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

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**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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Filed by the Registrant                       Filed by a party other than the Registrant

Check the appropriate box:

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

**Shenandoah Telecommunications Company**

(Name of Registrant as Specified In Its Charter)

N/A

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing party:

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(4) Date Filed:

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SHENANDOAH TELECOMMUNICATIONS COMPANY  
 500 SHENTEL WAY  
 P.O. BOX 459  
 EDINBURG, VA 22824-0459



**SCAN TO  
 VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdemeeting.com/SHEN2022](http://www.virtualshareholdemeeting.com/SHEN2022)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D65151-P64663

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**SHENANDOAH TELECOMMUNICATIONS COMPANY**

The Board of Directors recommends you vote FOR Proposals 1, 2 and 3:

1. Election Of Directors

**Nominees:**

For Against Abstain

1a. Victor C. Barnes

1b. Christopher E. French

2. Ratification of the appointment of RSM USA LLP as the Company's independent registered public accounting firm for 2022.

3. To consider and approve, in a non-binding vote, the Company's named executive officer compensation.

4. To consider and act upon any other business as may properly come before the meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The NOTICE OF MEETING AND PROXY STATEMENT, ANNUAL REPORT AND SHAREHOLDER LETTER are available at [www.proxyvote.com](http://www.proxyvote.com).

D65152-P64663

SHENANDOAH TELECOMMUNICATIONS COMPANY  
Annual Meeting of Shareholders  
April 19, 2022 11:00 AM  
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Tracy Fitzsimmons, John W. Flora and Thomas A. Beckett, or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of SHENANDOAH TELECOMMUNICATIONS COMPANY that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 11:00 AM, EDT on April 19, 2022, virtually at [www.virtualshareholdermeeting.com/SHEN2022](http://www.virtualshareholdermeeting.com/SHEN2022), and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side



SHENANDOAH TELECOMMUNICATIONS COMPANY  
500 SHENTEL WAY  
P.O. BOX 459  
EDINBURG, VA 22824-0459

# Your **Vote** Counts!

**SHENANDOAH TELECOMMUNICATIONS  
COMPANY**

2022 Annual Meeting  
Vote by April 18, 2022  
11:59 PM ET



D65157-P64663

## You invested in SHENANDOAH TELECOMMUNICATIONS COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on April 19, 2022.**

### Get informed before you vote

View the NOTICE OF MEETING AND PROXY STATEMENT, ANNUAL REPORT AND SHAREHOLDER LETTER online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 5, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### How to Vote\* (Please Choose One of the Following Voting Methods)

April 19, 2022  
11:00 AM EDT

\*Vote By Internet:  
Before The Meeting:  
Go to [www.proxyvote.com](http://www.proxyvote.com). Have the 16 digit control number that is printed in the above box available and follow the instructions.  
\*During The Meeting:  
Go to [www.virtualshareholdermeeting.com/SHEN2021](http://www.virtualshareholdermeeting.com/SHEN2021). Have the 16 digit control number that is printed in the above box available and follow the instructions.  
\*Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors	
<b>Nominees:</b>	
1a. Victor C. Barnes	✔ For
1b. Christopher E. French	✔ For
2. Ratification of the appointment of RSM USA LLP as the Company's independent registered public accounting firm for 2022.	✔ For
3. To consider and approve, in a non-binding vote, the Company's named executive officer compensation.	✔ For
4. To consider and act upon any other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".