



SHENANDOAH TELECOMMUNICATIONS COMPANY  
500 Shentel Way  
Edinburg, Virginia 22824

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

April 16, 2013

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To our shareholders:

Notice is hereby given that the 2013 annual meeting of shareholders of Shenandoah Telecommunications Company will be held in the auditorium of the Company's offices at 500 Shentel Way, Edinburg, Virginia, on Tuesday, April 16, 2013, at 11:00 a.m., local time, for the following purposes:

1. to consider and vote upon a proposal to elect three directors of the Company to the Board of Directors of the Company (the "Board") for a term expiring at the annual meeting of shareholders in the year 2016;
2. to ratify the audit committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013;
3. to consider and approve in a non-binding vote the Company's named executive officer compensation; and
4. to consider and act upon any other business as may properly come before the meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on March 1, 2013 will be entitled to notice of, and to vote at, the annual meeting or any adjournment or postponement thereof. All shareholders are cordially invited to attend this meeting. A light lunch will be provided.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. Please promptly vote your proxy. You may vote online at [proxy.shentel.com](http://proxy.shentel.com) where you will need to enter the control number from the lower left corner of your proxy card, and then follow the voting instructions. Alternatively, you may sign, date and return the proxy in the self-addressed envelope that we have included for your convenience. No postage is required if the proxy is mailed in the United States. Submitting the proxy online, or by mail, before the annual meeting will not preclude you from voting in person at the annual meeting if you should decide to attend.

By Order of the Board of Directors,

Raymond B. Ostroski  
*Secretary*

Dated: March 8, 2013