit the holders of the notes to require that we repurchase or redeem the notes in the event of a takeover, recapitalization or similar transaction.

Holders will not be entitled to require us to purchase their notes in the event of a takeover, recapitalization, leveraged buyout or similar transaction that is not a Change of Control. We may nonetheless incur significant additional indebtedness in connection with such a transaction.

For the avoidance of doubt, a Change of Control will not be deemed to have occurred if we merge with an affiliate solely for the purpose of reincorporating American Tower in its current or another jurisdiction within the United States of America.

Holders may not be able to require us to purchase their notes in certain circumstances involving a significant change in the composition of our board of directors, including a proxy contest where our board of directors does not endorse the dissident slate of directors but approves them as Continuing Directors. In this regard, a decision of the Delaware

Chancery Court (not involving us or our securities) considered a change of control redemption provision of an indenture governing publicly traded debt securities that is substantially similar to the change of control event described in clause (3) of the definition of "Change of Control." In its decision, the court noted that a board of directors may "approve" a dissident shareholder's nominees solely for purposes of such an indenture, provided the board of directors determines in good faith that the election of the dissident nominees would not be materially adverse to the interests of the corporation or its stockholders (without taking into consideration the interests of the holders of debt securities in making this determination). See "Risk Factors—We may be unable to repay the notes when due or repurchase the notes when we are required to do so and holders may be unable to require us to repurchase their notes in certain circumstances."

We will not be required to make a Change of Control Offer upon a Change of Control Triggering Event if a third party makes the Change of Control Offer in the manner, at the times and otherwise in compliance with the requirements set forth in the indenture applicable to a Change of Control Offer made by us and purchases all notes properly tendered and not withdrawn under the Change of Control Offer.

A Change of Control Offer may be made in advance of a Change of Control Triggering Event, and conditional upon the occurrence of such Change of Control Triggering Event, if a definitive agreement is in place for the Change of Control Triggering Event at the time of making the Change of Control Offer.

There can be no assurance that we will have sufficient funds available at the time of any Change of Control Triggering Event, and consummate a Change of Control Offer for all notes then outstanding, at a purchase price for

101% of their principal amount, plus accrued and unpaid interest to the Change of Control Payment Date. The indentures for our other outstanding indebtedness also provide for repurchase rights upon a change in control and, in some cases, certain other events under different terms. As a result, holders of our other indebtedness may have the ability to require us to repurchase their debt securities before the holders of the notes offered hereby would have such repurchase rights. In addition, a Change of Control (as described herein) and certain other change of control events may constitute an event of default under the 2021 Multicurrency Credit Facility, the 2021 Credit Facility and certain other outstanding indebtedness. As a result, we may not be able to make any of the required payments on, or repurchases of, the notes without obtaining the consent of the lenders under the 2021 Multicurrency Credit Facility, the 2021 Credit Facility and certain other outstanding indebtedness with respect to such payment or repurchase.

Payment of Additional Amounts

All payments of principal and interest in respect of the notes will be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or other governmental charges of whatsoever nature required to be deducted or withheld by the United States or any political subdivision or taxing authority of or in the United States, unless such withholding or deduction is required by law or the official interpretation or administration thereof.

In the event any withholding or deduction on payments in respect of the notes for or on account of any present or future tax, assessment or other governmental charge is required to be deducted or withheld by the United States or any political subdivision or taxing authority thereof or therein, we will pay such additional amounts on the notes as will result in receipt by each holder of a note that is not a U.S. Person (as defined below) of such amounts (after all such withholding or deduction, including on any additional amounts) as would have been received by such holder had no such withholding or deduction been required. We will not be required, however, to make any payment of additional amounts for or on account of:

(a) any tax, assessment or other governmental charge that would not have been imposed but for (1) the existence of any present or former connection (other than a connection arising solely from the ownership of those notes or the receipt of payments in respect of those notes) between a holder of a note (or the beneficial owner for whose benefit such holder holds such note), or between a fiduciary, settlor, beneficiary of, member or shareholder of, or possessor of a power over, that holder or beneficial owner (if that holder or beneficial owner is an estate, trust, partnership or corporation) and the United States, including that holder or beneficial owner, or that fiduciary, settlor, beneficiary, member, shareholder or possessor, being or having been a citizen or resident or treated as a resident of the United States or being or having been engaged in a trade or business or present in the United States or having had a

permanent establishment in the United States or (2) the presentation of a note for payment on a date more than 30 days after the later of the date on which that payment becomes due and payable and the date on which payment is duly provided for;

- (b) any estate, inheritance, gift, sales, transfer, capital gains, excise, personal property, wealth or similar tax, assessment or other governmental charge;
- (c) any tax, assessment, or other governmental charge imposed by reason of the holder's or beneficial owner's past or present status as a passive foreign investment company, a controlled foreign corporation, a foreign tax exempt organization or a personal holding company with respect to the United States or as a corporation that accumulates earnings to avoid U.S. federal income tax;
- (d) any tax, assessment or other governmental charge which is payable otherwise than by withholding or deducting from payment of principal of or premium, if any, or interest on such notes;
- (e) any tax, assessment or other governmental charge required to be withheld by any paying agent from any payment of principal of and premium, if any, or interest on any note if that payment can be made without withholding by at least one other paying agent;
- (f) any tax, assessment or other governmental charge which would not have been imposed but for the failure of a beneficial owner or any holder of notes to comply with a request to satisfy certification, information, documentation or other reporting requirements concerning the nationality, residence, identity or connections with the United States of the beneficial owner or any holder of the notes (including, but not limited to, the requirement to provide Internal Revenue Service Forms W-8BEN, W-8BEN-E, W-8ECI, or any subsequent versions thereof or successor thereto, and including, without limitation, any documentation requirement under an applicable income tax treaty), provided such beneficial owner or holder is legally able to so comply and compliance is a precondition to exemption from such tax, assessment or other governmental charge;
- (g) any tax, assessment or other governmental charge imposed on interest received by or on behalf of (1) a 10-percent shareholder (as defined in Section 871(h)(3)(B) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and the regulations that may be promulgated thereunder) of us, (2) a controlled foreign corporation that is related to us within the meaning of Section 864(d)(4) of the Code, or (3) a bank receiving interest described in Section 881(c)(3)(A) of the Code, to the extent such tax, assessment or other governmental charge would not have been imposed but for the holder's or beneficial owner's status as described in clauses (1) through (3) of this paragraph (g);
- (h) any tax, assessment or other governmental charge required to be withheld or deducted under Sections 1471 through 1474 of the Code (or any amended or successor version of such Sections that is substantively comparable) ("FATCA"), any regulations or other guidance thereunder, or any agreement (including any intergovernmental agreement) entered into in connection therewith; or any law, regulation or other official guidance enacted in any jurisdiction implementing FATCA or an intergovernmental agreement in respect of FATCA; or
- (i) any combination of items (a), (b), (c), (d), (e), (f), (g) and (h);

nor will we pay any additional amounts to any holder that is not the sole beneficial owner of such notes, or a portion of such notes, or that is a fiduciary or partnership or a limited liability company, to the extent that a beneficiary or settlor with respect to that fiduciary or a member of that partnership or limited liability company or a beneficial owner thereof would not have been entitled to the payment of those additional amounts had that beneficiary, settlor, member or beneficial owner been the holder of those notes.

The notes are subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation applicable to the notes. Except as specifically provided under this heading "—Payment of Additional Amounts," we will not be required to make any payment for any tax, assessment or other governmental charge imposed by any government or a political subdivision or taxing authority of or in any government or political subdivision.

As used under this heading “—Payment of Additional Amounts” and under the heading “—Redemption for Tax Reasons,” the term “United States” means the United States of America, the states of the United States, and the District of Columbia, and the term “U.S. Person” means any individual who is a citizen or resident of the United States for U.S. federal income tax purposes, a corporation, partnership or other entity created or organized in or under the laws of the United States, any state of the United States or the District of Columbia (other than a partnership that is not treated as a United States person under any applicable U.S. Treasury regulations), or any estate or trust the income of which is subject to United States federal income taxation regardless of its source.

Any reference in the terms of the notes to any amounts in respect of the notes shall be deemed also to refer to any additional amounts which may be payable under this provision.

Redemption for Tax Reasons

If, as a result of any change in, or amendment to, the laws (or any regulations or rulings promulgated under the laws) of the United States (or any political subdivision of or taxing authority in the United States), or any change in, or amendment to, an official position regarding the application or interpretation of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after the date of this prospectus supplement, we become or, based upon a written opinion of independent counsel selected by us, there is a substantial probability that we will become, obligated to pay additional amounts as described under the heading “—Payment of Additional Amounts” with respect to the notes, then we may at any time at our option redeem the note, in whole, but not in part, on not less than 30 nor more than 60 days’ prior notice, at a redemption price equal to 100% of their principal amount, together with accrued and unpaid interest on the notes to, but not including, the date fixed for redemption.

Covenants

Limitations on liens

Under the indenture, we will not, and will not permit any of our Subsidiaries to, allow any Lien (other than Permitted Liens) on any of our or our Subsidiaries’ property or assets (which includes Capital Stock) securing Indebtedness, unless the Lien secures the notes equally and ratably with, or prior to, any other Indebtedness secured by such Lien, so long as such other Indebtedness is so secured.

Notwithstanding the foregoing, we may, and may permit any of our Subsidiaries to, incur Liens securing Indebtedness without equally and ratably securing the notes if, after giving effect to the incurrence of such Liens, the aggregate amount (without duplication) of the Indebtedness secured by Liens (other than Permitted Liens) on the property or assets (which includes Capital Stock) of us and our Subsidiaries shall not exceed the Permitted Amount at the time of the incurrence of such Liens (it being understood that Liens securing the SpectraSite ABS Facility shall be deemed to be incurred pursuant to this paragraph).

Trustee

The trustee for the notes is U.S. Bank, and we have initially appointed the trustee as the transfer agent and registrar with regard to the notes. Except during the continuance of an Event of Default, the trustee will perform only such duties as are specifically set forth in the indenture. During the existence of an Event of Default, the trustee will exercise such of the rights and powers vested in it under the indenture and use the same degree of care and skill in its exercise as a prudent person would exercise under the circumstances in the conduct of such person’s own affairs. The holders of a majority in principal amount of the then outstanding notes will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy available to the trustee, subject to certain exceptions. Subject to these provisions, the trustee will be under no obligation to exercise any of its rights or powers under the indenture at the request of any holder of notes, unless such holder has offered to the trustee security and indemnity satisfactory to it against any loss, liability or expense.

Pursuant and subject to the Trust Indenture Act, the trustee will be permitted to engage in other transactions with us; however, if the trustee acquires any conflicting interest (as defined in the Trust Indenture Act), it would be required to eliminate such conflict within 90 days, apply to the SEC for permission to continue as trustee or resign. The trustee is also the trustee under the trust and servicing agreement related to our securitization transaction.

Governing Law

The indenture and the notes will be governed by and construed in accordance with the laws of the State of New York.

Book-Entry; Delivery and Form

We have obtained the information in this section concerning Clearstream and Euroclear and their book-entry systems and procedures from sources that we believe to be reliable. We take no responsibility for an accurate portrayal of this information. In addition, the description of the clearing systems in this section reflects our understanding of the rules and procedures of Clearstream and Euroclear as they are currently in effect. Those systems could change their rules and procedures at any time.

The notes will initially be represented by one or more fully registered global notes. Each such global note will be deposited with, or on behalf of, a common depositary and registered in the name of the nominee of the common depositary, for, and in respect of interests held through, Clearstream and Euroclear. Except as set forth below, the global notes may be transferred, in whole and not in part, only to Clearstream or Euroclear or their respective nominees. You may hold your interests in the global notes in Europe through Clearstream or Euroclear, either as a participant in such systems or indirectly through organizations that are participants in such systems. Clearstream and Euroclear will hold interests in the global notes on behalf of their respective participating organizations or customers through customers' securities accounts in Clearstream's or Euroclear's names on the books of their respective depositaries. Book-entry interests in the notes and all transfers relating to the notes will be reflected in the book-entry records of Clearstream and Euroclear.

The distribution of the notes will be cleared through Clearstream and Euroclear. Any secondary market trading of book-entry interests in the notes will take place through Clearstream and Euroclear participants and will settle in same-day funds. Owners of book-entry interests in the notes will receive payments relating to their notes in euro, except as described under the heading "—Issuance in Euros; Payment on the Notes."

Clearstream and Euroclear have established electronic securities and payment transfer, processing, depositary and custodial links among themselves and others, either directly or through custodians and depositaries. These links allow the notes to be issued, held and transferred among the clearing systems without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market.

The policies of Clearstream and Euroclear will govern payments, transfers, exchanges and other matters relating to an investor's interest in the notes held by them. We have no responsibility for any aspect of the records kept by Clearstream or Euroclear or any of their direct or indirect participants. We also do not supervise these systems in any way.

Clearstream and Euroclear and their participants perform these clearance and settlement functions under agreements they have made with one another or with their customers. You should be aware that they are not obligated to perform or continue to perform these procedures and may modify them or discontinue them at any time.

Except as provided below, owners of beneficial interests in the notes will not be entitled to have the notes registered in their names, will not receive or be entitled to receive physical delivery of the notes in definitive form and will not be considered the owners or holders of the notes under the indenture, including for purposes of receiving any reports delivered by us or the trustee pursuant to the indenture. Accordingly, each person owning a beneficial interest in a note must rely on the procedures of the common depositary and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, in order to exercise any rights of a holder of notes.

Certificated Notes

If the common depositary for any of the notes represented by a registered global note is at any time unwilling or unable to continue as common depositary and a successor common depositary is not appointed by us within 90 days, we will issue registered notes in definitive form in exchange for the registered global note that had been held by the

common depositary. Any notes issued in definitive form in exchange for a registered global note will be registered in the name or names that the common depositary gives to the trustee or other relevant agent of the trustee. It is expected that the common depositary's instructions will be based upon directions received by the common depositary from participants with respect to ownership of beneficial interests in the registered global note that had been held by the common depositary. In addition, we may at any time determine that the notes shall no longer be represented by a global note and will issue registered notes in definitive form in exchange for such global note pursuant to the procedure described above.

Reporting

The 2013 Base Indenture provides that we will furnish to the trustee, within 15 days after we are required to file such annual and quarterly reports, information, documents and other reports with the SEC, copies of our annual report and of the information, documents and other reports that we are required to file with the SEC pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, which we refer to as the Exchange Act. We will also comply with the other provisions of Section 314(a) of the Trust Indenture Act of 1939, as amended, which we refer to as the Trust Indenture Act.

The 2019 Base Indenture and the 2022 Base Indenture provide that we will furnish to the trustee, within 30 calendar days after we are required to file such annual and quarterly reports, information, documents and other reports with the SEC, copies of our annual report and of the information, documents and other reports that we are required to file with the SEC pursuant to Section 13 or 15(d) of the Exchange Act. We will also comply with the other provisions of Section 314(a) of the Trust Indenture Act of 1939, as amended, which we refer to as the Trust Indenture Act.

Consolidation, Merger and Sale of Assets

The indenture provides that we may not consolidate or merge with or into, or sell or convey all or substantially all of our assets in any one transaction or series of related transactions to another person, unless:

- either we are the resulting, surviving or transferee corporation, or our successor is a corporation organized under the laws of the United States, any state or the District of Columbia and expressly assumes by supplemental indenture all of our obligations under the indenture and all the debt securities; and
- immediately after giving effect to the transaction, no default or event of default has occurred and is continuing.

The term "default" for the purpose of this provision means any event that is, or with the passage of time or the giving of notice or both would become, an event of default.

Except in the case of a lease of all or substantially all of our assets, the successor will be substituted for us in the indenture with the same effect as if it had been an original party to such indenture. Thereafter, the successor may exercise our rights and powers under the indenture.

Events of Default, Notice and Waiver

In the indenture, the term "event of default" with respect to debt securities of any series (including the notes) means any of the following:

- failure by us to pay interest, if any, on the debt securities of that series for 30 days after the date payment is due and payable;
- failure by us to pay principal or premium, if any, on the debt securities of that series when due, at maturity, upon any redemption, by declaration or otherwise;
- failure by us to comply with other covenants in the indenture or the debt securities of that series for 90 days after notice that compliance was required; and

- certain events of bankruptcy or insolvency of us (and in the case of the 2013 Base Indenture, certain events of bankruptcy or insolvency of us or any of our significant subsidiaries).

The term "significant subsidiaries" for the purpose of this provision in our 2013 Base Indenture means any of our subsidiaries that would be a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X of the Securities Act of 1933, as amended, which we refer to as the Securities Act.

If an event of default (other than relating to certain events of bankruptcy or insolvency of us or breach of our reporting obligation) has occurred and is continuing, the trustee or the holders of not less than 25% in aggregate principal amount of the debt securities of that series may declare the entire principal of all the debt securities of the affected series to be due and payable immediately.

If an event of default relating to certain events of bankruptcy or insolvency of us occurs and is continuing, then the principal amount of all of the outstanding debt securities and any accrued interest thereon will automatically become due and payable immediately, without any declaration or other act by the trustee or any holder.

The holders of not less than a majority in aggregate principal amount of the debt securities of any series may, after satisfying conditions, rescind and annul any of the above-described declarations and consequences involving the debt securities of that series, except a continuing default or event of default in the payment of principal of, or interest or premium, if any, on the debt securities of the affected series.

The indenture imposes limitations on suits brought by holders of debt securities of any series against us. Except for actions for payment of overdue principal or interest, no holder of a debt security of any series may institute any action against us under the indenture unless:

- the holder has previously given to the trustee written notice of an event of default and the continuance of that event of default;
- the holder or holders of at least 25% in aggregate principal amount of the outstanding debt securities of that series have requested that the trustee pursue the remedy;
- such holder or holders have offered to the trustee security or indemnity reasonably satisfactory to the trustee against the costs, expenses and liabilities to be incurred in compliance with such request;
- the trustee has not instituted the action within 60 days of the receipt of such notice, request and offer of indemnity; and
- the trustee has not received inconsistent direction by the holders of a majority in principal amount of the outstanding debt securities of that series.

We will be required to file annually with the trustee a certificate, signed by two officers of our company, stating whether or not the officers know of any default by us in the performance, observance or fulfillment of any condition or covenant of the indenture.

Notwithstanding the foregoing, the sole remedy for any breach of our obligation under the indenture to file or furnish reports or other financial information pursuant to section 314(a)(1) of the Trust Indenture Act (or as otherwise required by the indenture) shall be the payment of liquidated damages, and the holders will not have any right under the indenture to accelerate the maturity of the debt securities of the affected series as a result of any such breach.

Under the 2013 Base Indenture, if any such breach continues for 90 days after notice thereof is given in accordance with the indenture, we will pay liquidated damages to all the holders of the debt securities of that series at a rate per annum equal to (i) 0.25% per annum of the principal amount of the debt securities of that series from the 90th day following such notice to but not including the 180th day following such notice (or such earlier date on which the event of default relating to the reporting obligations referred to in this paragraph shall have been cured or waived)

and (ii) 0.50% per annum of the principal amount of the debt securities of that series from the 180th day following such notice to but not including the 365th day following such notice (or such earlier date on which the event of default relating to the reporting obligations referred to in this paragraph shall have been cured or waived). On such 365th day (or earlier, if the event of default relating to the reporting obligations referred to in this paragraph shall have been cured or waived prior to such 365th day), such additional interest will cease to accrue, and the debt securities of that series will be subject to acceleration as provided above if the event of default is continuing.

Under the 2019 Base Indenture and the 2022 Base Indenture, if any such breach continues for 90 days after notice thereof is given in accordance with the indenture, the Company shall pay liquidated damages to all the holders of the debt securities of such series at a rate per annum equal to 0.25% per annum of the principal amount of the debt securities of the affected series from the 90th day following such notice to but not including the date on which the event of default relating to the reporting obligations referred to in this paragraph shall have been cured or waived.

The provisions of the 2013 Base Indenture, the 2019 Base Indenture and the 2022 Base Indenture described in the above paragraphs will not affect the rights of the holders of the debt securities of any series in the event of the occurrence of any other event of default.

Modification and Waiver

Except as provided in the two succeeding paragraphs, the indenture provides that we and the trustee thereunder may, with the consent of the holders of not less than a majority in aggregate principal amount of the debt securities of any series then outstanding, including the notes (including, without limitation, consents obtained in connection with a purchase of, or tender offer or exchange offer for, debt securities of that series), voting as one class, add any provisions to, or change in any manner, eliminate or modify in any way the provisions of, the indenture or modify in any manner the rights of the holders of the debt securities of that series.

We and the trustee may amend or supplement the indenture or the debt securities of any series, including the notes, without the consent of any holder to:

- secure the debt securities of any series;
- evidence the assumption by a successor corporation of our obligations under the indenture and the debt securities of any series in the case of a merger, amalgamation, consolidation or sale of all or substantially all of our assets;
- add covenant(s) or events of default(s) for the protection of the holders of all or any series of debt securities;
- cure any ambiguity or correct any defect or inconsistency in the indenture or make any other provisions as we may deem necessary or desirable; provided, however, that no such provisions will materially adversely affect the interests of the holders of any debt securities;
- evidence and provide for the acceptance of appointment by a successor trustee in accordance with the indenture;
- provide for uncertificated debt securities in addition to, or in place of, certificated debt securities of any series in a manner that does not materially and adversely affect any holders of the debt securities of that series;
- conform the text of the indenture or the debt securities of any series to any provision of the "Description of Debt Securities" in the prospectus or "Description of Securities" in the prospectus supplement for that series to the extent that the provision in that description was intended to be a verbatim recitation of a provision of the indenture or the debt securities of that series;

- provide for the issuance of additional debt securities of any series in accordance with the limitations set forth in the indenture as of the date of the indenture;
- make any change that would provide any additional rights or benefits to the holders of all or any series of debt securities or that does not adversely affect the legal rights under the indenture of any such holder or any holder of a beneficial interest in the debt securities of that series;
- comply with requirements of the SEC in order to effect or maintain the qualification of the indenture under the Trust Indenture Act;
- establish the form or terms of debt securities of any series as permitted by the indenture;
- secure our obligations in respect of the debt securities of any series;
- in the case of convertible or exchangeable debt securities of any series, subject to the provisions of the supplemental indenture for that series, to provide for conversion rights, exchange rights and/or repurchase rights of holders of that series in connection with any reclassification or change of our common stock or in the event of any amalgamation, consolidation, merger or sale of all or substantially all of the assets of us or our subsidiaries substantially as an entirety occurs;
- in the case of convertible or exchangeable debt securities of any series, to reduce the conversion price or exchange price applicable to that series;
- in the case of convertible or exchangeable debt securities of any series, to increase the conversion rate or exchange ratio in the manner described in the supplemental indenture for that series, provided that the increase will not adversely affect the interests of the holders of that series in any material respect; or
- any other action to amend or supplement the indenture or the debt securities of any series as described in the prospectus supplement with respect to that series of debt securities.

We and the trustee may not, without the consent of the holder of each outstanding debt security affected thereby:

- change the final maturity of any debt security;
- reduce the aggregate principal amount on any debt security;
- reduce the rate or amend or modify the calculation, or time of payment, of interest, including defaulted interest on any debt security;
- reduce or alter the method of computation of any amount payable on any debt security upon redemption, prepayment or purchase of any debt security or otherwise alter or waive any of the provisions with respect to the redemption of any debt security, or waive a redemption payment with respect to any debt security;
- change the currency in which the principal of, or interest or premium, if any, on any debt security is payable;
- impair the right to institute suit for the enforcement of any payment on any debt security when due, or otherwise make any change in the provisions of the indenture relating to waivers of past defaults or the rights of holders of any debt security to receive payments of principal of, or premium, if any, or interest on any debt security;

- modify the provisions of the indenture with respect to modification and waiver (including waiver of certain covenants, waiver of a default or event of default in respect of debt securities of any series), except to increase the percentage required for modification or waiver or to provide for the consent of each affected holder;
- reduce the percentage of principal amount of outstanding debt securities of any series whose holders must consent to an amendment, supplement or waiver of the indenture or the debt securities of that series;
- change the ranking provisions of the Subordinated Indenture in a manner adverse to the holders of debt securities issued thereunder in any material respect;
- impair the rights of holders of debt securities of any series that are exchangeable or convertible to receive payment or delivery of any consideration due upon the conversion or exchange of the debt securities of that series; or
- any other action to modify or amend the indenture or the debt securities of any series as may be described in the prospectus supplement with respect to that series of debt securities as requiring the consent of each holder affected thereby.

Defeasance

The indenture provides that we will be discharged from any and all obligations in respect of the debt securities of any series (except for certain obligations to register the transfer or exchange of the debt securities, to replace stolen, lost or mutilated debt securities, to maintain paying agencies and hold monies for payment in trust and to pay the principal of and interest, if any, on those debt securities), upon the deposit with the applicable trustee, in trust, of money and/or U.S. government obligations, which through the payment of interest and principal of the U.S. government obligations in accordance with their terms will provide money in an amount sufficient to pay any installment of principal and premium, if any, and interest, if any, on the debt securities of that series on the stated maturity date thereof in accordance with the terms of the indenture and the debt securities of that series. Also, the establishment of such a trust will be conditioned on the delivery by us to the trustee of an opinion of counsel reasonably satisfactory to the trustee to the effect that, based upon applicable U.S. federal income tax law or a ruling published by the United States Internal Revenue Service, or the IRS, such a defeasance and discharge will not be deemed, or result in, a taxable event with respect to the holders. For the avoidance of doubt, such an opinion would require a change in current U.S. tax law.

We may also omit to comply with the restrictive covenants, if any, of any particular series of debt securities, other than our covenant to pay the amounts due and owing with respect to that series. Any such omission will not be an event of default with respect to the debt securities of that series, upon the deposit with the applicable trustee, in trust, of money and/or U.S. government obligations, which through the payment of interest and principal of the U.S. government obligations in accordance with their terms will provide money in an amount sufficient to pay any installment of principal and premium, if any, and interest, if any, on the debt securities of that series on the stated maturity date thereof in accordance with the terms of the indenture and the debt securities of that series. Our obligations under the indenture and the debt securities of that series other than with respect to those covenants will remain in full force and effect. Also, the establishment of such a trust will be conditioned on the delivery by us to the trustee of an opinion of counsel to the effect that such a defeasance and discharge will not be deemed, or result in, a taxable event with respect to the holders.

Satisfaction and Discharge

At our option, we may satisfy and discharge the indenture with respect to the debt securities of any series (except for specified obligations of the trustee and ours, including, among others, the obligations to apply money held in trust) when:

- either (a) all debt securities of that series previously authenticated under the indenture have been delivered to the trustee for cancellation or (b) all debt securities of that series not yet delivered to the trustee for cancellation (i) have become due and payable by reason of the mailing of a notice of redemption or otherwise or (ii) will become due and payable within one year, and we have irrevocably deposited or caused to be deposited with the trustee as trust funds in trust solely for the benefit of the holders an amount sufficient to pay and discharge the entire indebtedness on debt securities of that series;
- no default or event of default with respect to debt securities of that series has occurred or is continuing on the date of the deposit or will occur as a result of the deposit and the deposit will not result in a breach or violation of any other instrument to which we are bound;
- we have paid or caused to be paid all other sums payable by us under the indenture and any applicable supplemental indenture with respect to the debt securities of that series;
- we have delivered irrevocable instructions to the trustee to apply the deposited funds toward the payment of securities of that series at the stated maturity date or the redemption date, as applicable; and
- we have delivered to the trustee an officers' certificate and an opinion of counsel stating that all conditions precedent relating to the satisfaction and discharge of the indenture as to that series have been satisfied.

Certain Definitions

"Adjusted EBITDA" means, for the 12-month period preceding the calculation date, for us and our Subsidiaries on a consolidated basis in accordance with GAAP, the sum of (a) Net Income, plus (b) to the extent deducted in determining Net Income, the sum of (i) Interest Expense, (ii) income tax expense, including, without limitation, taxes paid or accrued based on income, profits or capital, including state, franchise and similar taxes and foreign withholding taxes, (iii) depreciation and amortization (including, without limitation, amortization of goodwill and other intangible assets), (iv) extraordinary losses and non-recurring non-cash charges and expenses, (v) all other non-cash charges, expenses and interest (including, without limitation, any non-cash losses in respect of Commodity Agreements, Currency Agreements or Interest Rate Agreements, non-cash impairment charges, non-cash valuation charges for stock option grants or vesting of restricted stock awards or any other non-cash compensation charges, and losses from the early extinguishment of Indebtedness) and (vi) nonrecurring charges and expenses, restructuring charges, transaction expenses (including, without limitation, transaction expenses incurred in connection with any merger or acquisition) and underwriters' fees or discounts, and severance and retention payments in connection with any merger or acquisition, in each case for such period, less extraordinary gains and cash payments (not otherwise deducted in determining net income) made during such period with respect to non-cash charges that were added back in a prior period; provided, however, (I) with respect to any Person that became a Subsidiary, or was merged with or consolidated into us or any Subsidiary, during such period, or any acquisition by us or any Subsidiary of the assets of any Person during such period, "Adjusted EBITDA" shall, at our option in respect of any or all of the foregoing, also include the Adjusted EBITDA of such Person or attributable to such assets, as applicable, during such period as if such acquisition, merger or consolidation had occurred on the first day of such period and (II) with respect to any Person that has ceased to be a Subsidiary during such period, or any material assets of us or any Subsidiary sold or otherwise disposed of by us or any Subsidiary during such period, "Adjusted EBITDA" shall exclude the Adjusted EBITDA of such Person or attributable to such assets, as applicable, during such period as if such sale or disposition of such Subsidiary or such assets had occurred on the first day of such period.

"Beneficial Owner" has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Exchange Act, except that in calculating the beneficial ownership of any particular "person" as such term is used in Section 13(d)(3) of the Exchange Act, such "person" will be deemed to have beneficial ownership of all securities that such "person" has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition.

"Board of Directors" means either our Board of Directors or any committee of such Board duly authorized to act on our behalf.

"Board Resolution" means one or more resolutions duly adopted or consented to by the Board of Directors and in full force and effect.

"Business Day" means any day, other than a Saturday or Sunday, (1) which is not a day on which banking institutions in The City of New York or The City of London are authorized or required by law, regulation or executive order to close and (2) on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, operates.

"Capital Lease Obligations" means, at the time any determination is to be made, the amount of the liability in respect of a capital lease that would at that time be required to be capitalized on a balance sheet in accordance with GAAP.

"Capital Stock" means:

(1) in the case of a corporation, corporate stock;

(2) in the case of an association or business entity, any and all shares, interests, participations, rights or other equivalents (however designated) of corporate stock;

(3) in the case of a partnership or limited liability company, partnership or membership interests (whether general or limited); and

(4) any other interest or participation that confers on a Person the right to receive a share of the profits and losses of, or distributions of assets of, the issuing Person.

"Change of Control" means the occurrence of any of the following:

(1) the adoption of a plan relating to our liquidation or dissolution;

(2) any "person," as such term is used in Section 13(d)(3) of the Exchange Act, becomes the Beneficial Owner, directly or indirectly, of more than 50% of the voting power of our Voting Stock; provided that a transaction in which we become a Subsidiary of another Person shall not constitute a Change of Control if (a) our stockholders immediately prior to such transaction Beneficially Own, directly or indirectly through one or more intermediaries, 50% or more of the voting power of the outstanding Voting Stock of such other Person of whom we are a Subsidiary immediately following such transaction and (b) immediately following such transaction no person (as defined above) other than such other Person, Beneficially Owns, directly or indirectly, more than 50% of the voting power of our Voting Stock; or

(3) the first day on which a majority of the members of our Board of Directors are not Continuing Directors.

"Change of Control Triggering Event" means the occurrence of both a Change of Control and a Ratings Decline.

"Commodity Agreement" of any Person means any commodity forward contract, commodity swap agreement, commodity option agreement or other similar agreement or arrangement to which such Person is a party.

"Comparable Government Bond" means, in relation to any Comparable Government Bond Rate calculation, a German government bond (Bundesanleihe) whose maturity is closest to the maturity of the notes, or if an Independent Investment Banker selected by the Company in its discretion determines that such similar bond is not in issue, another German government bond as the Independent Investment Banker may, with the advice of three brokers of, and/or market makers in, German government bonds selected by such Independent Investment Banker, determine to be appropriate for determining the Comparable Government Bond Rate.

"Comparable Government Bond Rate" means, with respect to any redemption date, the price, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), at which the gross redemption

yield on the notes, if they were to be purchased at such price on the third Business Day prior to the date fixed for redemption, would be equal to the gross redemption yield on such Business Day of the Comparable Government Bond on the basis of the middle market price of the Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an Independent Investment Banker selected by the Company.

"Continuing Director" means, as of any date of determination, any member of our Board of Directors who:

(1) was a member of such Board of Directors on the Issue Date; or

(2) was nominated for election or elected to such Board of Directors with the approval of a majority of the Continuing Directors who were members of such Board at the time of such nomination or election.

"Corporate Trust Office" means the designated office of the trustee at which at any time its corporate trust business shall be administered, which office at the date hereof is located at One Federal Street, 3rd Floor, EX-MA-FED, Boston, MA 02110, Attention: David W. Doucette, Vice President, or such other address as the trustee may designate from time to time by notice to the holders of the notes and us, or the principal corporate trust office of any successor trustee (or such other address as such successor trustee may designate from time to time by notice to the holders of the notes and us).

"Currency Agreement" of any Person means any foreign exchange contract, currency swap agreement or other similar agreement or arrangement as to which such Person is a party.

"Disqualified Stock" means any Capital Stock that, by its terms (or by the terms of any security into which it is convertible, or for which it is exchangeable, in each case at the option of the holder of the Capital Stock), or upon the happening of any event, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or redeemable at the option of the holder of the Capital Stock, in whole or in part, on or prior to the Stated Maturity of the notes.

"Fair Market Value" means, with respect to any asset, the price that (after taking into account any liabilities relating to such asset) would be paid in an arm's-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the Board of Directors, whose determination shall be conclusive if evidenced by a Board Resolution.

"First Par Call Date" means, in the case of the 1.375% Notes, January 4, 2025, in the case of the 1.950% Notes, February 22, 2026, in the case of the 0.450% Notes, November 15, 2026, in the case of the 0.400% Notes, December 15, 2026, in the case of the 0.500% Notes, October 15, 2027, in the case of the 0.875% Notes, February 21, 2029, in the case of the 0.950% Notes, July 5, 2030, in the case of the 1.000% Notes, October 15, 2031, in the case of the 1.250% Notes, February 21, 2033, in the case of the 4.125% Notes, March 16, 2027, and, in the case of the 4.625 Notes, February 16, 2031.

"Fitch" means Fitch, Inc. or any successor to the rating agency business thereof.

"Foreign Subsidiary" means, with respect to any Person, (a) any Subsidiary of such Person that is not organized or existing under the laws of, and whose principal business is conducted outside of, the United States, any state thereof, the District of Columbia, or any territory thereof (for purposes of this definition only, the "United States"), or (b) any Subsidiary of such Person that is organized or existing under the laws of the United States whose only material assets are the Capital Stock of Foreign Subsidiaries meeting clause (a) of this definition.

"GAAP" means generally accepted accounting principles set forth in the standards, statements and pronouncements of the Financial Accounting Standards Board, or in such other statements by such other entity as may be approved by a significant segment of the accounting profession of the United States, which are in effect on the Issue Date, *provided, however*, that, in the case of the 0.500% Notes and the 1.000% Notes, leases shall continue to be classified and accounted for on a basis consistent with that reflected in the financial statements of the Company for the fiscal year ended December 31, 2018 for all purposes, notwithstanding any change in GAAP relating thereto, including with respect to Accounting Standards Codification 842.

"Guarantee" means a guarantee (other than by endorsement of negotiable instruments for collection in the ordinary course of business), direct or indirect, in any manner (including, without limitation, by way of a pledge of assets or through letters of credit or reimbursement agreements in respect thereof), of all or any part of any Indebtedness. The term "Guarantee" used as a verb has a corresponding meaning.

"Indebtedness" means, with respect to any Person, any indebtedness of such Person, whether or not contingent:

- (1) in respect of borrowed money;
- (2) evidenced by bonds, notes, debentures or similar instruments or letters of credit (or reimbursement agreements in respect thereof);
- (3) in respect of banker's acceptances;
- (4) representing Capital Lease Obligations;
- (5) representing the balance deferred and unpaid of the purchase price of any property, except any such balance that constitutes an accrued expense or trade payable;
- (6) representing obligations under any Interest Rate Agreements, Commodity Agreements and Currency Agreements except for those entered into for the purpose of fixing, hedging or swapping interest rate, commodity price or foreign currency exchange risk; or
- (7) all Disqualified Stock issued by such Person with the amount of Indebtedness represented by such Disqualified Stock being equal to the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price, but excluding accrued dividends, if any; provided that (a) if the Disqualified Stock does not have a fixed repurchase price, such maximum fixed repurchase price shall be calculated in accordance with the terms of the Disqualified Stock as if the Disqualified Stock were purchased on any date on which Indebtedness shall be required to be determined pursuant to the indenture, and (b) if the maximum fixed repurchase price is based upon, or measured by, the fair market value of the Disqualified Capital Stock, the fair market value shall be the Fair Market Value thereof;

if and to the extent any of the preceding items (other than letters of credit and obligations under Interest Rate Agreements, Commodity Agreements and Currency Agreements) would appear as a liability upon a balance sheet of such Person prepared in accordance with GAAP. In addition, the term "Indebtedness" includes all Indebtedness of others secured by a Lien on any asset of such Person whether or not such Indebtedness is assumed by such Person (the amount of such Indebtedness as of any date being deemed to be the lesser of the Fair Market Value of such property or assets as of such date or the principal amount of such Indebtedness of such other Person so secured) and, to the extent not otherwise included, the Guarantee by such Person of any Indebtedness of any other Person.

The amount of any Indebtedness outstanding as of any date shall be:

- (1) the accreted value of the Indebtedness, in the case of any Indebtedness issued with original issue discount; and
- (2) the principal amount of the Indebtedness, together with any interest on the Indebtedness that is more than 30 days past due, in the case of any other Indebtedness.

"Independent Investment Banker" means one of the Reference Government Bond Dealers appointed by us.

"Interest Expense" means, for any period, all cash interest expense (including imputed interest with respect to Capital Lease Obligations and commitment fees) with respect to any of our Indebtedness and our Subsidiaries' Indebtedness on a consolidated basis during such period pursuant to the terms of such Indebtedness.

"Interest Rate Agreement" of any Person means any interest rate protection agreement, interest rate future agreement, interest rate option agreement, interest rate swap agreement, interest rate cap agreement, interest rate

collar agreement, interest rate hedge agreement, option or future contract or other similar agreement or arrangement as to which such Person is a party.

"Investment Grade Rating" means a rating equal to or greater than BBB- by S&P and Fitch and Baa3 by Moody's or the equivalent thereof under any new ratings system if the ratings system of any such agency shall be modified after the Issue Date, or the equivalent rating or any other Ratings Agency selected by us as provided in the definition of Ratings Agency.

"Issue Date" means, in the case of the 1.375% Notes, April 6, 2017, in the case of the 1.950% Notes, May 22, 2018, in the case of the 0.500% Notes and the 1.000% Notes, September 10, 2020, in the case of the 0.450% Notes, the 0.875% Notes and the 1.250% Notes, May 21, 2021, in the case of the 0.400% Notes and the 0.950% Notes, October 5, 2021, and, in the case of the 4.125% Notes and the 4.615% Notes, May 16, 2023,

"Licenses" means, collectively, any telephone, microwave, radio transmissions, personal communications or other license, authorization, certificate of compliance, franchise, approval or permit, whether for the construction, ownership or operation of any communications tower facilities, granted or issued by the Federal Communications Commission (or other similar or successor agency of the federal government administering the Communications Act of 1934 or any similar or successor federal statute) and held by us or any of our Subsidiaries.

"Lien" means, with respect to any property or assets, including Capital Stock, any mortgage, lien, pledge, charge, security interest or encumbrance of any kind in respect of such asset, whether or not filed, recorded or otherwise perfected under applicable law (including any conditional sale or other title retention agreement, any lease in the nature thereof, any option or other agreement to sell or give a security interest in and any filing of or agreement to give any financing statement under the Uniform Commercial Code (or equivalent statutes) of any jurisdiction).

"Moody's" means Moody's Investors Services, Inc. or any successor to the rating agency business thereof.

"Net Income" means, for any period of determination, net income (loss) of us and our Subsidiaries, on a consolidated basis, determined in accordance with GAAP.

"Newly Created Subsidiary" means a newly created direct or indirect Subsidiary of us that is formed or organized after the Issue Date; provided that neither we nor any of our Subsidiaries shall have transferred, or may in the future transfer, any assets (other than cash or cash equivalents) to such Newly Created Subsidiary for so long as such Newly Created Subsidiary remains designated as an Unrestricted Subsidiary.

"Officers' Certificate" means, with respect to any Person, a certificate signed by the the Company's chairman of the Board of Directors, the chief executive officer, the president, the chief operating officer, the chief financial officer, or any vice president and by the treasurer, any assistant treasurer, the controller, any assistant controller, the secretary or any assistant secretary of such Person in accordance with the applicable provisions of the indenture.

"Permitted Amount" means, on any date, an amount equal to 3.5 times Adjusted EBITDA as of the most recent fiscal quarter for which our financial statements are internally available immediately preceding such date.

"Permitted Liens" means:

(1) Liens in favor of us or our Subsidiaries;

(2) Liens existing on the Issue Date (other than those securing the SpectraSite ABS Facility) and renewals and replacements thereof;

(3) Liens for taxes, assessments or governmental charges or claims that are not yet delinquent or that are being contested in good faith by appropriate proceedings promptly instituted and diligently conducted; provided that any reserve or other appropriate provision as shall be required in conformity with GAAP shall have been made therefor;

- (4) Liens of carriers, warehousemen, mechanics, vendors (solely to the extent arising by operation of law), laborers and materialmen incurred in the ordinary course of business for sums not yet due or being diligently contested in good faith, if reserves or appropriate provisions shall have been made therefor;
- (5) Liens incurred in the ordinary course of business in connection with worker's compensation and unemployment insurance, social security obligations, assessments or government charges which are not overdue for more than 60 days;
- (6) restrictions on the transfer of Licenses or assets of us or any of our Subsidiaries imposed by any of the Licenses as in effect on the Issue Date or imposed by the Communications Act of 1934, any similar or successor federal statute or the rules and regulations of the Federal Communications Commission (or other similar or successor agency of the federal government administering such Act or successor statute) thereunder, all as the same may be in effect from time to time;
- (7) Liens arising by operation of law in favor of purchasers in connection with the sale of an asset; provided, however, that such Lien only encumbers the property being sold;
- (8) Liens to secure performance of statutory obligations, surety or appeal bonds, performance bonds, bids or tenders;
- (9) judgment Liens;
- (10) Liens in connection with escrow or security deposits made in connection with any acquisition of assets;
- (11) Liens securing Indebtedness since the Issue Date represented by Capital Lease Obligations, mortgage financings or purchase money obligations, in each case incurred for the purpose of financing all or any part of the purchase price or cost of construction or improvement of property, plant or equipment used in any business of us or any of our Subsidiaries in an aggregate principal amount, including all Indebtedness incurred to refund, refinance or replace any other Indebtedness of the type described under this clause (11), not to exceed \$500.0 million at any time outstanding for us and any of our Subsidiaries;
- (12) Liens securing obligations under Interest Rate Agreements, Commodity Agreements and Currency Agreements not for speculative purposes;
- (13) easements, rights-of-way, zoning restrictions, licenses or restrictions on use and other similar encumbrances on the use of real property that:
 - (a) are not incurred in connection with the borrowing of money or the obtaining of advances or credit (other than trade credit in the ordinary course of business); and
 - (b) do not in the aggregate materially detract from the value of the property or materially impair the use thereof in the operation of business by us and our Subsidiaries;
- (14) Liens on property of us or any of our Subsidiaries at the time we or such Subsidiary acquired the property, including acquisition by means of a merger or consolidation with or into us or any Subsidiary, or an acquisition of assets, and any replacement thereof, provided, however, that such Liens are not created, incurred or assumed in connection with or in contemplation of such acquisition, and provided further that such Liens may not extend to any other property owned by us or any of our Subsidiaries;
- (15) leases and subleases of real (or personal, in the case of the 0.500% Notes, the 1.000% Notes, the 0.450% Notes, the 0.875% Notes, the 1.250% Notes, the 0.400% Notes, the 0.950% Notes, the 4.125% Notes and the 4.625% Notes) property in the ordinary course of business (for the avoidance of doubt, excluding sale and lease-back transactions) which do not materially interfere with the ordinary conduct of the business; and
- (16) banker's Liens, rights of set-off or similar rights and remedies as to deposit accounts or other funds maintained with a depository institution; provided that:

(a) such deposit account is not a dedicated cash collateral account and is not subject to restrictions against access in excess of those set forth by regulations promulgated by the Federal Reserve Board or other applicable law; and

(b) such deposit account is not intended to provide collateral to the depository institution.

"Person" means any individual, corporation, limited liability company, partnership, joint venture, association, joint stock company, trust, estate, unincorporated organization or government or any agency or political subdivision thereof or any other entity.

"Ratings Agencies" means (1) S&P, Moody's and Fitch; and (2) if any of S&P, Moody's and Fitch ceases to rate the notes or ceases to make a rating on the notes publicly available, an entity registered as a "nationally recognized statistical rating organization" (registered as such pursuant to Rule 17g-1 of the Exchange Act) then making a rating on the notes publicly available selected by us (as certified by an Officers' Certificate), which shall be substituted for S&P, Moody's or Fitch, as the case may be.

"Ratings Decline" means the occurrence of the following on, or within 90 days after, the date of the public notice of the occurrence of a Change of Control or of the intention by us or any third party to effect a Change of Control (which period shall be extended for so long as the rating of the notes is under publicly announced consideration for possible downgrade by any of the Ratings Agencies if such period exceeds 90 days): (1) in the event that the notes have an Investment Grade Rating by all three Ratings Agencies, the notes cease to have an Investment Grade Rating by two of the three Rating Agencies, (2) in the event that the notes have an Investment Grade Rating by only two Ratings Agencies, the notes cease to have an Investment Grade Rating by both such Rating Agencies, or (3) in the event that the notes do not have an Investment Grade Rating, the rating of the notes by two of the three Ratings Agencies (or, if there are less than three Rating Agencies rating the notes, the rating of each Rating Agency) decreases by one or more gradations (including gradations within ratings categories as well as between rating categories) or is withdrawn.

"Reference Government Bond Dealer" means any of the primary European government securities dealers.

"S&P" means S&P Global Ratings, a division of S&P Global Inc., or any successor to the rating agency business thereof.

"SpectraSite ABS Facility" means that certain mortgage loan more fully described in the Offering Memorandum dated March 8, 2023 regarding the \$1,800.0 million Secured Tower Revenue Securities, Series 2018-1A and 2023-1A.

"Stated Maturity" means, (1) with respect to any debt security, the date specified in such debt security as the fixed date on which the final installment of principal of such debt security is due and payable and (2) with respect to any scheduled installment of principal or interest on any debt security, the date specified in such debt security as the fixed date on which such installment is due and payable.

"Subsidiary" means, with respect to any Person, (1) any corporation, limited liability company, association or other business entity of which more than 50% of the voting power of the outstanding Voting Stock is owned, directly or indirectly, by such Person and one or more other Subsidiaries of such Person or (2) any partnership (A) the sole general partner or the managing general partner of which is such Person or a Subsidiary of such Person or (B) the only general partners of which are such Person or one or more Subsidiaries of such Person (or any combination thereof). The term "Subsidiary" with respect to us shall not include any Unrestricted Subsidiary.

"Unrestricted Subsidiary" means (a) any Foreign Subsidiary or Newly Created Subsidiary of us that is designated by the Board of Directors as an Unrestricted Subsidiary until such time as the Board of Directors may designate it to be a Subsidiary, provided that no Default or Event of Default would occur or be existing following such designation, and (b) any subsidiary of an Unrestricted Subsidiary. Any such designation by the Board of Directors shall be evidenced to the trustee by filing a Board Resolution with the trustee giving effect to such designation. At the time of designation of an Unrestricted Subsidiary as a Subsidiary, such Subsidiary shall be deemed to incur outstanding Indebtedness and grant any existing Liens.

"Voting Stock" of any Person as of any date means the Capital Stock of such Person that is normally entitled to vote in the election of the board of directors, managers or trustees of such Person.

American Tower Corporation Notice of Grant of Restricted Stock Units and RSU Agreement (U.S. Employee / Time)	American Tower Corporation ID: 65-0723837 116 Huntington Ave Boston, MA 02116
Administrator 116 Huntington Avenue 11th Floor Boston MA United States 02116	Participant Name: RSU Number: Plan: ID:

American Tower Corporation, a Delaware corporation (the "Company"), hereby grants to the Participant named above ("you") restricted stock units (the "RSUs") representing the right to receive the number of shares of Common Stock, par value \$0.01 per share (the "Stock") of the Company set forth below (or, if so determined by the Committee, the value of such shares, payable in cash or such other property as the Committee determines) on the terms of this Notice of Grant of Restricted Stock Units and RSU Agreement (this "Agreement"), subject to your acceptance of this Agreement and the provisions of the American Tower Corporation 2007 Equity Incentive Plan, as amended from time to time (the "Plan").

Date of Grant: 20
Number of Shares: _____

The RSUs will vest and the underlying shares will become issuable on the following schedule (each date, a "scheduled vesting date"):

on or after _____, 20____, as to _____ shares,
on or after _____, 20____, as to _____ additional shares, and
on or after _____, 20____, as to _____ additional shares.

American Tower Corporation

Date

By your signature below, you agree with the Company to the terms of this Agreement.

Participant

Date

Alternative (for electronic award administration):

Participant's Online Acceptance is required through E*TRADE

I understand that I must accept this grant online through my E*TRADE account. By doing so I acknowledge that I agree with the Company to the terms of this Agreement, and I intend that by clicking the "Accept" button for this grant package to have the same force in all respects as my handwritten signature.

Date:

Terms of Restricted Stock Units

1. Plan Incorporated by Reference. The provisions of the Plan are incorporated into and made a part of this Agreement by this reference. Capitalized terms used and not otherwise defined in this Agreement have the meanings given to them in the Plan. The Committee administers the Plan, and its determinations regarding the interpretation and operation of the Plan and this Agreement are final and binding. The Board may in its sole discretion at any time terminate or from time to time modify and amend the Plan as provided therein. You may obtain a copy of the Plan without charge upon request to the Company's Human Resources Department.

2. Vesting of RSUs. The RSUs will vest, while you are employed by the Company or one of its Affiliates, for the respective numbers of shares and on the scheduled vesting dates stated in the vesting schedule on the first page of this Agreement, subject to the other terms hereof. RSUs are an unfunded, unsecured obligation of the Company. You shall not earn any rights under the RSUs except in conformity with such schedule and until all other conditions that are required to be met in order to issue the underlying shares have been satisfied. Subject to Section 6, within sixty (60) days after the scheduled vesting date for any RSUs, the Company will deliver to you or your legal representative the number of shares of Stock underlying the number of vested RSUs associated with such scheduled vesting date on the vesting schedule (or such cash or other property as the Committee determines).

3. Dividend Equivalents. While the RSUs are outstanding and unvested, the Company will accrue dividend equivalents on your behalf. The dividend equivalent with respect to each RSU will be equal to the sum of the cash dividend declared and paid by the Company with respect to each share of Stock while the RSU is outstanding. No interest will accrue on the dividend equivalents. The dividend equivalents with respect to each RSU shall be earned and distributed in cash at the same time as the RSU is earned and distributed.

4. Termination of Employment. Upon termination of your employment with the Company and its Affiliates for any reason other than Qualified Retirement, a Qualifying Termination, death or Disability, any of the RSUs that are unvested as of the termination date, together with any accrued dividend equivalents, will be canceled for no value. Upon termination of your employment with the Company and its Affiliates by reason of Qualified Retirement, a Qualifying Termination, death or Disability, any of the RSUs that are unvested as of the termination date shall immediately vest on such termination date. Subject to Section 6, within sixty (60) days after the vesting date for any RSUs pursuant to this Section 4, the Company will deliver to you or your legal representative the number of shares of Stock underlying the number of vested RSUs associated with such vesting date (or such cash or other property as the Committee determines); provided, however, if you are a "specified employee" as defined in Treasury Regulation Section 1.409A-1(i) or any successor provision, on the date of your Qualified Retirement, then, irrespective of any other provision contained in this Agreement, to the extent any RSUs or dividend equivalents constitute nonqualified deferred compensation subject to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), any shares vesting pursuant to a Qualified Retirement shall be delivered on the first day of the seventh month following such termination (or, if earlier, the date of your death). For purposes of Section 409A of the Code, each payment made under this Agreement shall be treated as a separate payment and the right to a series of installment payments under this Agreement shall be treated as a right to a series of separate payments.

For purposes of this Agreement, (i) "Qualified Retirement" shall mean that (a) you shall have a combined age and years of service with the Company and its Affiliates of at least 65 years, provided further that you must (I) be at least 55 years old and (II) have a minimum of five years of service with the Company and its Affiliates and (b) you must execute a release containing non-compete, non-solicitation and non-disparagement provisions in a form and with the content satisfactory to the Company; (ii) "Disability" shall have the meaning set forth in Section 409A of the Code and the regulations promulgated thereunder; and (iii) a "Qualifying Termination" means a separation of service entitling you to receive severance benefits under Section 3.2(c) of the American Tower Corporation Severance Plan, effective as of March 2, 2009, and as further amended from time to time, at a time when you are not a Reporting Person.

5. Withholding Taxes. Upon the vesting of the RSUs, the Company shall withhold from issuance in settlement of such RSUs the number of shares of Stock necessary to satisfy the minimum tax withholding obligations arising

from such vesting with such shares of Stock valued at their Fair Market Value on such date. The cash payment of the accrued dividend equivalents is treated as taxable income and added to the value of the vested RSU shares. Notwithstanding the foregoing, tax withholding with respect to the issued shares of Stock and cash payment of dividend equivalents shall be first applied against the cash payment of dividend equivalents and, accordingly, may reduce the total number of shares required to be withheld in order to satisfy the minimum withholding tax obligation.

6. Termination; Forfeiture. Notwithstanding any other provision of this Agreement, you shall be obligated to (a) transfer to the Company any shares, cash or other property previously issued upon vesting of RSUs and dividend equivalents and (b) pay to the Company all gains realized by any person from the disposition of any such shares or other property, in each of (a) and (b), (I) to the extent required by applicable law or permitted by any clawback or similar policy of the Company or any of its affiliates, if: (II) your employment with the Company or any Affiliate is terminated for cause or if (III) following termination of employment for any reason, either (A) the Company determines that you engaged in conduct while an employee that would have justified termination for cause or (B) you violate any applicable confidentiality or non-competition agreement with the Company or any Affiliate. Additionally, you shall be obligated to forfeit outstanding RSUs granted pursuant to this Agreement as permitted by any clawback or similar policy of the Company or its affiliates. Termination for cause means criminal conduct involving a felony in the U.S. or the equivalent of a felony under the laws of other countries, material violations of civil law related to your job responsibilities, fraud, dishonesty, self-dealing, breach of your obligations regarding the Company's intellectual property, or willful misconduct that the Committee determines to be injurious to the Company.

7. Compliance with Law; Lock-Up Agreement. The Company shall not be obligated to issue any shares of Stock or other securities upon vesting of the RSUs unless the Company is satisfied that all requirements of law or any applicable stock exchange in connection therewith (including without limitation the effective registration or exemption of the issuance of such shares or other securities under the Securities Act of 1933, as amended, and applicable state securities laws) have been or will be complied with, and the Committee may impose any restrictions on your rights as it shall deem necessary or advisable to comply with any such requirements; provided that the Company will issue such shares or other securities on the earliest date at which it reasonably anticipates that such issuance will not cause such violation. You further agree hereby that, as a condition to the issuance of shares upon vesting of the RSUs, you will enter into and perform any underwriter's lock-up agreement requested by the Company from time to time in connection with public offerings of the Company's securities.

8. Rights as Stockholder. You shall have no rights as a stockholder with respect to any shares of Stock or other securities covered by the RSUs until the issuance of such actual shares of Stock or other securities.

9. Effect on Your Employment. Neither the adoption, maintenance or operation of the Plan nor the award of the RSUs and the dividend equivalents with respect to the RSUs confers upon you any right to continue your employment with the Company or any Affiliate, nor shall they interfere with the rights of the Company or any Affiliate to terminate or otherwise change the terms of such employment or service at any time, including, without limitation, the right to promote, demote or reassign you from one position to another in the Company or any Affiliate. Unless the Committee otherwise provides in any case, your employment with an Affiliate shall be deemed to terminate for purposes of the Plan when such Affiliate ceases to be an Affiliate of the Company.

10. Nontransferability. You may not assign or transfer the RSUs or any rights with respect thereto, including without limitation, the dividend equivalents with respect to the RSUs, except by will or by the laws of descent and distribution or to the extent expressly permitted in writing by the Committee.

11. Corporate Events. The terms of the RSUs and the dividend equivalents with respect to the RSUs may be changed without your consent as provided in the Plan upon a change in control of, or certain other corporate events affecting, the Company. Without limiting the foregoing, the number and kind of shares or other securities or property issuable upon vesting of the RSUs may be changed, the vesting schedule may be accelerated, the RSUs may be assumed by another issuer, or the RSUs may be terminated, as the Committee may consider equitable to the participants in the Plan and in the best interests of the Company.

12. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the applicable laws of the United States of America and the law (other than the law governing conflict of law questions) of the Commonwealth of Massachusetts except to the extent the laws of any other jurisdiction are mandatorily applicable.

13. Amendment and Termination of the RSUs. The RSUs and the dividend equivalents with respect to the RSUs may be amended or terminated by the Company with or without your consent, as permitted by the Plan.

American Tower Corporation Notice of Grant of Restricted Stock Units and RSU Agreement (Non-U.S. Employee / Time)	American Tower Corporation ID: 65-0723837 116 Huntington Ave Boston, MA 02116
Administrator 116 Huntington Avenue 11th Floor Boston MA United States 02116	Participant Name: RSU Number: Plan: ID:

American Tower Corporation, a Delaware corporation (the "Company"), hereby grants to the Participant named above ("you") restricted stock units (the "RSUs") representing the right to receive the number of shares of Common Stock, par value \$0.01 per share (the "Stock") of the Company set forth below (or, if so determined by the Committee, the value of such shares, payable in cash or such other property as the Committee determines) on the terms of this Notice of Grant of Restricted Stock Units and RSU Agreement (this "Agreement"), subject to your acceptance of this Agreement and the provisions of the American Tower Corporation 2007 Equity Incentive Plan, as amended from time to time (the "Plan").

Date of Grant: 20
Number of Shares: _____

The RSUs will vest and the underlying shares will become issuable on the following schedule (each date, a "scheduled vesting date"):

on or after _____, 20____, as to _____ shares,
on or after _____, 20____, as to _____ additional shares, and
on or after _____, 20____, as to _____ additional shares.

American Tower Corporation

Date

By your signature below, you agree with the Company to the terms of this Agreement.

Participant

Date

Alternative (for electronic award administration):

Participant's Online Acceptance is required through E*TRADE

I understand that I must accept this grant online through my E*TRADE account. By doing so I acknowledge that I agree with the Company to the terms of this Agreement, and I intend that by clicking the "Accept" button for this grant package to have the same force in all respects as my handwritten signature.

Date:

Terms of Restricted Stock Units

1. Plan Incorporated by Reference. The provisions of the Plan are incorporated into and made a part of this Agreement by this reference. Capitalized terms used and not otherwise defined in this Agreement have the meanings given to them in the Plan. The Committee administers the Plan, and its determinations regarding the interpretation and operation of the Plan and this Agreement are final and binding. The Board may in its sole discretion at any time terminate or from time to time modify and amend the Plan as provided therein. You may obtain a copy of the Plan without charge upon request to the Company's Human Resources Department.

2. Vesting of RSUs. The RSUs will vest, while you are employed by the Company or one of its Affiliates, for the respective numbers of shares and on the scheduled vesting dates stated in the vesting schedule on the first page of this Agreement, subject to the other terms hereof. RSUs are an unfunded, unsecured obligation of the Company. You shall not earn any rights under the RSUs except in conformity with such schedule and until all other conditions that are required to be met in order to issue the underlying shares have been satisfied. Subject to Section 6, within sixty (60) days after the scheduled vesting date for any RSUs, the Company will deliver to you or your legal representative the number of shares of Stock underlying the number of vested RSUs associated with such scheduled vesting date on the vesting schedule (or such cash or other property as the Committee determines).

3. Dividend Equivalents. While the RSUs are outstanding and unvested, the Company will accrue dividend equivalents on your behalf. The dividend equivalent with respect to each RSU will be equal to the sum of the cash dividend declared and paid by the Company with respect to each share of Stock while the RSU is outstanding. No interest will accrue on the dividend equivalents. The dividend equivalents with respect to each RSU shall be earned and distributed in cash at the same time as the RSU is earned and distributed.

4. Termination of Employment. Upon termination of your employment with the Company and its Affiliates for any reason other than Qualified Retirement, a Qualifying Termination, death or Disability, any of the RSUs that are unvested as of the termination date, together with any accrued dividend equivalents, will be canceled for no value. Upon termination of your employment with the Company and its Affiliates by reason of Qualified Retirement, a Qualifying Termination, death or Disability, any of the RSUs that are unvested as of the termination date shall immediately vest on such termination date. Subject to Section 6, within sixty (60) days after the vesting date for any RSUs pursuant to this Section 4, the Company will deliver to you or your legal representative the number of shares of Stock underlying the number of vested RSUs associated with such vesting date (or such cash or other property as the Committee determines); provided, however, if you are a "specified employee" as defined in Treasury Regulation Section 1.409A-1(i) or any successor provision, on the date of your Qualified Retirement, then, irrespective of any other provision contained in this Agreement, to the extent any RSUs or dividend equivalents constitute nonqualified deferred compensation subject to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), any shares vesting pursuant to a Qualified Retirement shall be delivered on the first day of the seventh month following such termination (or, if earlier, the date of your death). For purposes of Section 409A of the Code, each payment made under this Agreement shall be treated as a separate payment and the right to a series of installment payments under this Agreement shall be treated as a right to a series of separate payments.

For purposes of this Agreement, (i) "Qualified Retirement" shall mean that (a) you shall have a combined age and years of service with the Company and its Affiliates of at least 65 years, provided further that you must (I) be at least 55 years old and (II) have a minimum of five years of service with the Company and its Affiliates and (b) you must execute a release containing non-compete, non-solicitation and non-disparagement provisions in a form and with the content satisfactory to the Company; (ii) "Disability" shall have the meaning set forth in Section 409A of the Code and the regulations promulgated thereunder; and (iii) a "Qualifying Termination" means your termination of employment by the Company or its Affiliates is solely as a result of the elimination of your job or position for one or more reasons that do not constitute cause or performance reasons (as determined by the Committee) at a time when you are not subject to Section 16 of the Securities Exchange Act of 1934, as amended.

5. Withholding Taxes. Upon the vesting of the RSUs, the Company shall withhold from issuance in settlement of such RSUs the number of shares of Stock necessary to satisfy the minimum tax withholding obligations arising

from such vesting with such shares of Stock valued at their Fair Market Value on such date. The cash payment of the accrued dividend equivalents is treated as taxable income and added to the value of the vested RSU shares. Notwithstanding the foregoing, tax withholding with respect to the issued shares of Stock and cash payment of dividend equivalents shall be first applied against the cash payment of dividend equivalents and, accordingly, may reduce the total number of shares required to be withheld in order to satisfy the minimum withholding tax obligation.

6. Termination; Forfeiture. Notwithstanding any other provision of this Agreement, you shall be obligated to (a) transfer to the Company any shares, cash or other property previously issued upon vesting of RSUs and dividend equivalents and (b) pay to the Company all gains realized by any person from the disposition of any such shares or other property, in each of (a) and (b), (I) to the extent required by applicable law or permitted by any clawback or similar policy of the Company or any of its affiliates, if: (II) your employment with the Company or any Affiliate is terminated for cause or if (III) following termination of employment for any reason, either (A) the Company determines that you engaged in conduct while an employee that would have justified termination for cause or (B) you violate any applicable confidentiality or non-competition agreement with the Company or any Affiliate. Additionally, you shall be obligated to forfeit outstanding and unvested RSUs granted pursuant to this Agreement as permitted by any clawback or similar policy of the Company or its affiliates. Termination for cause means criminal conduct involving a felony in the U.S. or the equivalent of a felony under the laws of other countries, material violations of civil law related to your job responsibilities, fraud, dishonesty, self-dealing, breach of your obligations regarding the Company's intellectual property, or willful misconduct that the Committee determines to be injurious to the Company.

7. Compliance with Law; Lock-Up Agreement. The Company shall not be obligated to issue any shares of Stock or other securities upon vesting of the RSUs unless the Company is satisfied that all requirements of law or any applicable stock exchange in connection therewith (including without limitation the effective registration or exemption of the issuance of such shares or other securities under the Securities Act of 1933, as amended, and applicable state securities laws) have been or will be complied with, and the Committee may impose any restrictions on your rights as it shall deem necessary or advisable to comply with any such requirements; provided that the Company will issue such shares or other securities on the earliest date at which it reasonably anticipates that such issuance will not cause such violation. You further agree hereby that, as a condition to the issuance of shares upon vesting of the RSUs, you will enter into and perform any underwriter's lock-up agreement requested by the Company from time to time in connection with public offerings of the Company's securities.

8. Rights as Stockholder. You shall have no rights as a stockholder with respect to any shares of Stock or other securities covered by the RSUs until the issuance of such actual shares of Stock or other securities.

9. Effect on Your Employment. Neither the adoption, maintenance or operation of the Plan nor the award of the RSUs and the dividend equivalents with respect to the RSUs confers upon you any right to continue your employment with the Company or any Affiliate, nor shall they interfere with the rights of the Company or any Affiliate to terminate or otherwise change the terms of such employment or service at any time, including, without limitation, the right to promote, demote or reassign you from one position to another in the Company or any Affiliate. Unless the Committee otherwise provides in any case, your employment with an Affiliate shall be deemed to terminate for purposes of the Plan when such Affiliate ceases to be an Affiliate of the Company.

10. Nontransferability. You may not assign or transfer the RSUs or any rights with respect thereto, including without limitation, the dividend equivalents with respect to the RSUs, except by will or by the laws of descent and distribution or to the extent expressly permitted in writing by the Committee.

11. Corporate Events. The terms of the RSUs and the dividend equivalents with respect to the RSUs may be changed without your consent as provided in the Plan upon a change in control of, or certain other corporate events affecting, the Company. Without limiting the foregoing, the number and kind of shares or other securities or property issuable upon vesting of the RSUs may be changed, the vesting schedule may be accelerated, the RSUs may be assumed by another issuer, or the RSUs may be terminated, as the Committee may consider equitable to the participants in the Plan and in the best interests of the Company.

12. Data Privacy. You hereby explicitly consent to the collection, use and transfer, in electronic or other form, of your personal data as described in this Notice and Agreement by and among, as applicable, the Company and its Affiliates for the exclusive purpose of implementing, administering and managing your participation in the Plan. You understand that the Company and its Affiliates hold certain personal information about you, including, but not limited to, your name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of stock or directorships held in the Company or its Affiliates, details of all RSUs or any other entitlement to shares of stock awarded, canceled, vested, unvested or outstanding in your favor, for the purpose of implementing, administering and managing the Plan ("Data"). You understand that Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these recipients may be located in your country of residence or elsewhere, and that the recipient's country may have different data privacy laws and protections than your country. You understand that you may request a list with the names and addresses of any potential recipients of the Data by contacting your local Human Resources representative. You authorize the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing your participation in the Plan, including any requisite transfer of such Data as may be required to a broker or other third party. You understand that Data will be held only as long as is necessary to implement, administer and manage your participation in the Plan. You understand that you may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing your local Human Resources representative. You understand, however, that refusing or withdrawing your consent may affect your ability to participate in the Plan. For more information on the consequences of refusal to consent or withdrawal of consent, you understand that you may contact your local Human Resources representative.

13. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the applicable laws of the United States of America and the law (other than the law governing conflict of law questions) of the Commonwealth of Massachusetts except to the extent the laws of any other jurisdiction are mandatorily applicable.

14. Amendment and Termination of the RSUs. The RSUs and the dividend equivalents with respect to the RSUs may be amended or terminated by the Company with or without your consent, as permitted by the Plan.

**AMERICAN TOWER CORPORATION
SEVERANCE PLAN**

First Effective as of March 2, 2009

As Amended and Restated January 1, 2024

**ARTICLE 1
PURPOSE**

1.1. **Plan Overview:** American Tower Corporation (the "Company") first adopted this American Tower Corporation Severance Plan (the "Severance Plan" or the "Plan") effective as of March 2, 2009 (the Original Effective Date) as part of the American Tower Corporation Benefits Plan (the "Benefits Plan"). The Plan was amended and restated as of January 1, 2024 (the "A&R Effective Date"). The Severance Plan is a Contract under the Benefits Plan. This document describes the features of the Benefits Plan that are unique to the Severance Plan. Other features of the Severance Plan are located in the Severance Program documents and rules governing the Benefits Plan. Except as explicitly set forth herein, Plan benefits relating to Qualifying Terminations occurring prior to the A&R Effective Date shall be governed solely by the terms of the Plan as of the date of such Qualifying Termination,

1.2. **Purpose:** The Severance Plan provides transition assistance in the form of severance benefits for Eligible Employees in the event of a Qualifying Termination.

1.3. **Effect of Prior Severance Pay Programs, Plans or Arrangements:** The Plan supersedes and replaces any prior severance pay programs, plans and arrangements (whether written or oral) for any Participant other than an individual agreement with an Employer that is still in effect and provides for severance benefits that are different from those provided hereunder.

**ARTICLE 2
DEFINITIONS**

Whenever used in this Plan, the following words and phrases have the meanings set forth below unless the context plainly requires a different meaning, and when the defined meaning is intended, the term is capitalized. Capitalized terms not defined below have the meanings set forth in the Benefits Plan.

2.1. **A&R Effective Date:** has the meaning set forth in Section 1.1.

2.2. **Acquirer(s):** the person(s) or entity(ies) that acquire(s) the stock or assets of the Company in a Change of Control and includes persons or entities (a) that directly or indirectly

control such person(s) or entity(ies) and (b) that are controlled by or are under direct or indirect common control with such person(s) or entity(ies).

2.3. **Base Earnings**: a Participant's weekly rate of pay as of the date of the Qualifying Termination, exclusive of overtime, bonuses, commissions or other forms of premium, equity and/or incentive pay; provided that, if specifically provided for in the Severance Program applicable to the Participant, Base Earnings shall also include, for a Participant who is a sales manager or account manager and who participates in an Employer plan or arrangement that provides for quota-based commissions, the weekly amount that would be payable to such Participant with respect to his or her annualized Commission Target related thereto, calculated as if such Commission Target was paid on a weekly basis.

2.4. **Benefits Plan**: has the meaning set forth in Section 1.1.

2.5. **Cause**: (a) gross negligence or material willful misconduct in the performance of a Participant's duties and responsibilities; (b) insubordination; (c) conviction of a crime involving moral turpitude or imprisonment for any crime; (d) material violation of any agreement with an Employer to which the Participant is a party; or (e) any act or omission by the Participant resulting or intended to result in personal gain at an Employer's expense or harm to an Employer, its interests or its reputation.

2.6. **Change of Control**: a transaction designated by the Board prior to the Closing Date as a Change of Control for purposes of this Severance Plan, such as a sale of stock, a merger or other reorganization, or a sale of all or substantially all of the assets of the Company, that has the result that the majority ownership of the Company or its assets is thereafter held by persons not shareholders of the Company immediately prior to such transaction.

2.7. **Closing Date**: the date on which the Change of Control occurs.

2.8. **COBRA Coverage**: group health continuation coverage required under the Consolidated Omnibus Budget Reconciliation Act of 1985, provided the relevant Participant or beneficiary qualifies for, timely elects and enrolls, and remains eligible for, such coverage in accordance with applicable law and plan documents.

2.9. **Commission Target**: for a Participant who is a sales manager or account manager under an Employer plan or arrangement that provides for quota-based commissions, the amount of commission that would have been paid to such Participant had the Participant not experienced a Qualifying Termination prior to the payment thereof, assuming 100% achievement of applicable targets or quotas by the Participant under such plan or arrangement.

2.10. **Company**: has the meaning set forth in Section 1.1.

2.11. **Confidentiality and Restrictive Covenants Agreement**: an agreement, in a form satisfactory to the Company, that restricts the Participant from using confidential information of the Company and any affiliate, from competing with the Company or any affiliate, from soliciting any employees of the Company or any affiliate, and from disparaging the Company or any affiliate.

2.12. Employer: the Company and any affiliate that is designated by the Company as a participating company. As of the A&R Effective Date, the following affiliates are participating companies: American Towers, Inc., ATC Tower Services, Inc. and CoreSite, LLC.

2.13. Eligible Employee: an individual who is treated by an Employer, for payroll purposes, as an employee working in the United States (or designated as an "expatriate employee" by the Administrator); provided, however, that the term shall not include: (a) temporary or irregular employees or contractors; (b) independent contractors; (c) leased employees within the meaning of Section 414(n) of the Code; (d) except to the extent specifically bargained for, members of a collective bargaining unit; and (e) employees of any foreign affiliates (other than individuals designated as "expatriate employees" by the Administrator); and provided, further, that any individual shall remain ineligible to participate in the Plan, notwithstanding any re-characterization of the individual as an employee for any federal, state or local law purpose.

An employee who is not regularly scheduled to work at least 20 hours per week shall not be treated as an Eligible Employee for purposes of this Plan.

2.14. Good Reason: without the written consent of an applicable Participant, (i) a material diminution of an applicable Participant's annual Base Earnings; (ii) a material diminution of an applicable Participant's authority, duties or responsibilities; or (iii) a relocation of an applicable Participant's Worksite of more than 50 miles from his or her existing Worksite; provided, that the Participant has provided Employer written notice of the existence of the condition(s) within 60 days of its initial existence, the Employer has failed to remedy the condition(s) after 30 days of receiving such notice from the Participant and the Participant has actually terminated employment within 30 days following the lapse of the cure period without cure.

2.15. Original Effective Date: has the meaning set forth in Section 1.1.

2.16. Participant: every Eligible Employee other than an employee who, at the time of the Qualifying Termination, is subject to an individual agreement with an Employer that is still in effect and provides for severance benefits that are different from those provided hereunder.

2.17. Performance Reasons: a material violation by a Participant of an applicable Employer policy or procedure or the performance by a Participant of his or her job or position in a manner deemed by an Employer to be unsatisfactory.

2.18. Plan; Severance Plan: this American Tower Corporation Severance Plan, as set forth herein, together with all documents incorporated by reference, including without limitation, the Severance Program documents set forth on Exhibit A hereto and all supplements and amendments hereto or to such incorporated documents that may be in effect.

2.19. Pro-Rated Bonus Payment: the portion of Severance Benefits that are payable based on a pro rata share of a cash bonus and/or commission payment that would have been made to a Participant under an Employer bonus or commission plan or arrangement (but with no double counting of any bonus or commission arrangement in the calculation of the Severance Benefits hereunder) had the Participant not experienced a Qualifying Termination; but in the

case of an annual bonus plan such pro ration shall not be made with respect to the year following the year of termination, even if the Severance Period extends into such subsequent year or extends beyond 12 months. The amount paid will be pro-rated based on the number of days of service in the relevant period completed as of the date of the Qualifying Termination to the total number of days of service in the relevant bonus or commission period and shall be determined assuming all goals and objectives for such bonus or commission plan or arrangement had been 100% achieved.

2.20. Qualifying Termination: the termination of a Participant's employment by an Employer solely as a result of the Employer's elimination of his or her job or position or for one or more reasons that do not constitute Cause or Performance Reasons; provided that, if specifically provided for in the Severance Program applicable to the Participant, a Qualifying Termination shall also include the termination of such Participant's employment by the Participant for Good Reason. Termination of a Participant's employment for any other reason, including, by way of illustration and not limitation, (i) a voluntary termination by the Participant on any basis (other than for Good Reason, if applicable), (ii) the termination by an Employer of a Participant for Cause, or (iii) the termination by an Employer of a Participant for Performance Reasons, shall not, in any event, constitute a Qualifying Termination.

2.21. Reporting Person: has the meaning set forth in the American Tower Corporation 2007 Equity Incentive Plan.

2.22. Senior Executive: any Reporting Person or Participant eligible under the Severance Program—Executive Vice Presidents and Chief Executive Officer,

2.23. Separation and Release Agreement: an agreement and general release, in a form and with content satisfactory to the Company, that, among other things, releases and forever discharges the Company and its affiliates, officers, employees, and directors from all claims and damages that the Participant may have in connection with or arising out of his or her employment or the termination of employment with the Company or any affiliate.

2.24. Severance Benefits: the benefits provided hereunder, as determined pursuant to Article 3.

2.25. Severance Pay: the portion of Severance Benefits that are payable based on a Participant's Base Earnings.

2.26. Severance Period: the period equal to the total number of weeks of Base Earnings to be paid as Severance Pay hereunder.

2.27. Severance Programs: the programs listed on Exhibit A, as amended and in effect from time to time, that provide the specific benefit entitlement available under this Plan to a Participant based on his or her job category at the time of the Qualifying Termination. The terms of each such Severance Program shall be incorporated herein and made a part hereof. No Participant shall be entitled to Severance Benefits under more than one Severance Program and the Administrator shall have sole discretion to determine which Severance Program shall apply to a Participant.

2.28. **Worksite:** the principal office or base of operations designated by the Employer with respect to a position, job or work assignment, provided that unless a Participant has previously received a written determination from the Employer that they are considered to be permanently and fully remote, remote work locations shall be disregarded for purposes of determining a Participant's principal office or base of operations. For the avoidance of doubt, a Participant's residence is not the designated Worksite for a participant with a "hybrid office" or "hybrid home" status.

2.29. **Year of Service:** each 12-month period of continuous service as an employee, commencing on a Participant's most recent date of hire with an Employer, provided that if such employee has prior service with an Employer and has a rehire date after December 31, 2022, the employee shall receive a Year of Service for each full 12-month period of continuous service as with such Employer. For the avoidance of doubt, the "ATC Service Date" shall be used when determining the Years of Service for any Participant rehired.

ARTICLE 3 BENEFITS

3.1. **Eligibility for Severance Benefits:** A Participant shall become entitled to Severance Benefits under this Plan in the event he or she experiences a Qualifying Termination, subject to the following:

- (a) For purposes of this Plan and all Severance Programs hereunder, the determination of whether a Participant has experienced a Qualifying Termination, including, by way of illustration and not limitation, whether a termination is for (i) Cause, (ii) Performance Reasons or (iii) Good Reason, will be made by the Administrator, in its sole and absolute discretion, and such determination will be conclusive and binding on the Participant.
- (b) A Participant shall not be eligible for Severance Benefits hereunder unless the Participant shall have experienced a Qualifying Termination.
- (c) No amount will be payable hereunder if the Participant dies prior to a proposed date of a Qualifying Termination.
- (d) A Participant shall not be eligible for Severance Benefits hereunder if the Participant is terminated by an Employer for Cause or for Performance Reasons or if the Participant terminates employment (unless the Participant resigns for Good Reason and the Severance Program applicable to the Participant permits Severance Benefits under such circumstances).
- (e) A Participant shall not be eligible for Severance Benefits hereunder if the Participant has been offered other employment by an Employer or by a successor entity (as hereinafter defined) in the same or a similar position as Participant's position and that is at the same location or within 50 miles of such Participant's Worksite, as of the date he or she was notified of his or her proposed Qualifying Termination. Further, if the Participant secures another position with either the Employer or a successor entity (as hereinafter defined) prior to the payment of Severance Benefits relating to what otherwise

would constitute a Qualifying Termination with respect to a prior position, such unpaid Severance Benefits shall be forfeited. For this purpose, a successor entity to an Employer shall mean a corporation or organization resulting from (i) the merger, consolidation or share exchange involving the Employer in which the Employer is not the surviving corporation or (ii) any corporation or organization succeeding to or acquiring substantially all of the assets and business of the Employer.

(f) A Participant must satisfy each of the following conditions to receive Severance Benefits hereunder:

(i) The Participant must not be on a leave of absence (other a leave of absence protected by law, such as military or family medical leave) or otherwise absent from work and not regularly performing services for the Company and its affiliates as of the date of the Qualifying Termination; and

(ii) The Participant must sign a Separation and Release Agreement and not revoke same within the period specified therein (such period starting on the date of Qualifying Termination and ending on the date the revocation period lapses, the "Release Consideration Period"), and if provided for under the applicable Severance Program, a Confidentiality and Restrictive Covenants Agreement and any other agreement(s), in each case, in a form and with content satisfactory to the Company.

3.2. Severance Benefits: A Participant's Severance Benefits, including Severance Pay and Pro-Rated Bonus Payment, will be the amount determined under the applicable Severance Program for the Participant's position in effect as of the date of the Qualifying Termination, plus:

(a) COBRA Coverage. Except with regard to a Senior Executive, COBRA Coverage with the full premium cost and administrative fee, if applicable, borne by the Employer until the later of:

(i) Six months after the Qualifying Termination, and

(ii) The last day of the month in which the Severance Period ends.

(b) Outplacement Services. Outplacement services through a provider selected by the Company for the period time set forth under the applicable Severance Program for the Participant's position in effect as of the date of the Qualifying Termination.

(c) RSU Vesting. All outstanding restricted stock units (RSUs) then held by the Covered Employee, other than a Senior Executive, shall be accelerated so that they vest in full and settle within 60 days following the Qualifying Termination.

3.3. Time and Manner of Payment: Payments hereunder will be made as follows:

(a) The Employer shall make payments of Severance Pay and any Pro-Rated Bonus Payment in a lump sum on the first scheduled payroll date following the end of the Release Consideration Period; provided, however, that to the extent any such Release

Consideration Period could span two separate calendar years, payment shall be made on the first scheduled payroll date following the last day of the Release Consideration Period (even if a release is actually signed and become irrevocable in the earlier calendar year). Notwithstanding the foregoing, if the Participant is a "specified employee," as defined in Section 409A, Section 4.4 of this Plan shall control.

(b) The Company shall withhold from any payments all federal, state, local or other taxes that are legally required to be withheld.

(c) Any payments due hereunder for Severance Pay and Pro-Rated Bonus Payment shall be reduced by any other severance or termination payment due to a Participant, including, by way of illustration and not limitation, any amounts paid pursuant to federal, state or local government worker notification (e.g., Worker Adjustment and Retraining Notification (W.A.R.N.) Act) or office closing requirements, any amounts owed a Participant pursuant to a contract with an Employer and amounts paid to a Participant placed in a temporary layoff status (often referred to as a furlough), which immediately precedes the commencement of Severance Benefits hereunder. In addition, to the extent any federal, state or local government regulation provides for payments related to accrued wages, bonuses, commissions, reimbursements, flextime or other benefits in an amount or manner different from the Employer's policies and programs, including this Plan, any payments hereunder for Severance Pay and Pro-Rated Bonus Payment shall be offset by such amounts.

3.4. Rehire: If after receiving Severance Pay hereunder a Participant is reinstated by either the Employer or a successor entity before the applicable severance period has elapsed, he or she must reimburse the Employer or successor entity a pro-rated portion of the Severance Pay equal to the remaining severance period prior to being rehired.

3.5. Subsequent Employment: A Participant who receives payments hereunder for Severance Pay and Pro-Rated Bonus Payment shall not be required to mitigate the amount of any such payments by seeking other employment or otherwise, and subject to Section 3.4 hereof, no such payment shall be offset or reduced by the amount of any compensation provided to the Participant in any subsequent employment.

3.6. Accrued Wages and Expense Reimbursements: In addition to the Severance Benefits under this Plan, a Participant that experiences a Qualifying Termination shall be entitled to: (1) accrued wages due through the date of the Qualifying Termination in accordance with the Employer's normal payroll practices; (2) reimbursement for any unreimbursed business expenses properly incurred by the Participant prior to the date of the Qualifying Termination in accordance with the Employer's policy (and for which the Participant has submitted proper documentation as may be required by the Employer); and (3) any accrued but unused flextime pay. In addition, a Participant that is subject to an Employer commission plan or arrangement shall receive all commissions properly earned, but not yet paid, in accordance with the terms of such plan or arrangement. All payments shall be subject to proper tax withholding.

3.7. Settlement of Accounts: The Company may deduct (after all applicable tax withholdings have been deducted) from payments hereunder any indebtedness, obligation or

liability owed by the Participant to an Employer as of his or her date of termination, as and to the extent permitted under applicable law.

ARTICLE 4 MISCELLANEOUS

4.1. Employment Status: This Severance Plan does not constitute a contract of employment or impose on an Employer any obligation to retain any Eligible Employee as an employee or to change any employment policies of an Employer. Upon a Qualifying Termination hereunder, an Eligible Employee will thereafter cease to be an employee for all purposes; provided, however, that any taxable Severance Benefit due hereunder shall continue to be subject to proper tax reporting and withholding.

4.2. Right to Amend or Terminate: The Company, by action of the Board or its duly authorized delegatee, reserves the right at any time and from time to time to amend or terminate this Severance Plan; provided, however, that subsequent to any Closing Date, the Plan and each of the Severance Programs, all as in effect at the Closing Date, shall be maintained in substance and effect for at least 24 months following any Closing Date, subject only to administrative, process or other amendments or changes that do not materially affect the rights of Eligible Employees hereunder. In the event a Change of Control is structured as a sale of all or substantially all of the assets of the Company, the Company will negotiate for the Acquirer to assume and perform the obligations of the Company hereunder.

4.3. Large Scale Reduction in Force: In the event of a large-scale reduction in force and except as otherwise limited by Section 4.2, the Company reserves the right, on its behalf and on behalf of all Employers, to reduce, due to economic factors, the benefits set forth in Article 3 of the Severance Plan.

4.4. Section 409A of the Code: This Plan is intended to comply with, or be exempt from, Section 409A and shall be construed and administered in accordance with such intent. Notwithstanding any other provisions, payments provided hereunder may only be made upon an event and in a manner that complies with Section 409A or an applicable exemption. Any payments under this Agreement that may be exempted from Section 409A, either as separation pay due to an involuntary separation from service or as a short-term deferral. For purposes of Section 409A, any installment payments provided under this Agreement shall each be treated as a separate payment. To the extent required under Section 409A, any payments to be made under this Agreement in connection with a termination of employment shall only be made if such termination constitutes a "separation from service" under Section 409A. If any amounts subject to Section 409A become payable hereunder to a person who is a "specified employee" (as determined in accordance with Section 409A), any payments and benefits provided hereunder will not be paid until the first payroll date to occur following the six-month anniversary of the Executive's termination date, with the aggregate amount of any payments that would otherwise have been made during such six-month period shall be paid in a lump sum on such date without interest.

4.5. Section 4999 of the Code: Nothing herein shall require an Employer to provide a Participant with any gross-up for any tax, interest or penalty that may be incurred under Section 4999 of the Code or otherwise with respect to any excess parachute payment.

4.6. Enforceability/Automatic Modification of Application of Severance Benefits: Should there be, in the performance of this Severance Plan or any Severance Program with respect to one or more Participants, any provision or option or action that is or becomes contrary in whole or in part to any state, federal or local law or regulation promulgated with respect thereto, or determinative judicial or regulatory decision, that is now in effect or comes into force or is or has come into force with respect to such performance, and same is not subject to a federal pre-emption limitation (a "Countervailing Law"), the terms and conditions of this Severance Plan or a Severance Program shall be deemed modified or "blue penciled" as to the application to such Participants, such that such provisions conform to such countervailing law, while adhering to the maximum extent permissible without violating same, to the original intent of the Severance Plan or Severance program. Further, to the extent that a Severance Program requires a Confidentiality and Restrictive Covenants Agreement be signed and delivered to the Company as a condition of a Participant receiving Severance Benefits, and there is a Countervailing Law that is invoked by the Participant and acts to limit the extent of the protections or benefits to the Company or the Employer of the Confidentiality and Restrictive Covenants Agreement, or the Participant acts in contravention of such agreements, then notwithstanding any other provision of this Severance Plan or any Severance Program, to the full extent permitted by law, where the Severance Benefits to be provided to the Participant shall not have been paid, such Severance Benefits shall be deemed not to constitute an obligation of the Company or the Employer to the Participant and any prior Severance Benefits as may have been paid to the Participant engaged in such invocation or contravention, shall thereupon constitute amounts due and owing to the Company, in addition to any other remediation as may be appropriate with respect to any such contravention.

EXHIBIT A
List of Severance Programs

Severance Program - Executive Vice Presidents and Chief Executive Officer

Severance Program - Level 4 and Level 5 Employees

Severance Program - Level 2 and Level 3 Employees

Severance Program - Level 1 Employees

**AMERICAN TOWER CORPORATION SEVERANCE PLAN PROGRAM
FOR EXECUTIVE VICE PRESIDENTS AND CHIEF EXECUTIVE OFFICERS**

AS OF JANUARY 1, 2024

1. PURPOSE

This Program specifies the benefits available to certain employees of American Tower Corporation and its affiliates in the event their job or position is eliminated.

This document is a part of the American Tower Corporation Severance Plan, which itself is part of the American Tower Corporation Benefits Plan, and is part of the summary plan description for the Benefits Plan. This document provides an overview of the benefits available and must be read in conjunction with the Severance Plan where, for example, certain terms are fully defined. Except as explicitly set forth in this document, in the event of an inconsistency or conflict between this document and the Severance Plan or the Benefits Plan, the language of the Severance Plan or the Benefits Plan, as the case may be, shall govern.

2. SCOPE

This Program applies to "Eligible Employees" who are "Participants" (each as defined in the Severance Plan, but basically consisting of U.S. employees regularly scheduled to work at least 20 hours a week other than temporary or irregular employees or contractors) who are Executive Vice Presidents or a Chief Executive Officer at the time of their termination, as determined by the Administrator of the Benefits Plan. Employees meeting these requirements are referred to below as "Covered Employees."

A Covered Employee is eligible for Severance Benefits under the Severance Plan if he or she experiences a Qualifying Termination (defined in the Severance Plan but basically limited to American Tower Corporation's termination of an individual's employment due to the elimination of that person's job or position or for one or more reasons that do not constitute "Cause" or "Performance Reasons" (each as defined in the Severance Plan)). A Qualifying Termination also includes a termination by the Covered Employee of his or her employment for "Good Reason." Good Reason is defined in the Severance Plan, but generally means that American Tower Corporation has, without the Covered Employee's written consent (and after notice and opportunity for correction), materially diminished his or her annual Base Earnings (as defined below) or authority, duties or responsibilities or relocated his or her Worksite (as defined in the Severance Plan) more than 50 miles from his or her existing Worksite. Note that if a Covered Employee voluntarily quits (other than for Good Reason) or is terminated for "Cause" or "Performance Reasons" (each as defined in the Severance Plan) or leaves for any other reason, Severance Benefits are not available under the Severance Plan.

3. SEVERANCE BENEFITS

3.1. Severance Pay and Outplacement Services. The amount of Severance Pay is based on "Base Earnings" and "Years of Service." "Base Earnings" are generally defined in the

Severance Plan as a Covered Employee's weekly rate of pay as of the date of termination without regard to other forms of compensation, such as overtime, bonuses or equity compensation. A Covered Employee is credited with a Year of Service for each full 12-month period of continuous service with American Tower Corporation, beginning with the individual's most recent hire date.

A Covered Employee who experiences a Qualifying Termination will receive Severance Pay and Outplacement Services, as shown below.

<u>Covered Employees</u>	<u>Severance Pay Formula</u>	<u>Outplacement Services</u>
Executive Vice Presidents	Seventy-eight weeks of Base Earnings	Nine months following the Qualifying Termination
Chief Executive Officer	One-hundred-four weeks of Base Earnings	Nine months following the Qualifying Termination

The total number of weeks used to calculate your Severance Pay is referred to as the Severance Period.

3.2. Pro-Rated Bonus Payment. A Covered Employee who experiences a Qualifying Termination will receive a Pro-Rated Bonus Payment equal to the amount of bonus that would have been paid had he or she remained employed for the applicable bonus period (e.g., annual or quarterly), in effect on the date of termination, and assuming all goals and objectives for such bonus had been 100% achieved, multiplied by the number of completed days of service prior to termination divided by the number of days in the bonus period.

Example: Sarah is eligible for an annual bonus for 2024 equal to 60% of Sarah's annual salary, which is currently \$300,000. Sarah, a Covered Employee, is terminated October 19, 2024. Sarah is entitled to a bonus of \$144,000 (\$300,000 [salary] times 60% [bonus amount] times 292 [completed days prior to termination] divided by 365 [total days in bonus period]).

3.3. Health, Welfare and Fringe Benefits. If a Covered Employee has not breached any agreement referred to in Section 3.5(a), the following additional health, welfare and fringe benefits will be available.

(a) The Employee Assistance Program will remain available to Covered Employees (and their family members) who experience a Qualifying Termination during the applicable Severance Period.

(b) A Covered Employee who experiences a Qualifying Termination is eligible to submit reimbursement for any eligible expenses under the Wellness Program, provided that the expenses were incurred prior to termination. All reimbursements must be received by the Benefits department within 30 days of the termination date and are

subject to the guidelines of the Wellness Program. Requests for reimbursement received beyond the 30-day timeframe will not be processed.

(c) A Covered Employee who experiences a Qualifying Termination will be reimbursed for any pre-approved courses under the Educational Assistance Plan prior to termination if he or she satisfies the conditions for reimbursement under that Plan (such as the satisfactory grade requirement). To be eligible for reimbursement, the former employee must submit a request for reimbursement within 60 days of receipt of the final grade.

(d) A Covered Employee who is eligible to receive Severance Pay under this Program and who elects COBRA Coverage, will continue to have the employer share of the cost of coverage paid by the Company in accordance with its standard payment practices until the earlier of (i) the end of the applicable Severance Period and (ii) the date on which COBRA coverage ends. For the avoidance of doubt, a Senior Executive must continue to pay the employee share of the cost of coverage during this period, and, if he or she remains COBRA-eligible after the end of the Severance Period, must pay for the entire cost of COBRA coverage for the remainder of the enrollment.

3.4. Accelerated Vesting of Certain Equity Compensation. Notwithstanding anything to the contrary in any equity compensation plan or agreement, if within 14 days before, or two years following, a Change of Control, as defined in the Severance Plan, a Covered Employee who is eligible to receive Severance Pay under this Program experiences a Qualifying Termination, all outstanding equity-based awards then held by him or her, including but not limited to all stock options and restricted stock units, shall be accelerated so that they vest in full as follows: (a) if the Qualifying Termination occurs prior to a Change of Control, all such outstanding equity-based awards shall vest in full effective as of the date of the Change of Control; and (b) if the Qualifying Termination occurs after the Change of Control, such outstanding equity-based awards shall vest in full effective as of the date of termination. In the event the Covered Employee quits for Good Reason, this Section 3.4 shall only apply if the Good Reason condition occurs within 14 days before or two years following the Change of Control (and the notice and remedy provisions relating to the Good Reason set forth in the Severance Plan are, or are not, as applicable, satisfied).

3.5. Time and Manner of Benefits.

(a) No Severance Benefits will be paid or provided under the Severance Plan unless the Covered Employee has signed and timely returned, and not revoked, if applicable, a "Separation and Release Agreement" and a "Confidentiality and Restrictive Covenants Agreement," each as defined in the Severance Plan and each in a form and with content satisfactory to American Tower Corporation. These agreements will, among other things, provide American Tower Corporation with a release from all claims and damages that the Covered Employee may have in connection with or arising out of his or her employment or the termination of employment with American Tower Corporation.

(b) Severance Pay and any Pro-Rated Bonus Payment will be paid a lump sum at the time set forth in with Section 3.3(a) of the Severance Plan (except for certain

amounts that must be delayed under Section 409A that are described in Section 4.4) and are subject to applicable tax withholding.

(c) Severance Pay and any Pro-Rated Bonus Payment will be reduced by any other severance or termination payments due to a Covered Employee (such as a payment required pursuant to W.A.R.N.), any amounts owed a Covered Employee pursuant to a contract with American Tower Corporation, and amounts paid to a Covered Employee placed in a temporary layoff status (often referred to as a furlough). Severance Pay and any Pro-Rated Bonus Payment will also be reduced to the extent any law provides for payments related to accrued wages, bonuses, commissions, reimbursements, flextime or other benefits in an amount or manner different from American Tower Corporation's policies and programs, including the Severance Plan.

(d) If applicable under the agreements referred to in Section 3.5(a) above, a portion of the after-tax payments made under this Program shall be deposited and maintained in a restricted account to serve as security for the Covered Employee's compliance with the ongoing covenants, restrictions and obligations contained in the Separation and Release Agreement and Confidentiality and Restrictive Covenants Agreement, with restrictions on distribution up to and including forfeiture in the event of non-compliance.

(e) If a Covered Employee is later rehired by American Tower Corporation or a successor entity (as that term is defined in the American Tower Corporation Severance Plan), he or she must reimburse American Tower Corporation or the successor entity a pro-rated portion of the Severance Pay equal to the remaining severance period prior to being reinstated.



October 25, 2023

Eugene Noel

Dear Bud:

I am pleased to confirm your promotion to Executive Vice President and President, U.S. Tower effective November 1, 2023. In this position you will be reporting to Steve Vondran, Executive Vice President and Chief Operating Officer.

This is an exempt position, and your new annual rate of base compensation will be \$600,000. Your weekly hours worked in this position may fluctuate, and therefore, each weekly portion of your annual salary will constitute payment of all hours worked during that week. You also will be eligible for participation in a discretionary annual bonus plan based upon performance against pre-established goals and objectives to the same extent as similarly situated roles. This plan provides you with the opportunity to earn a bonus based upon a target of 125% of your annual base salary, subject to actual performance achieved and the terms and conditions set forth in the applicable plan.

In consideration of your acceptance of this Offer at this time, you will be recommended to the Compensation Committee (the "Committee") of the Company's Board of Directors for an equity award with an aggregate value of \$2,500,000, to be granted in March 2024, and to be allocated as follows: (a) 40% to restricted stock units ("RSUs"), and (b) 60% to performance-based restricted stock units ("PSUs"). The PSUs are incentive grants with respect to the Company's common stock that (i) directly tie to the achievement of specific AFFO attributable per share growth and Return on Invested Capital targets annually established by the Committee and (ii) vest if the targets are met or exceeded at the end of a three (3) year period ending December 31, 2026. The actual number of RSUs and PSUs will be determined by the closing price of Common Stock on the grant date, rounding up to the next whole share in the case of fractional shares. The RSUs will vest over three (3) years of continuous employment with the Company, at a rate of 33½% per year, commencing one (1) year from the grant date. The above terms are subject to the terms and conditions of the RSU and PSU award agreements and other plan documents relating to the American Tower Corporation 2007 Equity Incentive Plan, as amended, which will be provided to you shortly after the grant date.

As an Executive Vice President, you also will be eligible for benefits of similarly situated employees. These benefits with respect to your Executive Vice President position would include continued participation in equity based Long-Term Incentive opportunity that is determined annually by Steve and the Committee and is currently comprised of RSUs and PSUs. You will also receive an annual car allowance of \$12,000. In addition, you will be eligible for other

benefits which would include, among other things, severance benefits as outlined under the American Tower Corporation Severance Program for Executive Vice Presidents.

Please be advised that your employment with American Tower Corporation remains at will, which means that your employment may be terminated at any time with or without cause by either you or the Company, with or without advance notice.

Finally, Bud, I wanted to convey to you that we are very excited about your taking on this role for the Company and we are confident that you will excel in meeting the challenges of this opportunity, as well as find it professionally rewarding. At your earliest convenience, please sign below acknowledging the terms of your promotion and return to me. Congratulations!

Sincerely,

/s/ Brenna D. Jones
Brenna D. Jones
Chief Human Resources Officer

My signature acknowledges acceptance and my agreement with the terms and conditions set forth in the letter.

/s/ Eugene "Bud" Noel 10/25/2023
Eugene "Bud" Noel
Date



February 5, 2024

Steven O. Vondran

Dear Steve:

Congratulations on your promotion to Chief Executive Officer and President effective February 1, 2024. As discussed, your promotion is contingent on a clear background check completed by our external vendor.

This is an exempt position, and your new annual rate of base compensation will be \$1,000,000. With your promotion, your target bonus opportunity will increase to 200% of your annual earnings. This discretionary bonus plan is based upon performance against goals and objectives that you will set with Compensation Committee (the "Committee") of the Company's Board of Directors, and in accordance with the terms and conditions set forth in the relevant bonus plan.

In consideration of your acceptance of this offer, you will be recommended to the Committee for an equity award commensurate with the annual equity grant you normally would receive given your performance in 2023 in your current role, and given the new position described above, you will also receive an award with an aggregate value of \$10,000,000, to be granted in March 2024, with each to be allocated as follows: (a) 30% to restricted stock units (the "RSUs"), and (b) 70% to Performance Share Units (the "PSUs"). The PSUs are incentive grants with respect to the Company's common stock that (i) directly tie to the achievement of specific targets annually established by the Committee and (ii) vest if the targets are met or exceeded at the end of a three (3) year period ending December 31, 2026. The actual number of RSUs granted to you will be determined by dividing the total RSU value by the closing price of the Common Stock on the grant date, rounding up to the next whole share in the case of fractional shares. The RSUs will vest over three (3) years of continuous employment with the Company, at a rate of 33⅓% per year, commencing one (1) year from the grant date. The above terms are subject to the terms and conditions of the RSU and PSU award agreements and other plan documents relating to the American Tower Corporation 2007 Equity Incentive Plan, as amended, which will be provided to you shortly after the grant date.

You will continue to be eligible for benefits including an annual car allowance of \$12,000 and reimbursement for your annual car insurance premiums. In addition, you will be eligible for other benefits which would include, among other things, severance benefits as outlined under the American Tower Corporation Severance Program for the Chief Executive Officer.

Please be advised that your employment with American Tower Corporation remains at will, which means that your employment may be terminated at any time with or without cause by either you or the Company, with or without advance notice.

Please sign below acknowledging the terms of your promotion and return to me. Congratulations once again, Steve!

Sincerely,

/s/ Brenna D. Jones
Brenna D. Jones
SVP, Chief Human Resources Officer

My signature acknowledges acceptance and my agreement with the terms and conditions set forth in the letter.

/s/ Steven O. Vondran 2/5/2024
Steven O. Vondran Date

SUBSIDIARIES OF AMERICAN TOWER CORPORATION

Subsidiary	Jurisdiction of Incorporation or Organization
10 Presidential Way Associates, LLC	Delaware
52 Eighty Partners, LLC	Delaware
52 Eighty Tower Partners I, LLC	Delaware
ACC Tower Sub, LLC	Delaware
ActiveX Telebroadband Services Private Limited	India
Adquisiciones y Proyectos Inalámbricos, S. de R. L. de C.V.	Mexico
Alternative Networking LLC	Florida
American Tower Asset Sub II, LLC	Delaware
American Tower Asset Sub, LLC	Delaware
American Tower Charitable Foundation, Inc.	Delaware
American Tower Delaware Corporation	Delaware
American Tower Depositor Sub, LLC	Delaware
American Tower do Brasil – Cessão de Infraestruturas S.A.	Brazil
American Tower do Brasil – Comunicação Multimídia Ltda.	Brazil
American Tower España, S.L.U.	Spain
American Tower Guarantor Sub, LLC	Delaware
American Tower Holding Sub II, LLC	Delaware
American Tower Holding Sub, LLC	Delaware
American Tower Inmosites, S.L.U.	Spain
American Tower International Holding I LLC	Delaware
American Tower International Holding II LLC	Delaware
American Tower International, Inc.	Delaware
American Tower Investments LLC	California
American Tower Latam, SLU	Spain
American Tower LLC	Delaware
American Tower Management, LLC	Delaware
American Towers LLC	Delaware
AppleCore GP LLC (5)	Delaware
AppleCore LP (1)	Delaware
Appleseed Holdco REIT LLC (3)	Delaware
AT Atlantic Holding LLC (1)	Delaware
AT Australia Operations Pty Ltd	Australia
AT Australia Pty Ltd	Australia
AT Iberia C.V. (2)	Netherlands
AT Kenya C.V.	Netherlands
AT Netherlands C.V.	Netherlands
AT Netherlands Coöperatief U.A	Netherlands
AT Rhine C.V. (2)	Netherlands
AT Sher Netherlands Coöperatief U.A.	Netherlands
AT South America C.V.	Netherlands
ATC Africa Holding B.V.	Netherlands

ATC Africa Shared Services (Pty) Ltd	South Africa
ATC Antennas Holding LLC	Delaware
ATC Antennas LLC	Delaware
ATC Argentina Coöperatief U.A.	Netherlands
ATC Argentina Holding LLC	Delaware
ATC Asia Pacific Pte. Ltd.	Singapore
ATC Atlantic C.V. (2)	Netherlands
ATC Atlantic I B.V. (2)	Netherlands
ATC Atlantic II B.V. (3)	Netherlands
ATC Atlantic IV B.V. (2)	Netherlands
ATC Backhaul LLC	Delaware
ATC Brasil – Serviços de Conectividades Ltda.	Brazil
ATC Brazil Holding LLC	Delaware
ATC Brazil I LLC	Delaware
ATC Brazil II LLC	Delaware
ATC Burkina Faso S.A.	Burkina Faso
ATC Canada ULC	Canada
ATC Chile Holding LLC	Delaware
ATC Colombia B.V.	Netherlands
ATC Colombia Holding I LLC	Delaware
ATC Colombia Holding LLC	Delaware
ATC Colombia I LLC	Delaware
ATC CSR Foundation India	India
ATC Edge LLC	Delaware
ATC EH GmbH & Co KG	Germany
ATC Ethiopia Infrastructure Development Private Limited Company	Ethiopia
ATC Europe C.V. (1)	Netherlands
ATC Europe Coöperatief U.A.	Netherlands
ATC Europe LLC	Delaware
ATC European Holdings LLC (3)	Delaware
ATC Fibra de Colombia, S.A.S.	Colombia
ATC France Holding II SAS	France
ATC France Holding SAS	France
ATC France Réseaux SAS	France
ATC France Services SAS	France
ATC France SNC	France
ATC Germany Holding I B.V. (3)	Netherlands
ATC Germany Holding II B.V.	Netherlands
ATC Germany Holdings GmbH	Germany
ATC Germany Services GmbH	Germany
ATC Ghana ServiceCo Limited	Ghana
ATC Global Employment B.V.	Netherlands
ATC GP GmbH	Germany
ATC Green Grass LLC	Delaware
ATC Heston B.V.	Netherlands
ATC Iberia Holding LLC (3)	Delaware
ATC India Infrastructure Private Limited (1)	India
ATC Indoor DAS Holding LLC	Delaware
ATC Indoor DAS LLC	Delaware

ATC International Coöperatief U.A.	Netherlands
ATC International Financing B.V.	Netherlands
ATC International Financing II B.V.	Netherlands
ATC International Holding Corp.	Delaware
ATC Iris I LLC	Delaware
ATC Kenya Operations Limited	Kenya
ATC Kenya Services Limited	Kenya
ATC Managed Sites Holding LLC	Delaware
ATC Managed Sites LLC	Delaware
ATC MexHold LLC	Delaware
ATC Mexico Holding LLC	Delaware
ATC MIP III REIT Iron Holdings LLC	Delaware
ATC New Zealand Limited	New Zealand
ATC Niger Wireless Infrastructure S.A.	Niger
ATC Nigeria Coöperatief U.A.	Netherlands
ATC Nigeria Foundation Limited by Guarantee	Nigeria
ATC Nigeria Holding LLC	Delaware
ATC Nigeria Wireless Infrastructure Limited	Nigeria
ATC On Air + LLC	Delaware
ATC Operations LLC	Delaware
ATC Outdoor DAS, LLC	Delaware
ATC Paraguay Holding LLC	Delaware
ATC Paraguay S.R.L.	Paraguay
ATC Peru Holding LLC	Delaware
ATC Ponderosa B-I LLC	Delaware
ATC Ponderosa B-II LLC	Delaware
ATC Ponderosa K LLC	Delaware
ATC Ponderosa K-R LLC	Delaware
ATC Rhine Holding LLC (3)	Delaware
ATC Scala Operations, S.L. (3)	Spain
ATC Scala Spain Holding S.L. (2)	Spain
ATC Sequoia LLC	Delaware
ATC Sitos de Chile S.A.	Chile
ATC Sitos de Colombia S.A.S.	Colombia
ATC Sitos del Peru S.R.L.	Peru
ATC Sitos Infraco S.A.S.	Colombia
ATC South Africa Investment Holdings (Proprietary) Limited	South Africa
ATC South Africa Services Pty Ltd	South Africa
ATC South Africa Wireless Infrastructure (Pty) Ltd	South Africa
ATC South America Holding LLC	Delaware
ATC South LLC	Delaware
ATC Telecom Infrastructure Private Limited	India
ATC Tower (Ghana) LTD	Republic of Ghana
ATC Tower Services LLC	Delaware
ATC TRS I LLC	Delaware
ATC TRS II LLC	Delaware
ATC TRS III LLC	Delaware
ATC TRS IV LLC	Delaware
ATC TRS V LLC	Delaware

ATC Uganda Limited	Uganda
ATC Uganda ServiceCo - SMC Limited	Uganda
ATC Watertown LLC	Delaware
ATC WiFi LLC	Delaware
ATS-Needham LLC	Massachusetts
Blue Sky Towers Pty Ltd	South Africa
Blue Transfer Sociedad Anonima	Paraguay
Broadcast Towers, LLC	Delaware
California Tower, Inc.	Delaware
Cell Site NewCo II, LLC	Delaware
Cell Tower Lease Acquisition LLC	Delaware
Central States Tower Holdings, LLC	Delaware
Clearspan Property Assets Limited	New Zealand
Clearspan Property Limited	New Zealand
CNC2 Associates, LLC	Delaware
Comfluent Acquisition, L.L.C.	Delaware
Communications Properties, Inc.	Delaware
Comunicaciones y Consumos S.R.L.	Argentina
Connectivity Infrastructure Services Limited	Nigeria
CoreSite 1099 14th Street NW, L.L.C.	Delaware
CoreSite 1275 K Street, L.L.C.	Delaware
CoreSite 32 Avenue of the Americas, L.L.C.	Delaware
CoreSite AT1 LLC	Georgia
CoreSite Data Center Services, Inc.	Delaware
CoreSite Denver, L.L.C.	Colorado
CoreSite GP LLC	Delaware
CoreSite One Wilshire, L.L.C.	Delaware
CoreSite Real Estate 12100 Sunrise Valley Drive L.L.C.	Delaware
CoreSite Real Estate 1656 McCarthy GP, L.L.C.	Delaware
CoreSite Real Estate 1656 McCarthy, L.P.	Delaware
CoreSite Real Estate 2 Emerson Lane, L.L.C.	Delaware
CoreSite Real Estate 2115 NW 22nd Street, L.L.C.	Delaware
CoreSite Real Estate 2901 Coronado GP, L.L.C.	Delaware
CoreSite Real Estate 2901 Coronado, L.P.	Delaware
CoreSite Real Estate 2950 Stender GP, L.L.C.	Delaware
CoreSite Real Estate 2950 Stender, L.P.	Delaware
CoreSite Real Estate 2972 Stender GP, L.L.C.	Delaware
CoreSite Real Estate 2972 Stender, L.P.	Delaware
CoreSite Real Estate 3001 Coronado GP, L.L.C.	Delaware
CoreSite Real Estate 3001 Coronado, L.P.	Delaware
CoreSite Real Estate 3032 Coronado GP, L.L.C.	Delaware
CoreSite Real Estate 3032 Coronado, L.P.	Delaware
CoreSite Real Estate 3045 Stender GP, L.L.C.	Delaware
CoreSite Real Estate 3045 Stender, L.P.	Delaware
CoreSite Real Estate 427 S. LaSalle, L.L.C.	Delaware
CoreSite Real Estate 55 S. Market Street, L.L.C.	Delaware
CoreSite Real Estate 70 Innerbelt, L.L.C.	Delaware
CoreSite Real Estate 900 N. Alameda GP, L.L.C.	Delaware
CoreSite Real Estate AT2 LLC	Delaware

CoreSite Real Estate CH1 Annex, L.L.C.	Delaware
CoreSite Real Estate CH2, L.L.C.	Delaware
CoreSite Real Estate DE3 LLC	Delaware
CoreSite Real Estate LA2 & LA3, L.P.	Delaware
CoreSite Real Estate MI2 LLC	Delaware
CoreSite Real Estate NY4 LLC	Delaware
CoreSite Real Estate OR1 LLC	Delaware
CoreSite Real Estate Sunrise Technology Park, L.L.C.	Delaware
CoreSite Real Estate SV9 GP, L.L.C.	Delaware
CoreSite Real Estate SV9, L.P.	Delaware
CoreSite, L.L.C.	Delaware
CoreSite, L.P.	Delaware
DCS Tower Sub, LLC	Delaware
Eaton Towers Ghana Limited	Ghana
Eaton Towers Holdings Limited	Jersey
Eaton Towers Kenya Limited	Kenya
Eaton Towers Limited	United Kingdom
Ghana Tower InterCo B.V.	Netherlands
Global Tower Assets III, LLC	Delaware
Global Tower Assets, LLC	Delaware
Global Tower Holdings, LLC	Delaware
Global Tower Services, LLC	Delaware
Global Tower, LLC	Delaware
Gondola Tower Holdings LLC	Delaware
Grain HoldCo Parent, LLC	Delaware
Grain HoldCo, LLC	Delaware
GrainComm I, LLC	Delaware
GrainComm II, LLC	Delaware
GrainComm III, LLC	Delaware
GrainComm LLC	Delaware
GrainComm Marketing, LLC	Delaware
GrainComm V, LLC	Delaware
GTP Acquisition Partners I, LLC	Delaware
GTP Acquisition Partners II, LLC	Delaware
GTP Acquisition Partners III, LLC	Delaware
GTP Costa Rica Finance, LLC	Delaware
GTP Infrastructure I, LLC	Delaware
GTP Infrastructure II, LLC	Delaware
GTP Infrastructure III, LLC	Delaware
GTP Investments LLC	Delaware
GTP LATAM Holdings B.V.	Netherlands
GTP LatAm Holdings Coöperatieve U.A.	Netherlands
GTP Operations CR, S.R.L.	Costa Rica
GTP South Acquisitions II, LLC	Delaware
GTP Structures I, LLC	Delaware
GTP Structures II, LLC	Delaware
GTP Torres CR, S.R.L.	Costa Rica
GTP Towers I, LLC	Delaware
GTP Towers II, LLC	Delaware

GTP Towers III, LLC	Delaware
GTP Towers IV, LLC	Delaware
GTP Towers IX, LLC	Delaware
GTP Towers V, LLC	Delaware
GTP Towers VII, LLC	Delaware
GTP Towers VIII, LLC	Delaware
GTP TRS I LLC	Delaware
GTPI HoldCo, LLC	Delaware
Haysville Towers, LLC (1)	Kansas
InSite (BCEC) LLC	Delaware
InSite (MBTA) LLC	Delaware
InSite Borrower, LLC	Delaware
InSite Guarantor, LLC	Delaware
InSite Hawaii, LLC	Delaware
InSite Issuer, LLC	Delaware
InSite Licensing, LLC	Delaware
InSite Tower Services LLC	Delaware
InSite Towers Development 2, LLC	Delaware
InSite Towers Development LLC	Delaware
InSite Towers International 2, LLC	Delaware
InSite Towers International Development LLC	Delaware
InSite Towers International, LLC	Delaware
InSite Towers of Puerto Rico, LLC	Puerto Rico
InSite Towers, LLC	Delaware
InSite Wireless Development LLC	Delaware
InSite Wireless Group, LLC	Delaware
Invisible IWG Holdings, LLC	Delaware
Invisible Towers LLC	Delaware
IW Equipment, LLC	Delaware
IWD Equipment, LLC	Delaware
IWG Holdings, LLC	Delaware
IWG II Holdings, LLC	Delaware
IWG II, LLC	Delaware
IWG Towers Assets I, LLC	Delaware
IWG Towers Assets II, LLC	Delaware
IWG-TLA Encanto 1, LLC	Delaware
IWG-TLA Encanto 3, LLC	Delaware
IWG-TLA Holdings, LLC	Delaware
IWG-TLA Media 2, LLC	Delaware
IWG-TLA Media, LLC	Delaware
IWG-TLA Telecom, LLC	Delaware
Kirtonkhola Tower Bangladesh Limited (1)	Bangladesh
Lap do Brasil Empreendimentos Imobiliários Ltda	Brazil
LAP Inmobiliaria Limitada	Chile
LAP Inmobiliaria S.R.L.	Peru
LL B Sheet 1, LLC	Delaware
Loxel SAS	France
MATC Digital, S. de R.L. de C.V.	Mexico
MATC Infraestructura, S. de R.L. de C.V.	Mexico

MATC Servicios, S. de R.L. de C.V.	Mexico
MC New Macland Properties, LLC	Georgia
MCSU Properties, LLC	Georgia
MHB Tower Rentals of America, LLC	Mississippi
Microwave, Inc.	Delaware
MIP III Iron Holdings LLC	Delaware
Mountain Communications, LLC	California
Municipal Bay, LLC	Delaware
Municipal-Bay Holdings, LLC	Delaware
New Towers LLC	Delaware
PCS Structures Towers, LLC	Delaware
PT. Transcend Tower Infrastructure Indonesia (1)	Indonesia
R-CAL I, LLC	Delaware
Repeater Communications Group I, LLC	New York
Repeater Communications Group II, LLC	New York
Repeater Communications Group III, LLC	New York
Repeater Communications Group IV, LLC	New York
Repeater Communications Group of New York, LLC	New York
Repeater Communications Group V, LLC	New York
Repeater Communications Group VI, LLC	New York
Repeater Communications Group, LLC	New York
Repeater IWG Holdings, LLC	Delaware
Richland Towers, LLC	Delaware
RSA Media LLC	Massachusetts
SpectraSite Communications, LLC	Delaware
SpectraSite, LLC	Delaware
T8 Ulysses Site Management LLC	Delaware
Telecom Lease Advisors Management 2, LLC	Delaware
TLA PR-2, LLC	Delaware
Tower Management, Inc. (4)	Indiana
Towers of America, L.L.L.P.	Delaware
Transcend Infrastructure Holdings Pte. Ltd.	Singapore
Transcend Towers Infrastructure (Philippines), Inc.	Philippines
Tysons II DAS, LLC	Delaware
Uganda Tower Interco B.V.	Netherlands
Ulysses Asset Sub I, LLC	Delaware
Ulysses Asset Sub II, LLC	Delaware
UniSite, LLC	Delaware
UniSite/Omnipoint FL Tower Venture, LLC (1)	Delaware
UniSite/Omnipoint NE Tower Venture, LLC (1)	Delaware
UniSite/Omnipoint PA Tower Venture LLC (1)	Delaware
U.S. Colo, LLC	California
U.S. Colo. LLC	Nevada
US Colo Holding Company, L.L.C.	Delaware
US Colo @ 800 Hope LLC	Nevada
Vanguard Wireless, LLC	Delaware
Verus Management One, LLC	Delaware
Viridi IWG Holdings, LLC	Delaware

(1) Majority interest owned by a wholly owned subsidiary.

- (2) Majority interest owned by a majority owned subsidiary.
- (3) Wholly owned by a majority owned subsidiary.
- (4) 50% owned by a wholly owned subsidiary.
- (5) Minority interest owned by a wholly owned subsidiary.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-41224, 333-41226, 333-51959, 333-76324, 333-145609, 333-145610 and 333-261926 each on Form S-8 and Registration Statement No. 333-265348 on Form S-3 of our reports dated February 27, 2024, relating to the consolidated financial statements of American Tower Corporation and the effectiveness of American Tower Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 27, 2024

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Steven O. Vondran, certify that:

1. I have reviewed this Annual Report on Form 10-K of American Tower Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2024

By:

/S/ STEVEN O. VONDTRAN

Steven O. Vondran
President and Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rodney M. Smith, certify that:

1. I have reviewed this Annual Report on Form 10-K of American Tower Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2024

By:

/S/ RODNEY M. SMITH

Rodney M. Smith

Executive Vice President, Chief Financial Officer
and Treasurer

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Annual Report on Form 10-K of American Tower Corporation (the "Company") for the twelve months ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2024

By: _____ /S/ STEVEN O. VONDTRAN
Steven O. Vondran
President and Chief Executive Officer

Date: February 27, 2024

By: _____ /S/ RODNEY M. SMITH
Rodney M. Smith
Executive Vice President, Chief Financial Officer and
Treasurer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

AMERICAN TOWER CORPORATION COMPENSATION RECOVERY POLICY

1. **Purpose.** This Policy (defined in Section 3) describes the circumstances in which each Executive Officer (defined in Section 3) must repay or return Erroneously Awarded Compensation (defined in Section 3) to members of the Company Group (defined in Section 3) in accordance with the Clawback Rules (defined in Section 3). Each Executive Officer will be required to sign and return to the Company the Acknowledgement Form attached as Exhibit A pursuant to which that Executive Officer will acknowledge that they are bound by the terms of this Policy; *provided, however,* that this Policy will apply to, and be enforceable against, any Executive Officer and their successors (as specified in Section 11) regardless of whether that Executive Officer (a) properly signs and returns to the Company the Acknowledgement Form or (b) is aware of their status as an Executive Officer. This Policy is designed to comply with the Clawback Rules.

2. **Administration.** Except as specifically set forth herein, this Policy will be administered by the Committee (defined in Section 3) unless the Board determines to administer this Policy itself. Any determinations made by the Board and/or the Committee will be final and binding on all affected individuals and need not be uniform with respect to each individual covered by this Policy. Subject to any limitation under applicable law, the Board and/or the Committee may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

3. **Definitions.** For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

(a) "**Accounting Restatement**" shall mean an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including (i) any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement); or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).

(b) "**Board**" shall mean the Board of Directors of the Company.

(c) "**Clawback Eligible Incentive Compensation**" shall mean, with respect to each individual who served as an Executive Officer at any time during the applicable performance period for any Incentive-based Compensation (whether or not such individual is serving as an Executive Officer at the time the Erroneously Awarded Compensation is required to be repaid to the Company Group), all Incentive-based Compensation Received by such individual: (i) on or after the Effective Date; (ii) after beginning service as an Executive Officer; (iii) while the Company has a class of securities listed on the NYSE (or any other U.S. national securities exchange or a national securities association); and (iv) during the applicable Clawback Period.

(d) "**Clawback Period**" shall mean, with respect to any Accounting Restatement, the three (3) completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of fewer than nine (9) months within or immediately following those three (3) completed fiscal years.

(e) "**Clawback Rules**" shall mean Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC thereunder (including Rule 10D-1 under the Exchange Act), the NYSE (including Section 303A.14 of the NYSE Listed Company Manual) or the rules of any other U.S. national securities exchange or national securities association on which the Company's securities are listed, in each case as may periodically be in effect.

(f) "**Committee**" shall mean the Compensation Committee of the Board, or any other committee designated by the Board to administer the Policy, and in the absence of such a committee, a majority of the independent directors serving on the Board.

(g) "**Company**" shall mean American Tower Corporation.

(h) "**Company Group**" shall mean the Company, together with each of its direct and indirect subsidiaries.

(i) "**Effective Date**" shall mean the effective date of the applicable NYSE listing standard issued pursuant to Rule 10D-1 under the Exchange Act.

(j) "**Erroneously Awarded Compensation**" shall mean, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Clawback Eligible Incentive Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.

(k) "**Executive Officer**" shall mean any individual who is (or was at any time during the applicable Clawback Period) an "officer" of the Company within the meaning of Rule 16a-1(f) under the Exchange Act and an "executive officer" of the Company within the meaning of Rule 3b-7 under the Exchange Act as determined annually by the Board.

(l) "**Exchange Act**" shall mean the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

(m) "**Financial Reporting Measures**" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return shall for purposes of this Policy be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

(n) "**Incentive-based Compensation**" shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(o) "**Impracticable**" shall mean, in accordance with the good faith determination of the Committee that either: (i) the direct expenses paid to a third party to assist in enforcing the Policy against an Executive Officer would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Erroneously Awarded Compensation, documented such reasonable attempt(s) and provided such documentation to the NYSE (or another U.S. national securities exchange or national securities association on which the Company's securities are listed); (ii) recovery would violate the Company's home country law where that law was adopted prior to November 28, 2022, provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the NYSE (or another U.S. national securities exchange or national securities association on which the Company's securities are listed), that recovery would result in such a violation and a copy of the opinion is provided to the NYSE (or another U.S. national securities exchange or national securities association on which the Company's securities are listed); or (iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

(p) "**Method of Recovery**" shall include, but is not limited to: (i) requiring reimbursement of Erroneously Awarded Compensation; (ii) seeking recovery of any gain realized

on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards; (iii) offsetting the Erroneously Awarded Compensation from any compensation otherwise owed by the Company to the Executive Officer; (iv) cancelling outstanding vested or unvested equity awards; and (v) taking any other remedial and recovery action permitted by applicable law, as determined by the Committee.

(q) "NYSE" shall mean the New York Stock Exchange.

(r) "Policy" shall mean this Compensation Recovery Policy, as the same may be periodically amended or restated.

(s) "Received" shall, with respect to any Incentive-based Compensation, mean deemed receipt and Incentive-based Compensation shall be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if the payment or grant of the Incentive-based Compensation occurs after the end of that period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial Reporting Measure vesting condition and a service-based vesting condition shall be considered received when the Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition.

(t) "Restatement Date" shall mean the earlier to occur of: (i) the date the Board, a committee of the Board or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(u) "SEC" shall mean the U.S. Securities and Exchange Commission.

4. Repayment of Erroneously Awarded Compensation.

(a) In the event the Company is required to prepare an Accounting Restatement, the Committee shall reasonably promptly (in accordance with the applicable Clawback Rules) determine the amount of any Erroneously Awarded Compensation for each Executive Officer in connection with such Accounting Restatement and shall reasonably promptly thereafter provide each Executive Officer with written notice containing the amount of Erroneously Awarded Compensation and a demand for repayment or return, as applicable. For Clawback Eligible Incentive Compensation based on stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Clawback Eligible Incentive Compensation was Received (in which case, the Company shall maintain documentation of such determination of that reasonable estimate and provide such documentation to the NYSE (or another U.S. national securities exchange or national securities association on which the Company's securities are listed)). The Committee is authorized to engage, on behalf of the Company, any third-party advisors it deems advisable in order to perform any calculations contemplated by this Policy. For the avoidance of doubt, recovery under this Policy with respect to an Executive Officer shall not require the finding of any misconduct by such Executive Officer or such Executive Officer being found responsible for the accounting error leading to an Accounting Restatement.

(b) In the event that any repayment of Erroneously Awarded Compensation is owed to the Company, the Committee shall, or shall cause one or more other members of the Company Group to, recover reasonably promptly the Erroneously Awarded Compensation through any Method of Recovery it deems appropriate through its broad discretion based on all applicable facts and circumstances and taking into account the time value of money and the cost to shareholders of delaying recovery. For the avoidance of doubt, except to the extent permitted pursuant to the Clawback Rules, in no event may the Company Group accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction.

of an Executive Officer's obligations hereunder. Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated in this Section 4(b) if the Committee determines in good faith that recovery would be Impracticable. In implementing the actions contemplated in this Section 4(b), the Committee will act in accordance with the listing standards and requirements of the NYSE (or the rules of another U.S. national securities exchange or national securities association on which the Company's securities are listed) and with the applicable Clawback Rules. Subject to the discretion of the Committee, an applicable Executive Officer may be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering Erroneously Awarded Compensation in accordance with this Section 4(b).

5. Reporting and Disclosure. The Company shall file all disclosures with respect to this Policy in accordance with the requirements of U.S. federal securities laws, including any disclosure required by applicable SEC rules.

6. Indemnification Prohibition. No member of the Company Group shall be permitted to indemnify any Executive Officer against the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy and/or pursuant to the Clawback Rules, including any payment or reimbursement for the cost of third-party insurance purchased by any Executive Officer to cover any such loss under this Policy and/or pursuant to the Clawback Rules. Further, no member of the Company Group shall enter into any agreement that exempts any Incentive-based Compensation from the application of this Policy or that waives the Company Group's right to recovery of any Erroneously Awarded Compensation and this Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date). Any such purported indemnification (whether oral or in writing) shall be null and void.

7. Interpretation. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of the Clawback Rules. The terms of this Policy shall also be construed and enforced in such a manner as to comply with applicable law, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, and any other law or regulation that the Committee determines is applicable. In the event any provision of this Policy is determined to be unenforceable or invalid under applicable law, such provision shall be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required by applicable law.

8. Effective Date. This Policy shall be effective as of the Effective Date.

9. Amendment; Termination. The Committee shall review this Policy no less frequently than annually, and may modify or amend this Policy, in whole or in part, from time to time in its discretion and shall amend any or all of the provisions of this Policy as it deems necessary, including as and when it determines that it is legally required by the Clawback Rules or any federal securities law, SEC rule, NYSE rule or the rule of any other U.S. national securities exchange or national securities association on which the Company's securities are listed. The Committee may terminate this Policy at any time. Notwithstanding anything in this Section 9 to the contrary, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate the Clawback Rules, or any federal securities law, SEC rule, NYSE rule or the rule of any other U.S. national securities exchange or national securities association on which the Company's securities are listed. Furthermore, unless otherwise determined by the Committee or as otherwise amended, this Policy shall automatically be deemed amended in a manner necessary to comply with any change in the Clawback Rules.

10. Other Recoupment Rights; No Additional Payments. The Committee intends that this Policy will be applied to the fullest extent permitted by applicable law. The Committee may require that any employment agreement, equity award agreement, or any other agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require an Executive Officer to agree to abide

by the terms of this Policy. Executive Officers shall be deemed to have accepted continuing employment on terms that include compliance with the Policy, to the extent of its otherwise applicable provisions, and to be contractually bound by its enforcement provisions. Executive Officers who cease employment or service with the Company Group shall continue to be bound by the terms of the Policy with respect to Clawback Eligible Incentive Compensation. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company Group under applicable law, regulation or rule or pursuant to the terms of any similar policy in any employment agreement, cash-based bonus plan, equity award agreement or similar agreement and any other legal remedies available to the Company Group. To the extent that an Executive Officer has already reimbursed the Company for any Erroneously Awarded Compensation Received under any duplicative recovery obligations established by the Company or applicable law, it shall be appropriate for any such reimbursed amount to be credited to the amount of Erroneously Awarded Compensation that is subject to recovery under this Policy, as determined by the Administrator in its sole discretion. Nothing in this Policy precludes the Company from implementing any additional clawback or recoupment policies with respect to Executive Officers or any other service provider to the Company Group. Application of this Policy does not preclude the Company Group from taking any other action to enforce any Executive Officer's obligations to the Company or the Company Group, including termination of employment or institution of civil or criminal proceedings or any other remedies that may be available to the Company or Company Group with respect to any Executive Officer.

11. Successors. This Policy shall be binding and enforceable against all Executive Officers and their beneficiaries, estates, heirs, executors, administrators or other legal representatives to the extent required by the Clawback Rules or as otherwise determined by the Committee.

AMERICAN TOWER CORPORATION COMPENSATION RECOVERY POLICY

ACKNOWLEDGEMENT FORM

By signing below, the undersigned executive officer (the "**Executive Officer**") acknowledges and confirms receipt and review of the American Tower Corporation Compensation Recovery Policy (the "**Policy**"). Capitalized terms used but not otherwise defined in this Acknowledgement Form (this "**Acknowledgement Form**") shall have the meanings ascribed to such terms in the Policy.

By signing this Acknowledgement Form, the Executive Officer acknowledges and agrees as follows:

- (a) the Executive Officer is and will continue to be subject to the Policy and that the Policy will apply both during and after the Executive Officer's employment with the Company Group;
- (b) to the extent necessary to comply with the Policy, the Policy hereby amends any employment agreement, equity award agreement or similar agreement that the Executive Officer is a party to with the Company Group;
- (c) the Executive Officer shall abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation to the Company Group to the extent required by, and in a manner permitted by, the Policy;
- (d) any amounts payable to the Executive Officer, including any Incentive-based Compensation shall be subject to the Policy as may be in effect and modified from time to time in the sole discretion of the Company or as required by applicable law or the requirements of an exchange on which the Company's shares are listed for trading, and that such modification will be deemed to amend this acknowledgment;
- (e) the Company Group may recover compensation paid to the Executive Officer through any Method of Recovery the Committee deems appropriate, and the Executive Officer agrees to comply with any request or demand for repayment by the Company Group in order to comply with the Policy; and
- (f) the Company Group may, to the greatest extent permitted by applicable law, reduce any amount that may become payable to the Executive Officer by any amount to be recovered by the Company Group pursuant to the Policy to the extent such amount has not been returned by the Executive Officer to the Company Group prior to the date that any subsequent amount becomes payable to the Executive Officer.

*****Remainder of Page Intentionally Left Blank – Signature Page Follows*****

Signature

Print Name

Date

Signature page to American Tower Corporation Compensation Recovery Policy Acknowledgement Form