



2020 Shareholder Meeting

April 21, 2020

Board of Directors

Name	Age	Director Since	Principal Occupation
Thomas A. Beckett	52	2018	SVP, GC and Secretary of American Public Education, Inc.
Tracy Fitzsimmons	53	2005	President of Shenandoah University
John W. Flora	65	2008	Attorney and Shareholder of Flora Pettit PC
Christopher E. French	62	1996	President and CEO of Shentel
Richard L. Koontz, Jr.	62	2006	Vice President of Holtzman Oil Corporation
Dale S. Lam	57	2004	President of Strategent Financial, LLC
Kenneth L. Quaglio	61	2017	CEO and President of Celerity IT, LLC
Leigh Ann Schultz	46	2016	CFO of Streetsense, LLC

Proposals

1. Election of directors

To elect Tracy Fitzsimmons, John W. Flora and Kenneth L. Quaglio for a three-year term that will expire at the annual meeting of shareholders in 2023

2. Ratification of auditors

To ratify the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2020

3. Advisory vote to approve executive compensation

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

Safe Harbor Statement

This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, our business strategy, our prospects and our financial position. These statements can be identified by the use of forward-looking terminology such as “believes,” “estimates,” “expects,” “intends,” “may,” “will,” “should,” “could,” or “anticipates” or the negative or other variation of these similar words, or by discussions of strategy or risks and uncertainties. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from the Company’s expectations and projections. Important factors that could cause actual results to differ materially from such forward-looking statements include, without limitation, risks related to the following:

- ❑ Increasing competition in the communications industry; and
- ❑ Interruption in or other adverse change to Sprint's business, liquidity or financial conditions; and
- ❑ Certain provisions of our Sprint affiliate agreement may diminish the value of our PCS business; and
- ❑ The pending dispute with Sprint over the resetting of the travel fee; and
- ❑ The outcome of negotiations with T-Mobile regarding the future of the Company’s Wireless operations; and
- ❑ Changes in other factors, including public health crises, such as pandemics and outbreaks of a contagious disease like the novel coronavirus, either nationally or in the local markets in which we operate.

A further list and description of these risks, uncertainties and other factors can be found in the Company’s SEC filings which are available online at www.sec.gov, www.shentel.com or on request from the Company. The Company does not undertake to update any forward-looking statements as a result of new information or future events or developments.

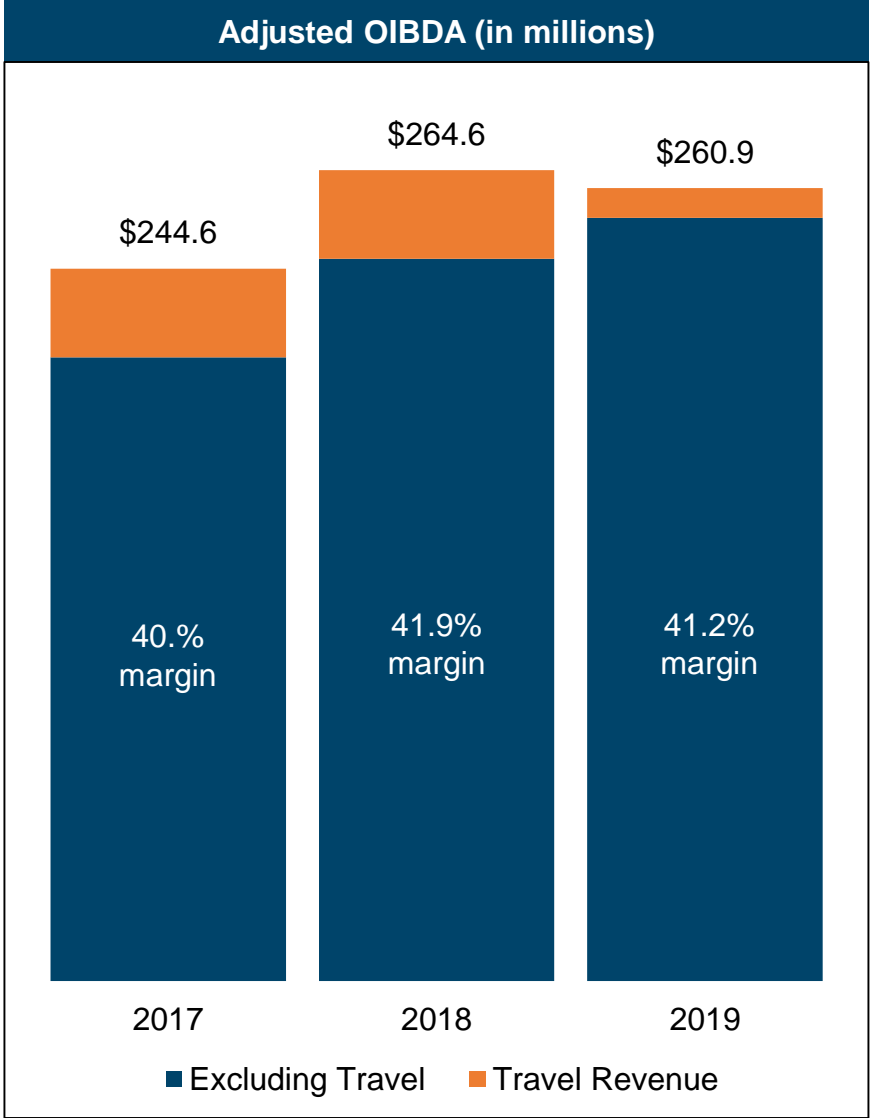
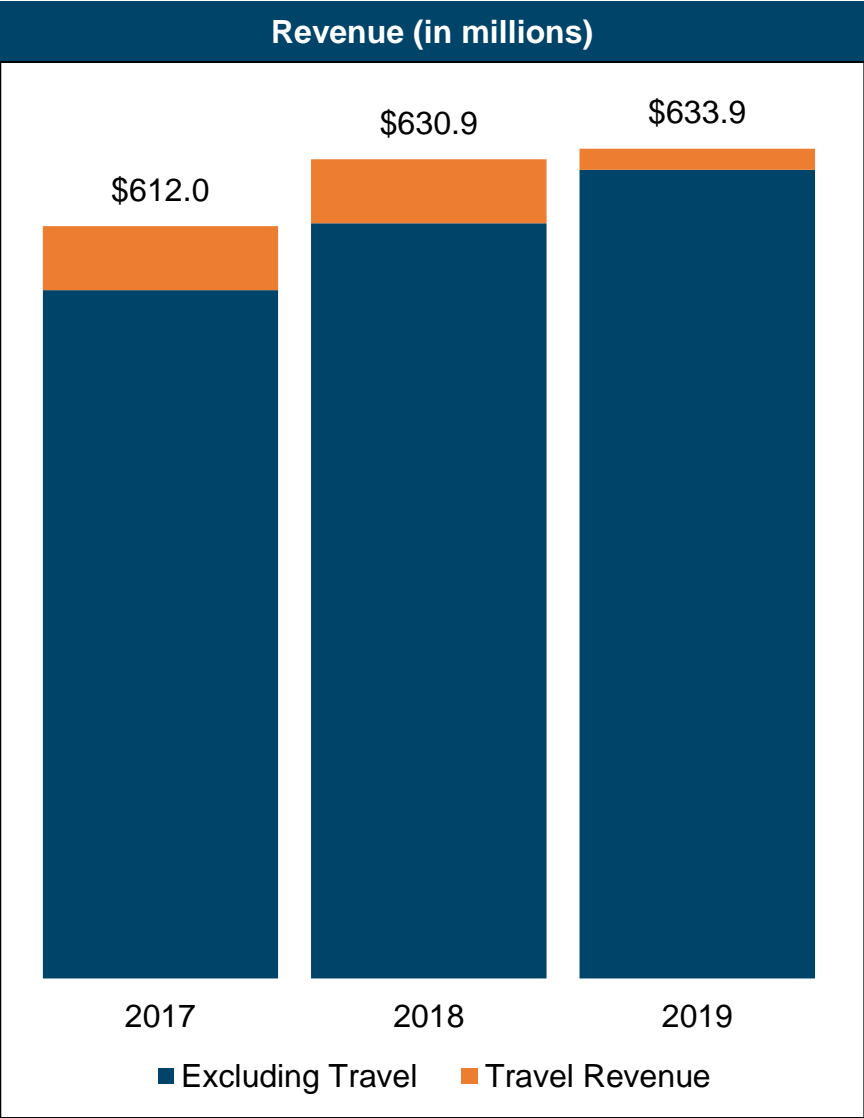
Use of Non-GAAP Financial Measures

Included in this presentation are certain non-GAAP financial measures that are not determined in accordance with US generally accepted accounting principles. These financial performance measures are not indicative of cash provided or used by operating activities and exclude the effects of certain operating, capital and financing costs and may differ from comparable information provided by other companies, and they should not be considered in isolation, as an alternative to, or more meaningful than measures of financial performance determined in accordance with US generally accepted accounting principles. Management believes these measures facilitate comparisons of our operating performance from period to period and comparisons of our operating performance to that of our peers and other companies by excluding certain differences. Shentel utilizes these financial performance measures to facilitate internal comparisons of our historical operating performance, which are used by management for business planning purposes, and also facilitates comparisons of our performance relative to that of our competitors. In addition, we believe these measures are widely used by investors and financial analysts as measures of our financial performance over time, and to compare our financial performance with that of other companies in our industry.

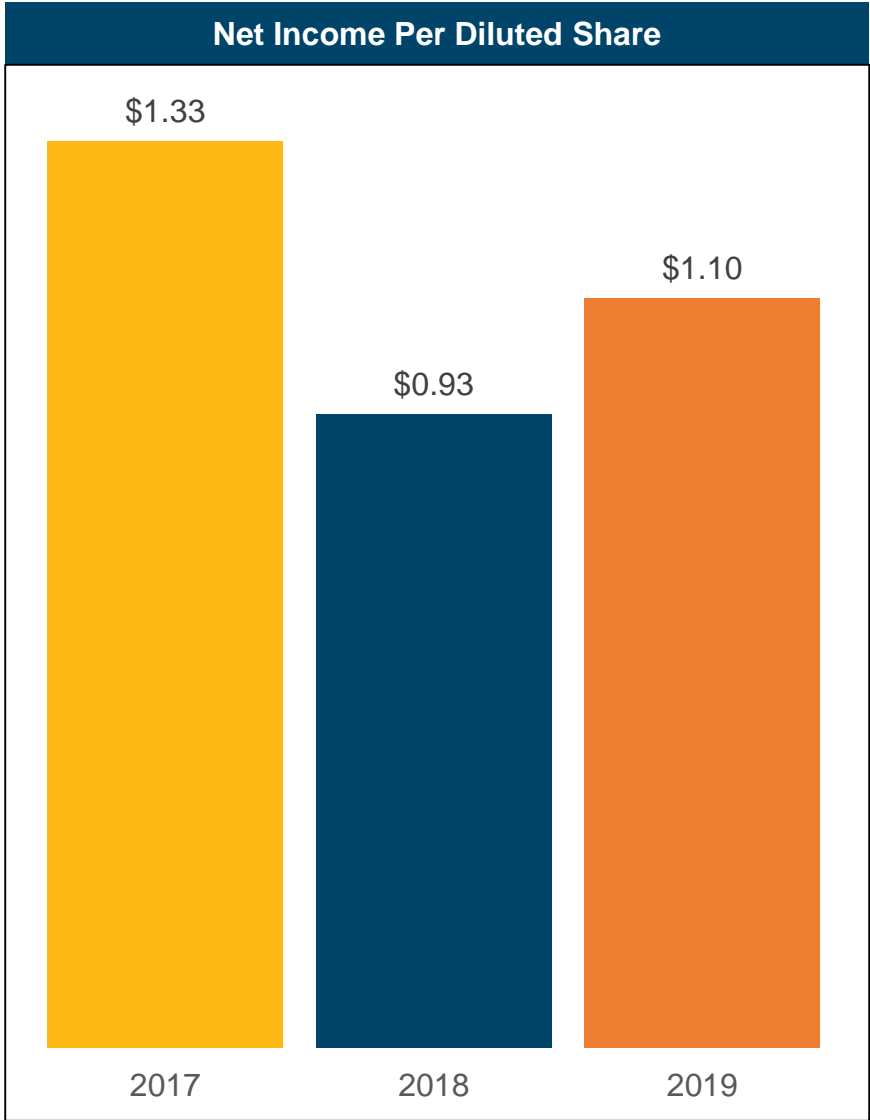
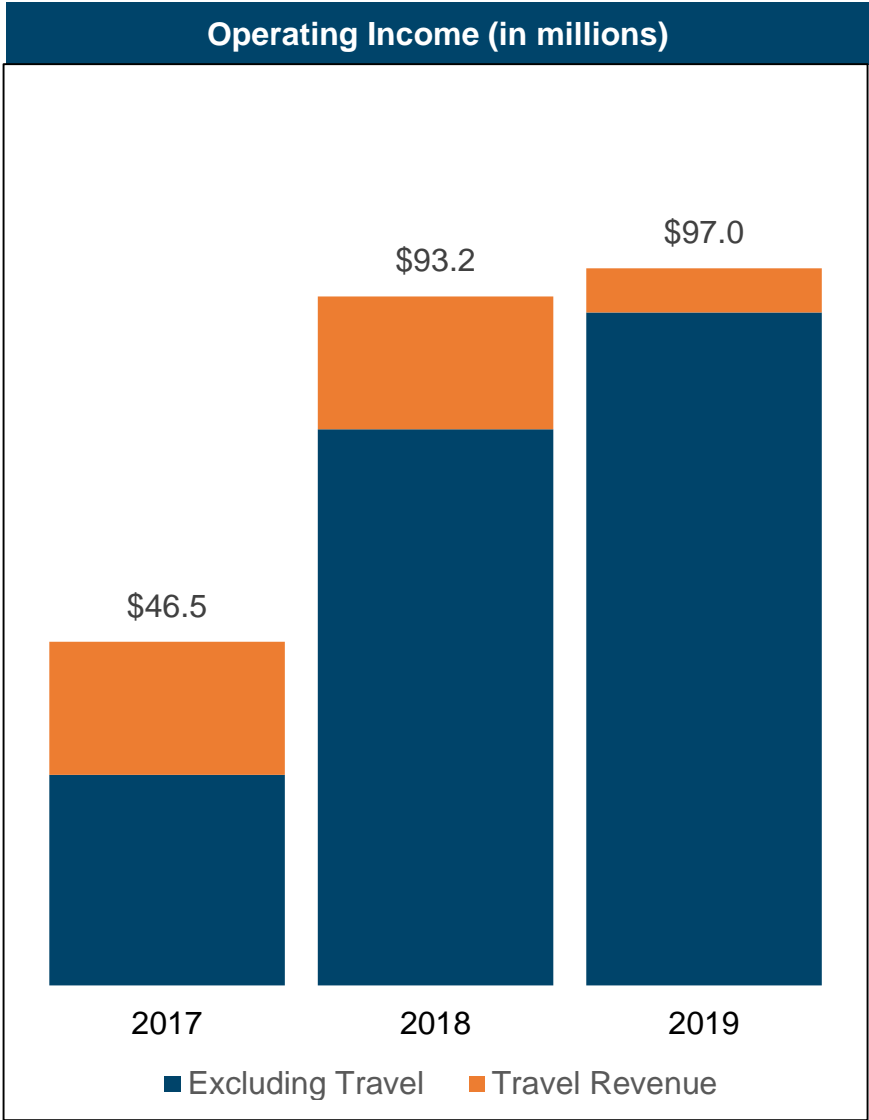


Jim Volk
Sr. VP of Finance and CFO

Consolidated Financial Highlights

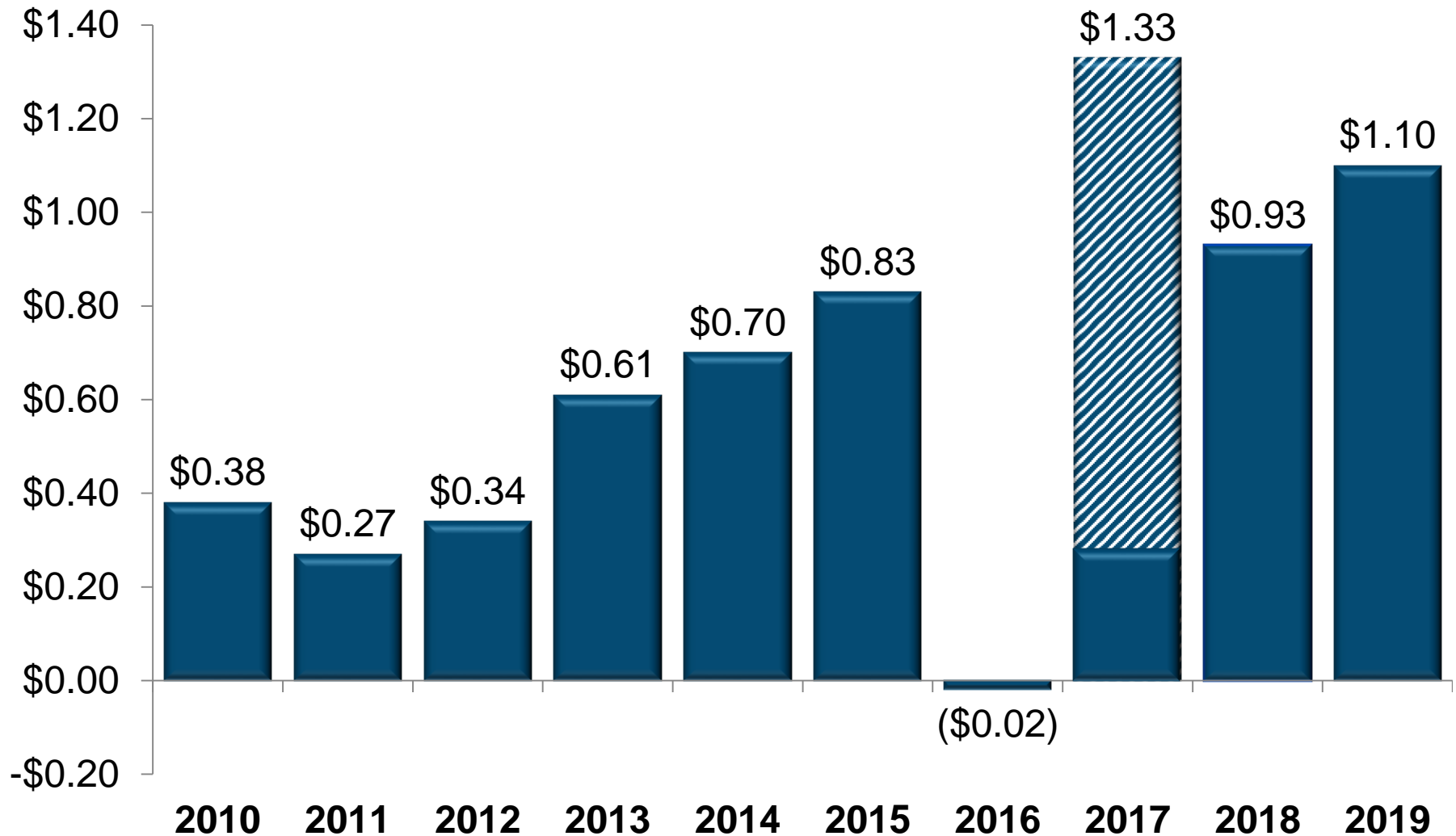


Consolidated Financial Highlights



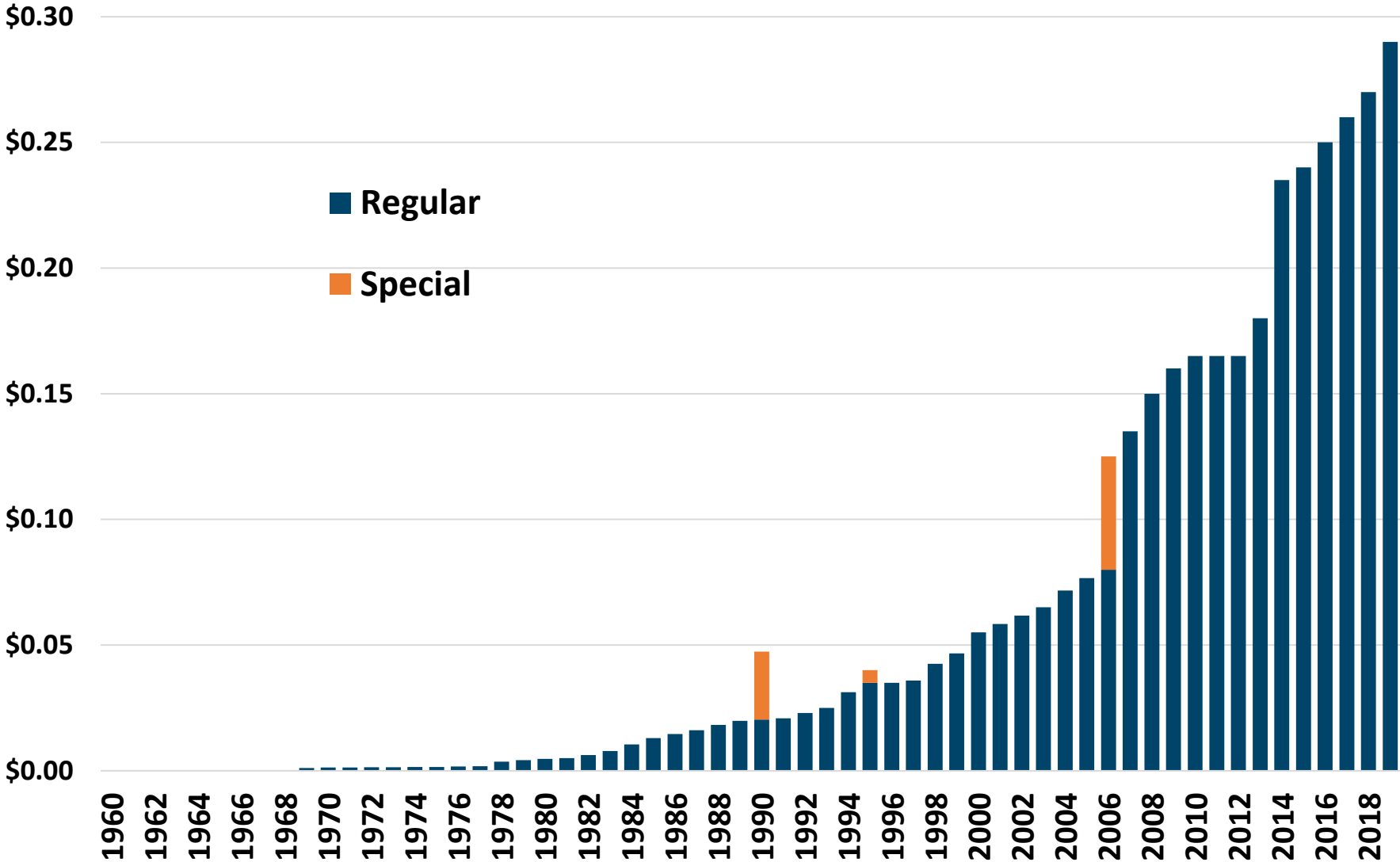
In 2017, \$1.07 of EPS was attributable to a one-time non-cash tax benefit that was recorded principally due to the revaluation of our net deferred tax liabilities as the federal tax rate decreased to 21% from 35%.

Net Income Per Diluted Share History (Split Adjusted)

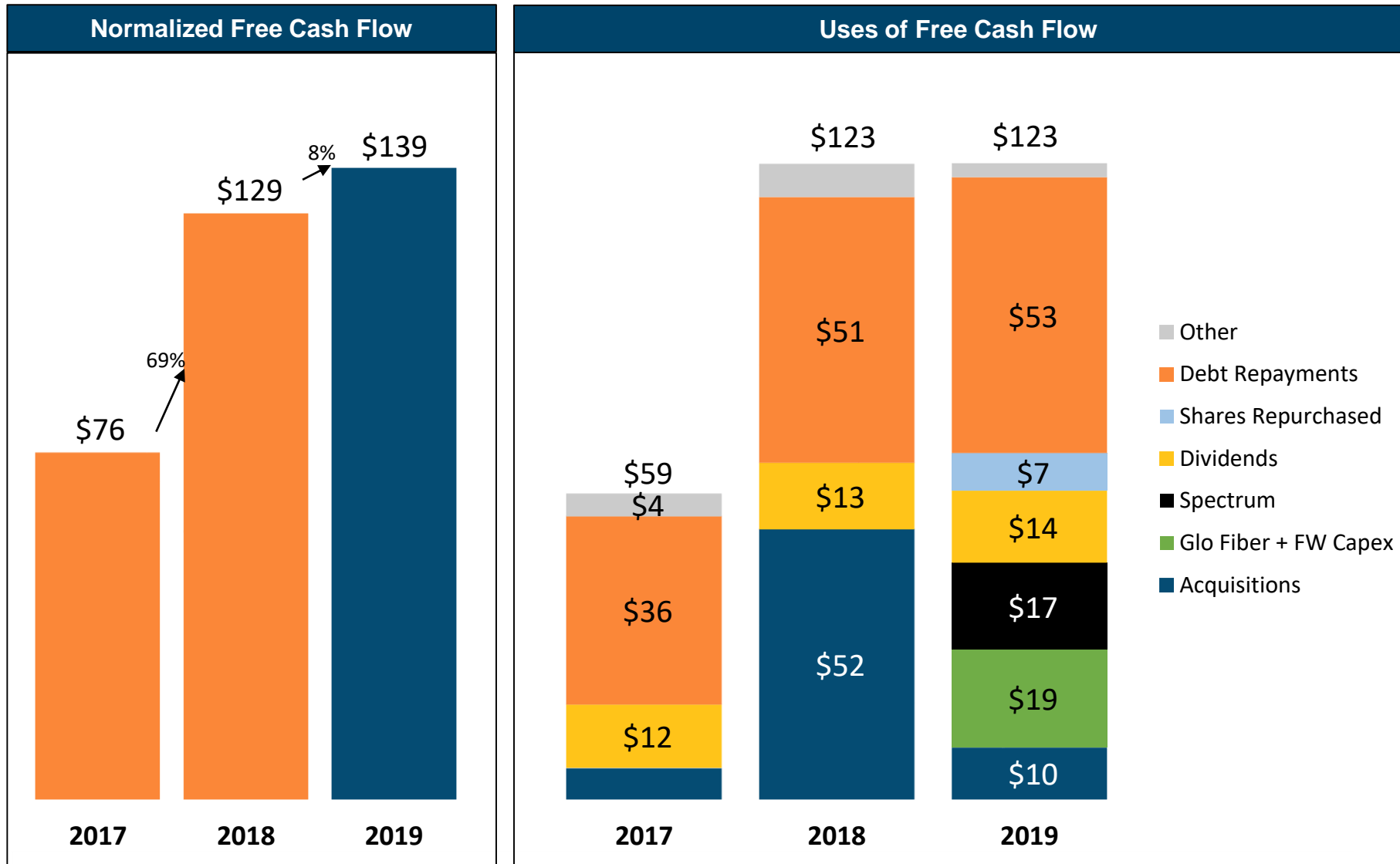


2017 figures break out tax reform impact of \$1.05 for comparison

Cash Dividend History (per Share, Split Adjusted)

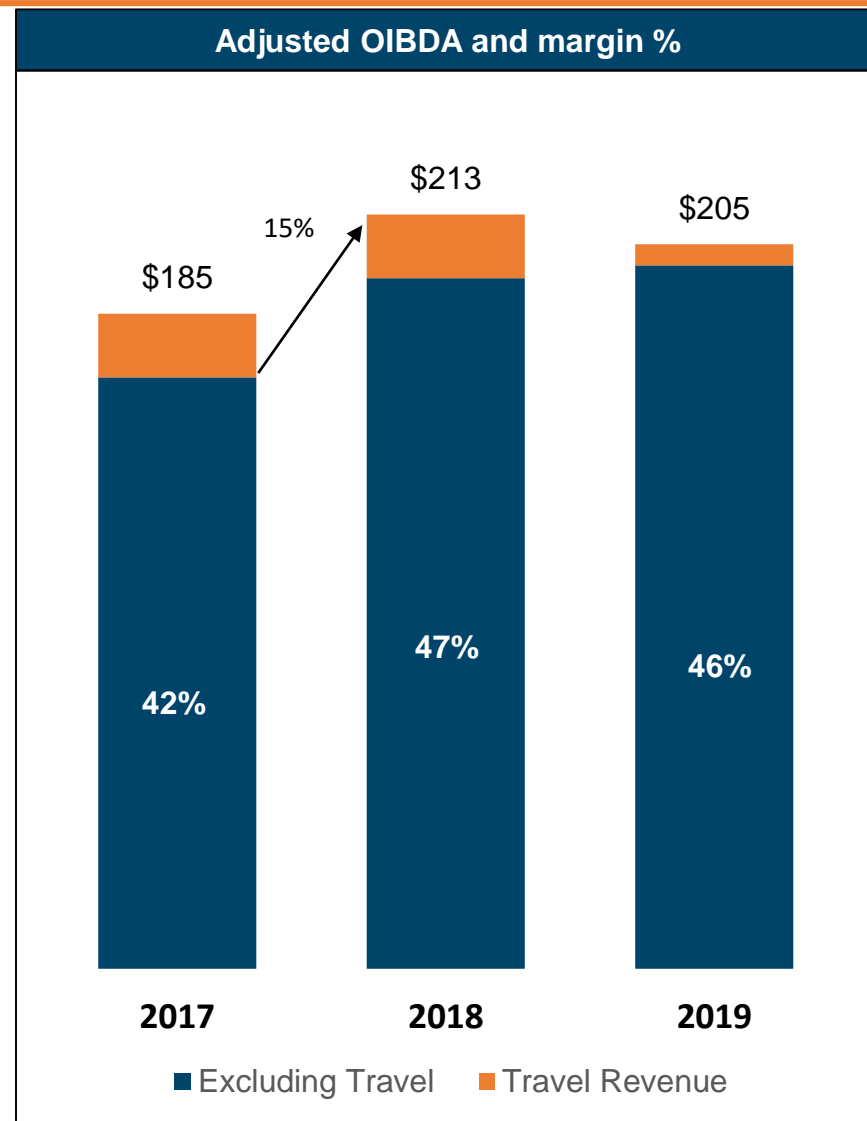
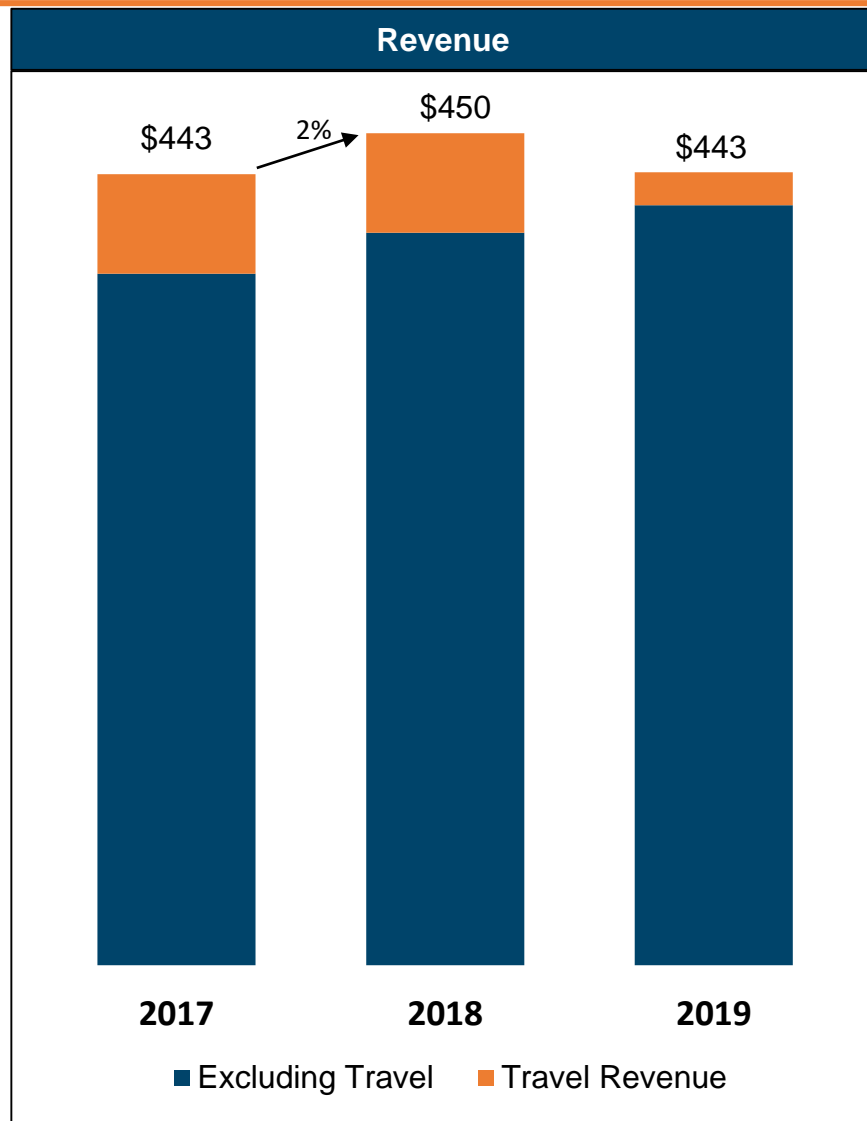


Normalized Free Cash Flow and Uses (\$ in millions)

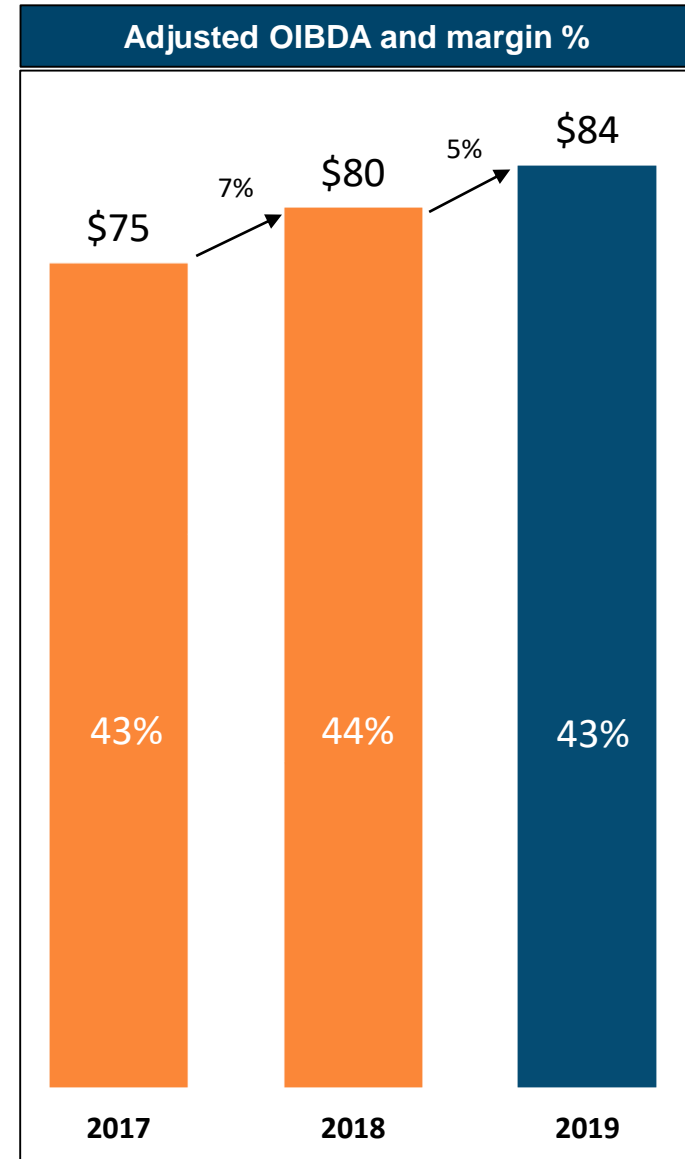
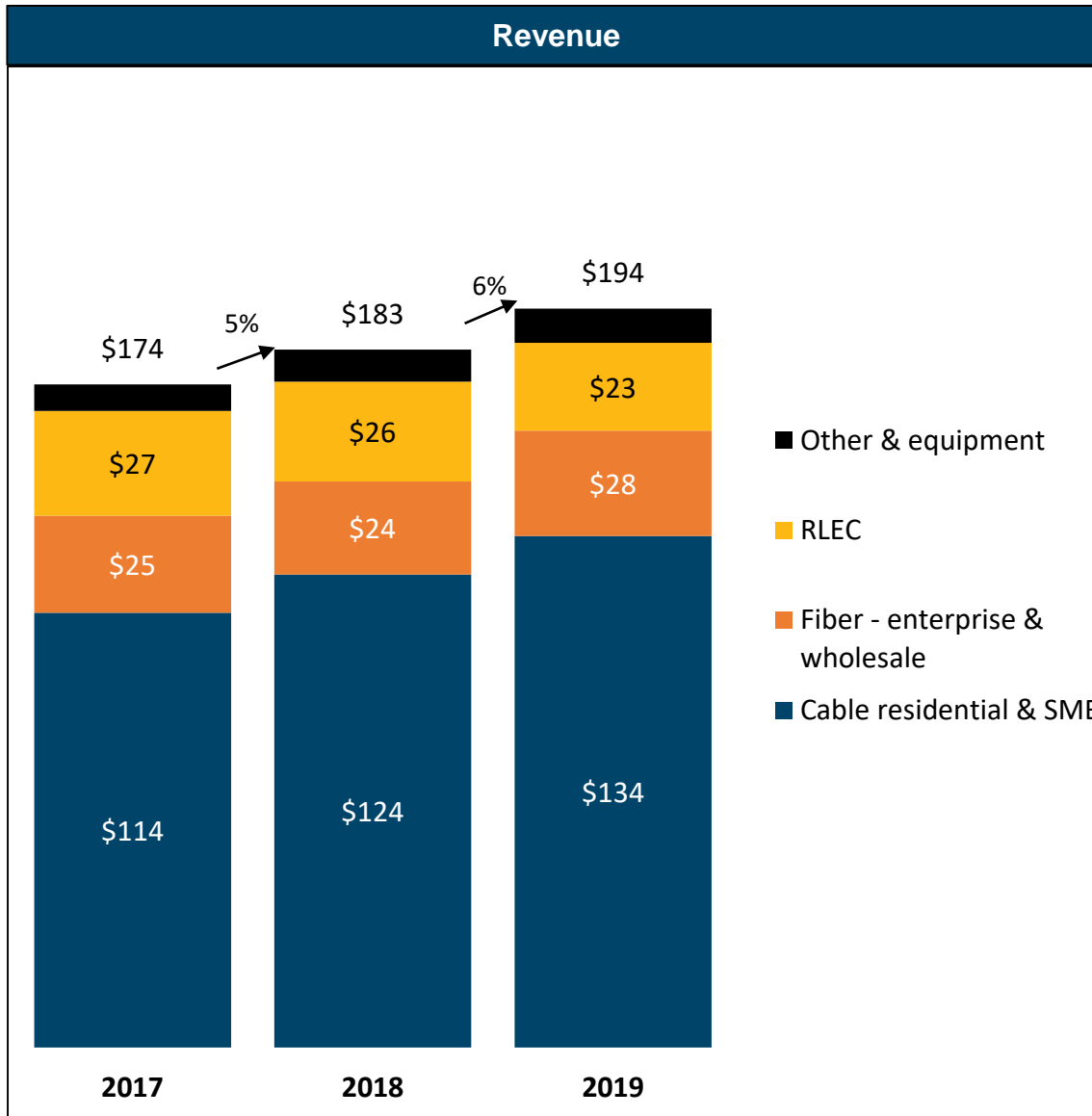


Normalized Free cash flow is cash provided by operating activities less capital expenditures (excluding Glo Fiber and Fixed Wireless).

Wireless Financial Highlights (\$ in millions)

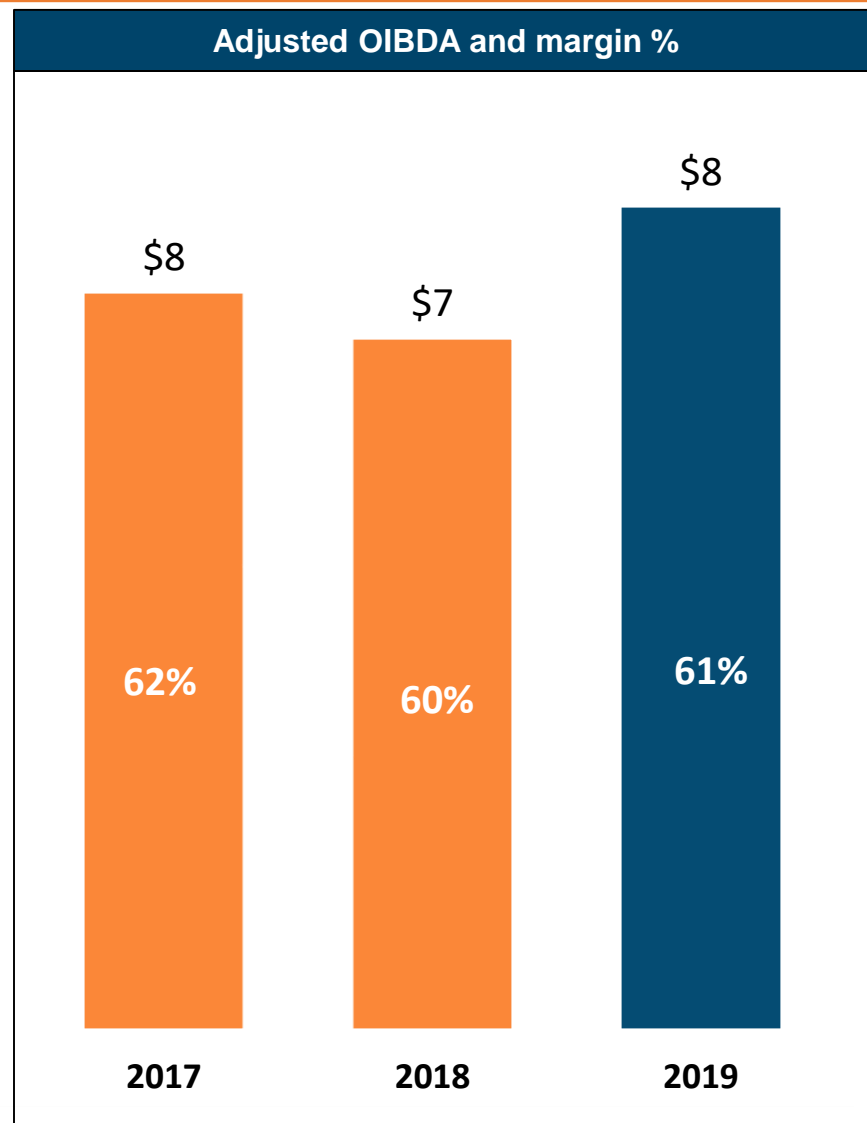
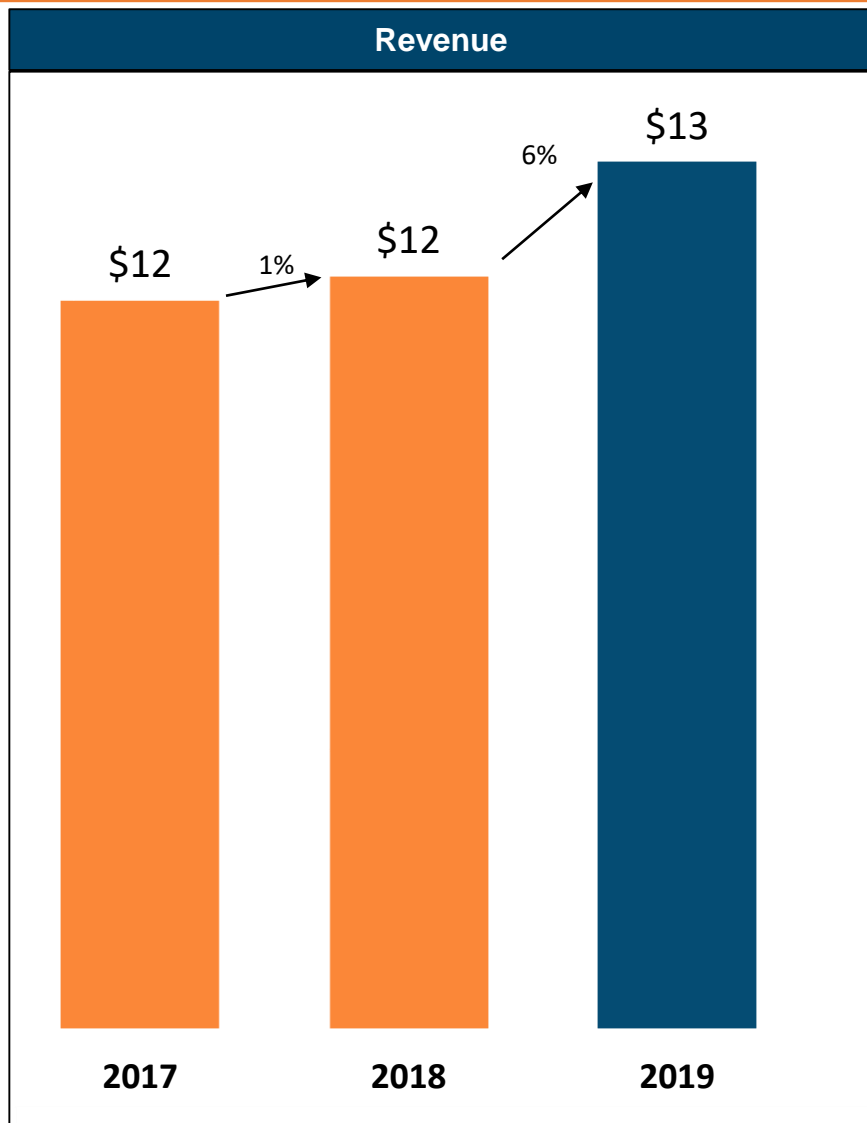


Broadband Financial Highlights (\$ in millions)

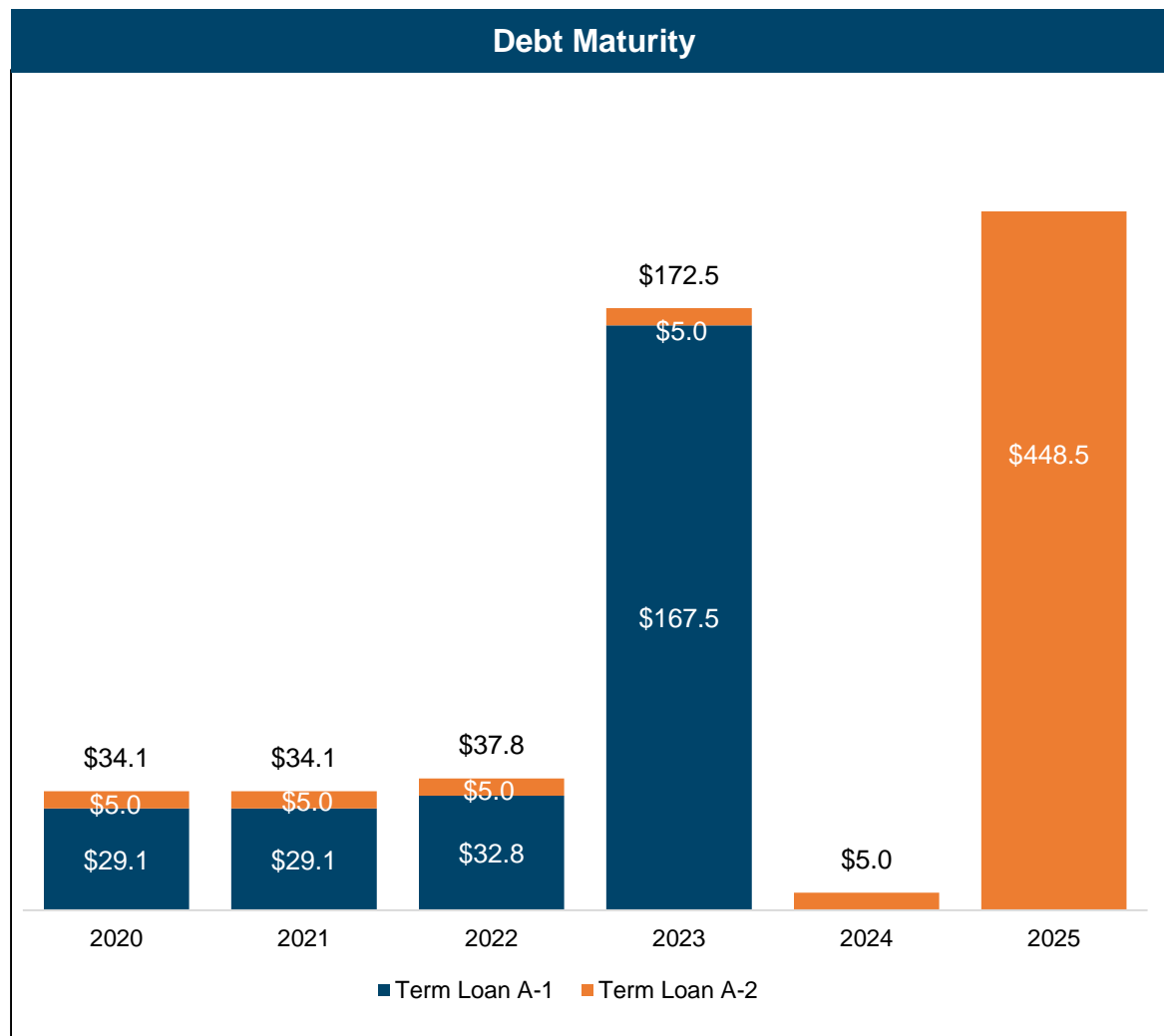
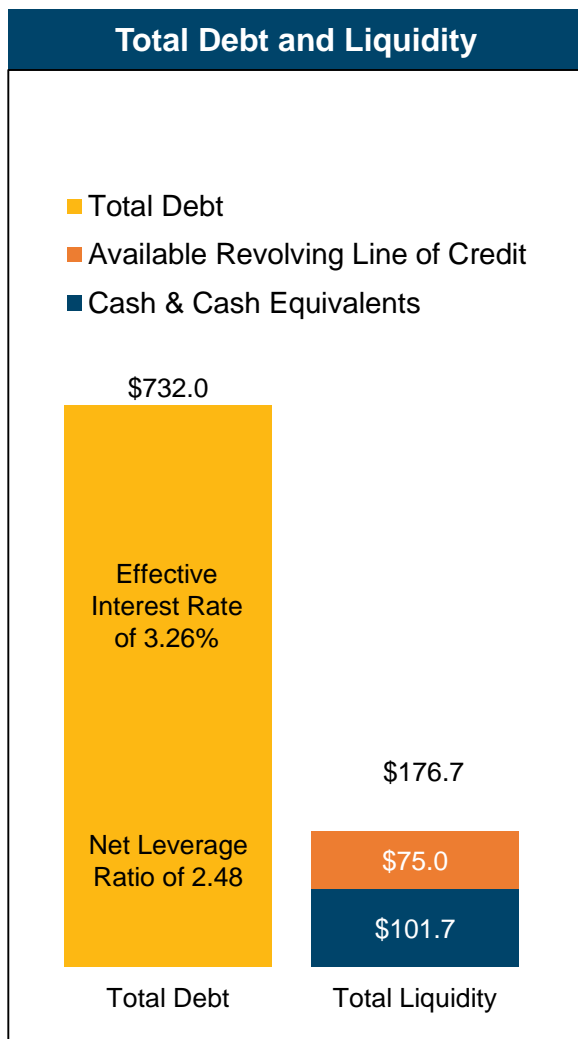


See Appendix for reconciliation of Adjusted OIBDA to Operating Income

Tower Financial Highlights



Capitalization – As of 12/31/19 (in millions)

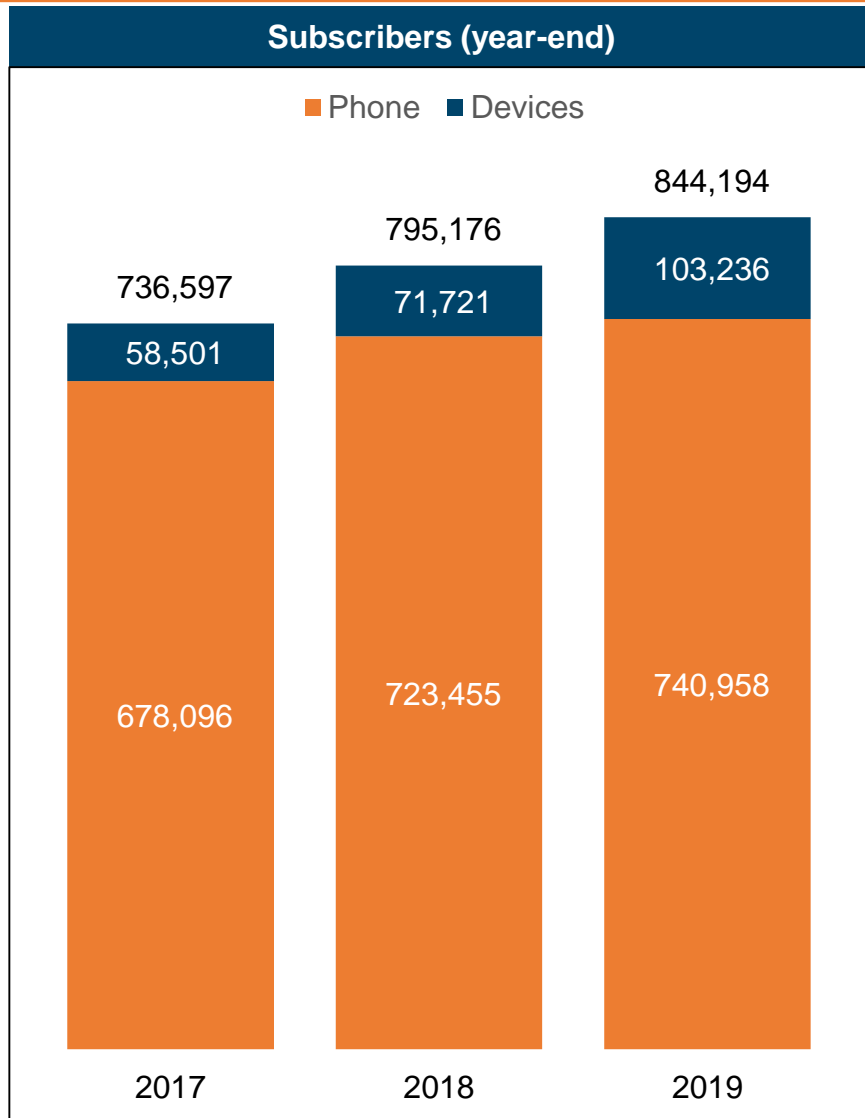


See Appendix for the calculation of the net leverage ratio.



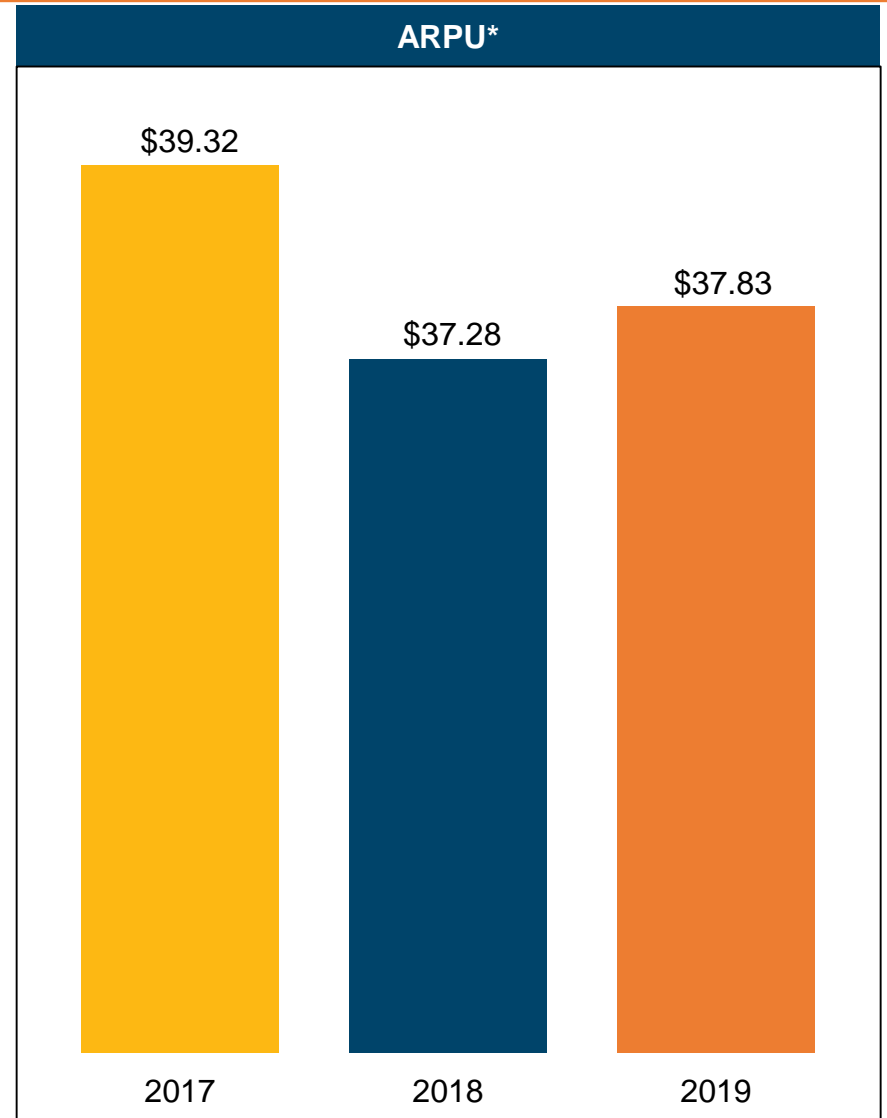
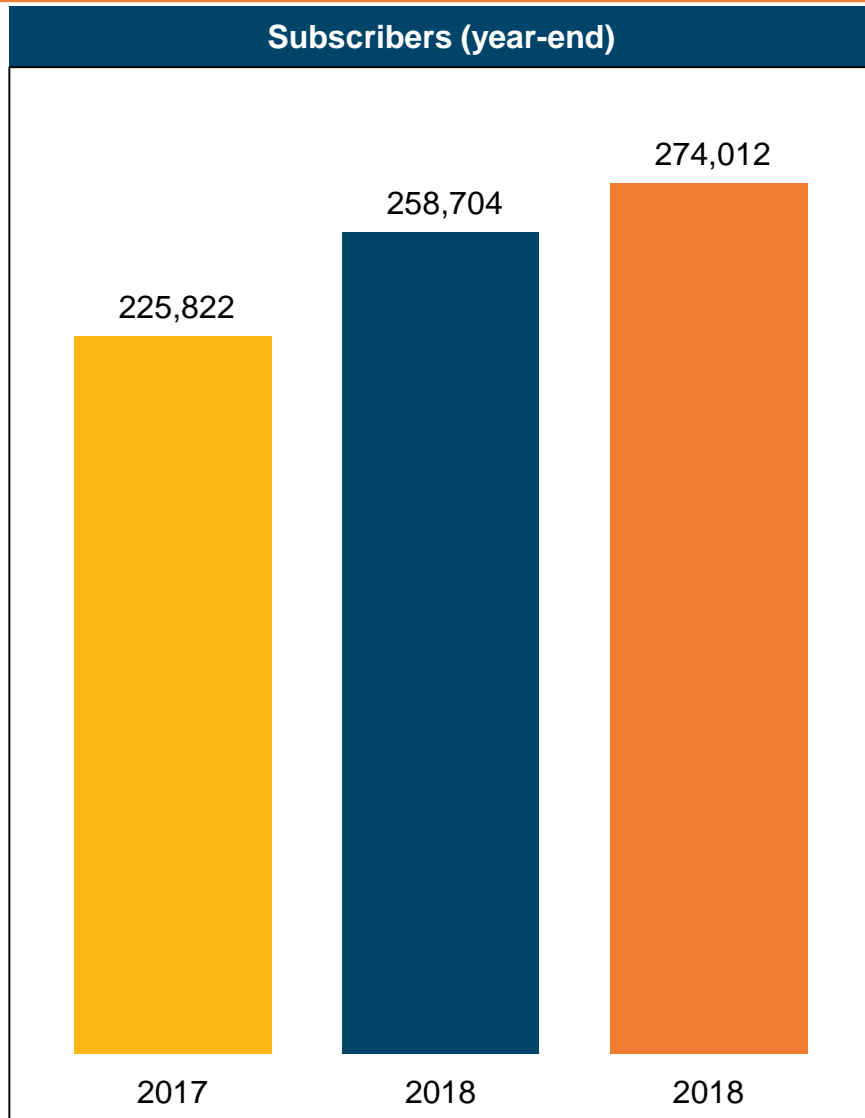
Dave Heimbach
EVP and COO

PCS Postpaid Subscribers



* Refer to the Appendix for a reconciliation of Wireless segment revenue to Postpaid ARPU.

PCS Prepaid Subscribers

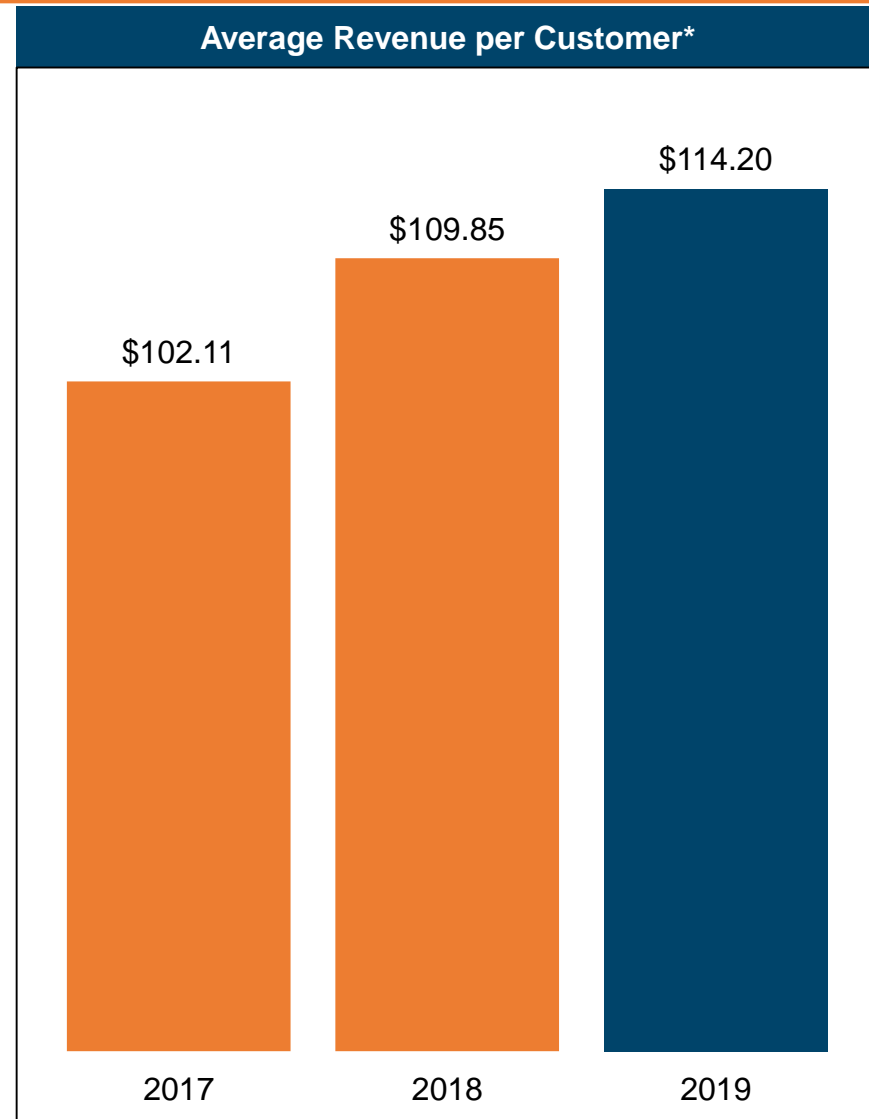
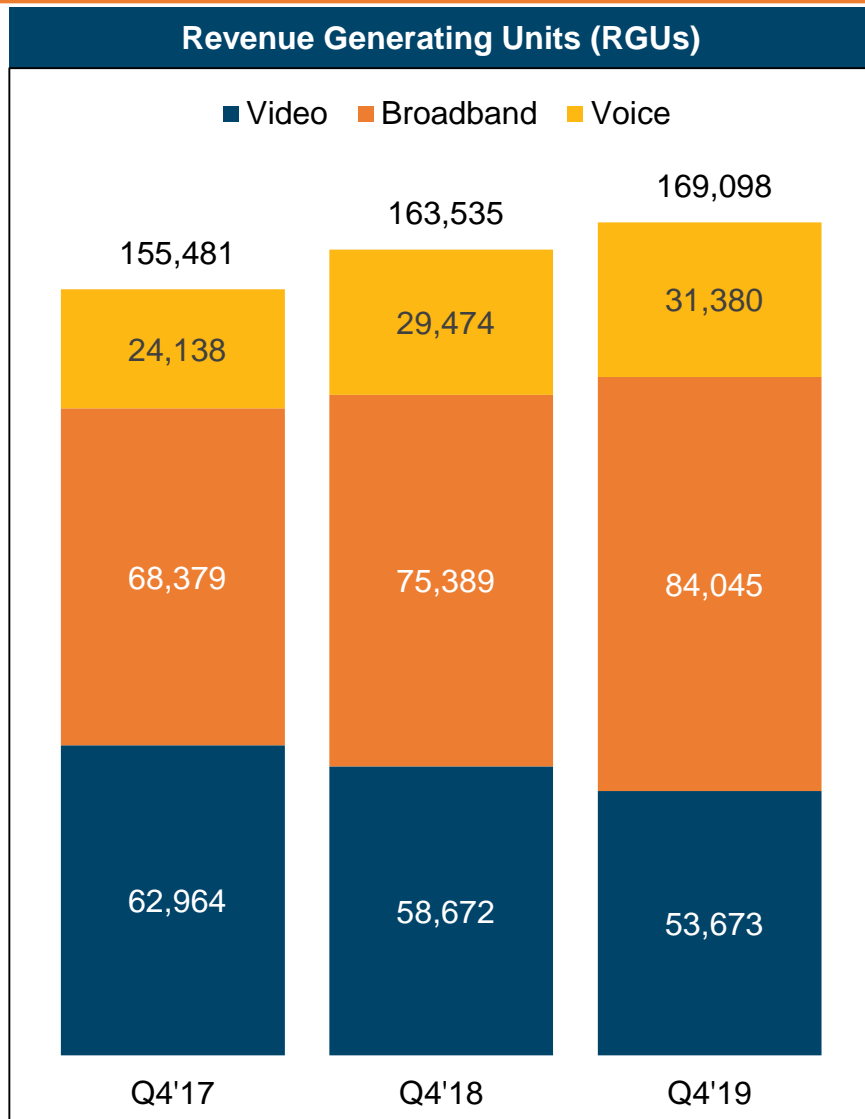


* Refer to the Appendix for a reconciliation of Wireless segment revenue to Prepaid ARPU.

Contract Term and Sprint Merger Options

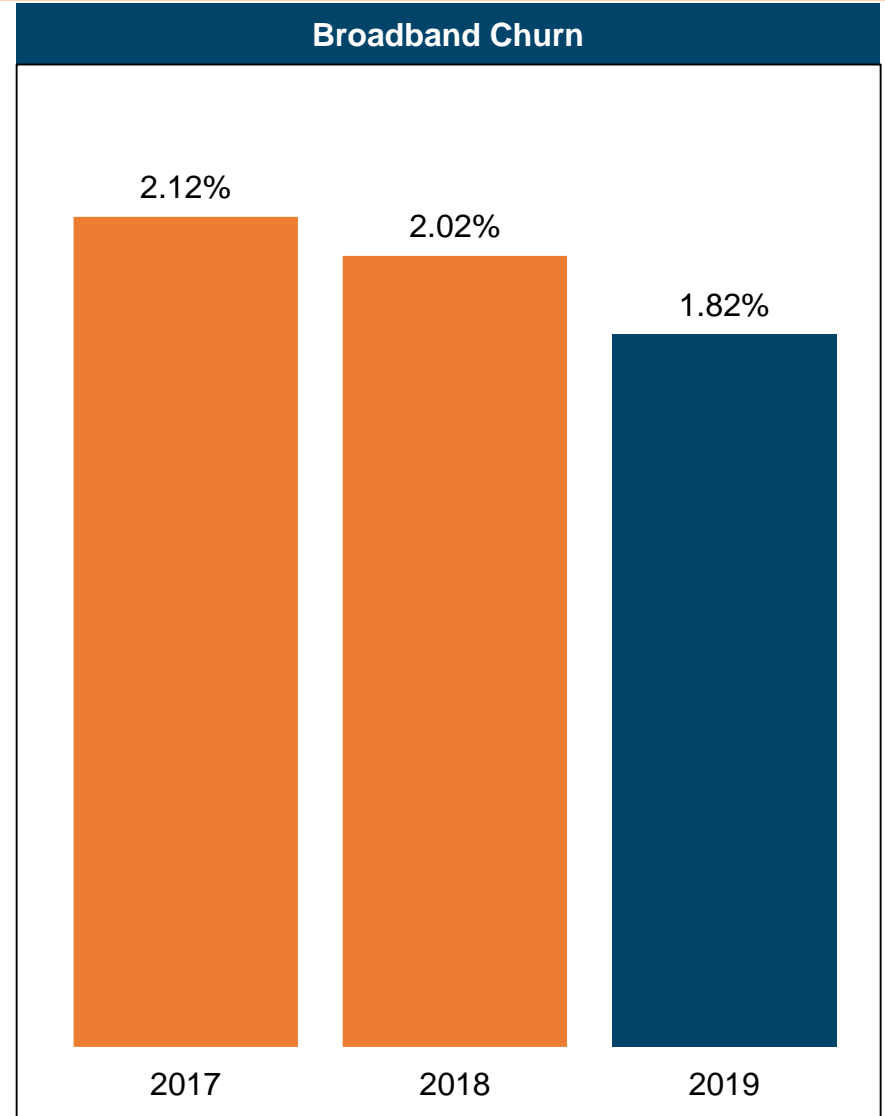
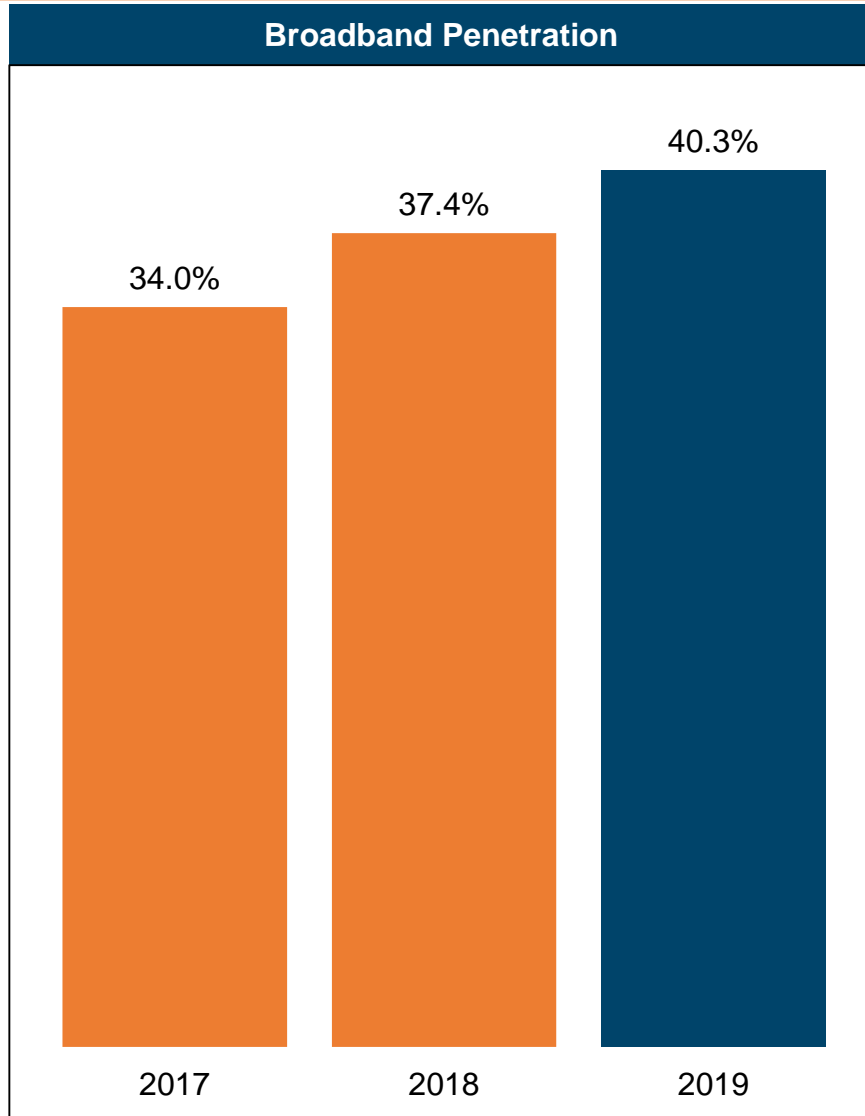
- Contract through November 2029
- Two 10-year renewals
 - Upon non-renewal by either party, parties have put/call options for Sprint to acquire the operating assets of our PCS business for 90% of EBV (entire business value)
- Contract options if Sprint / T-Mobile merger is closed
 - New T-Mobile may elect an option to purchase the operating assets of our PCS business for 90% of EBV (entire business value)
 - If T-Mobile declines purchase option, Shentel may elect an option to purchase the legacy T-Mobile network and subscribers in our service area and incorporate them into our amended affiliate agreement
 - New T-Mobile may sell or decommission the legacy T-Mobile network and customers in our service area so Shentel becomes the exclusive provider of the new T-Mobile in our service area

Broadband Operating Results

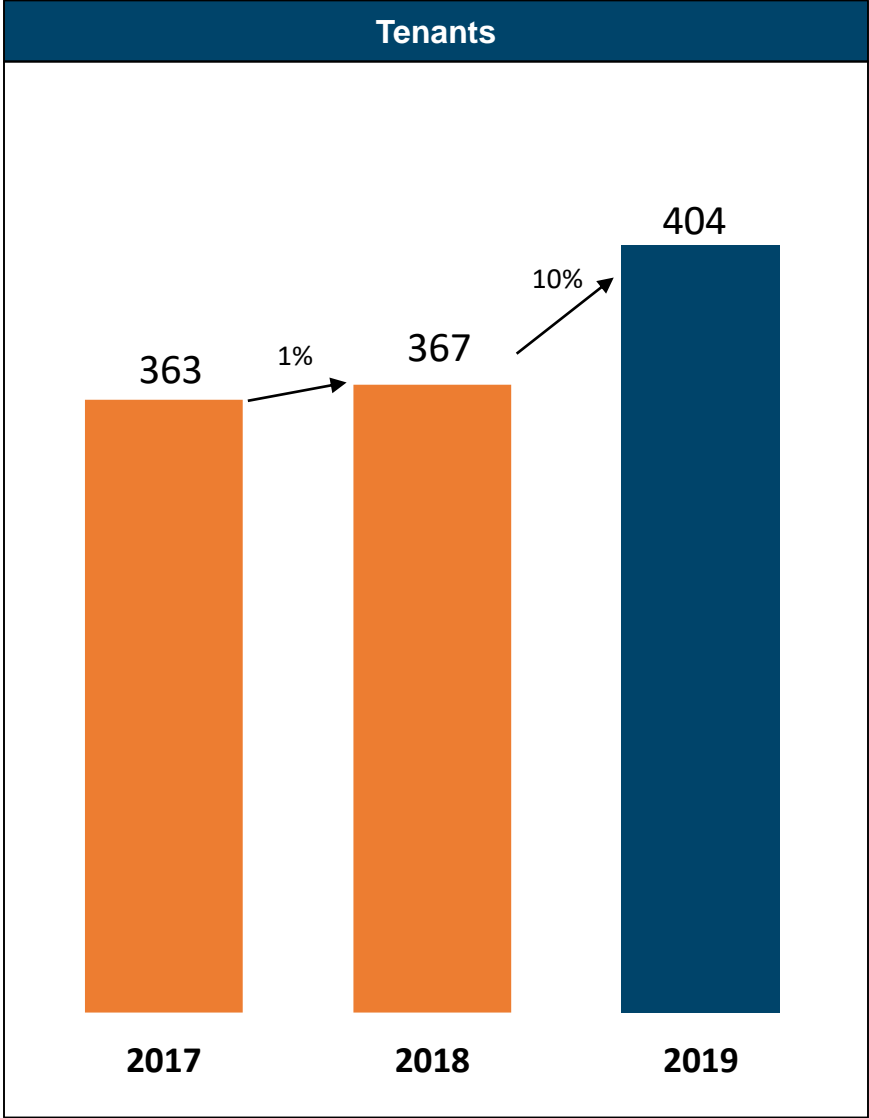
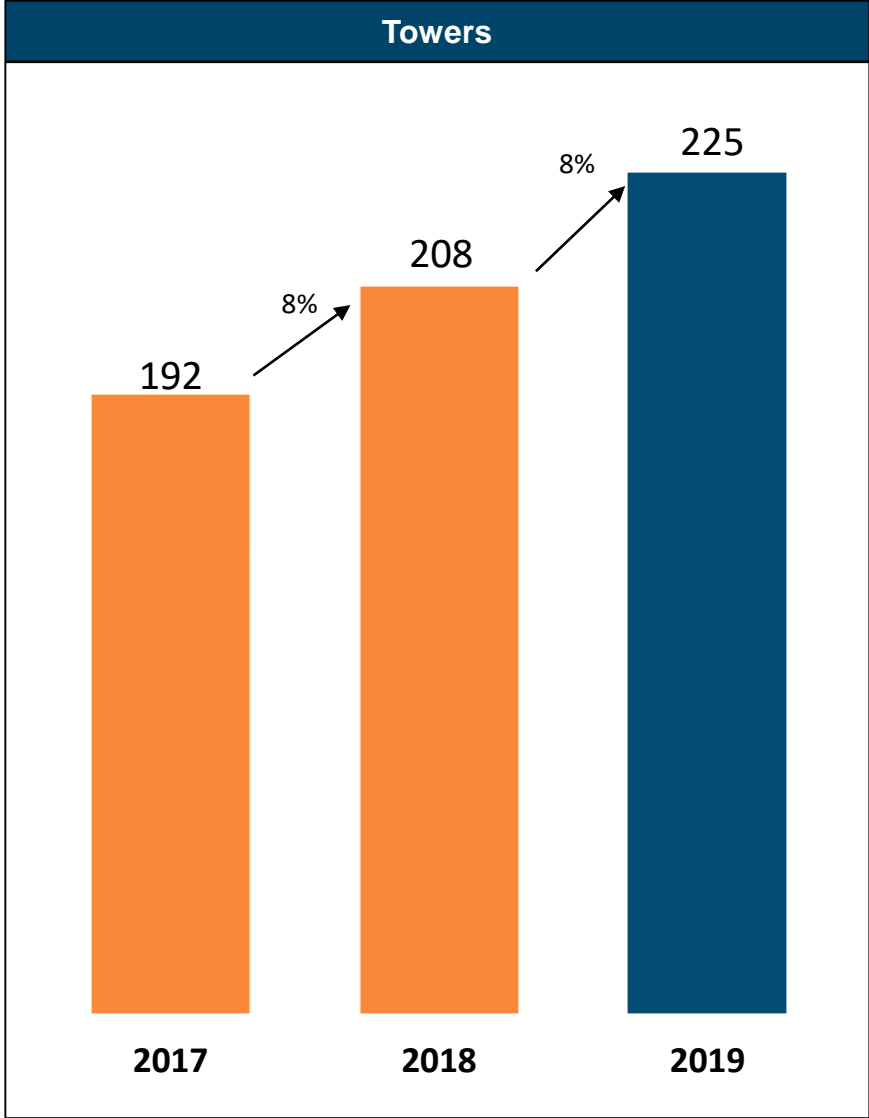


*Refer to the Appendix for a reconciliation of Broadband segment revenue to average revenue per customer relationship.

Broadband Operating Results



Towers

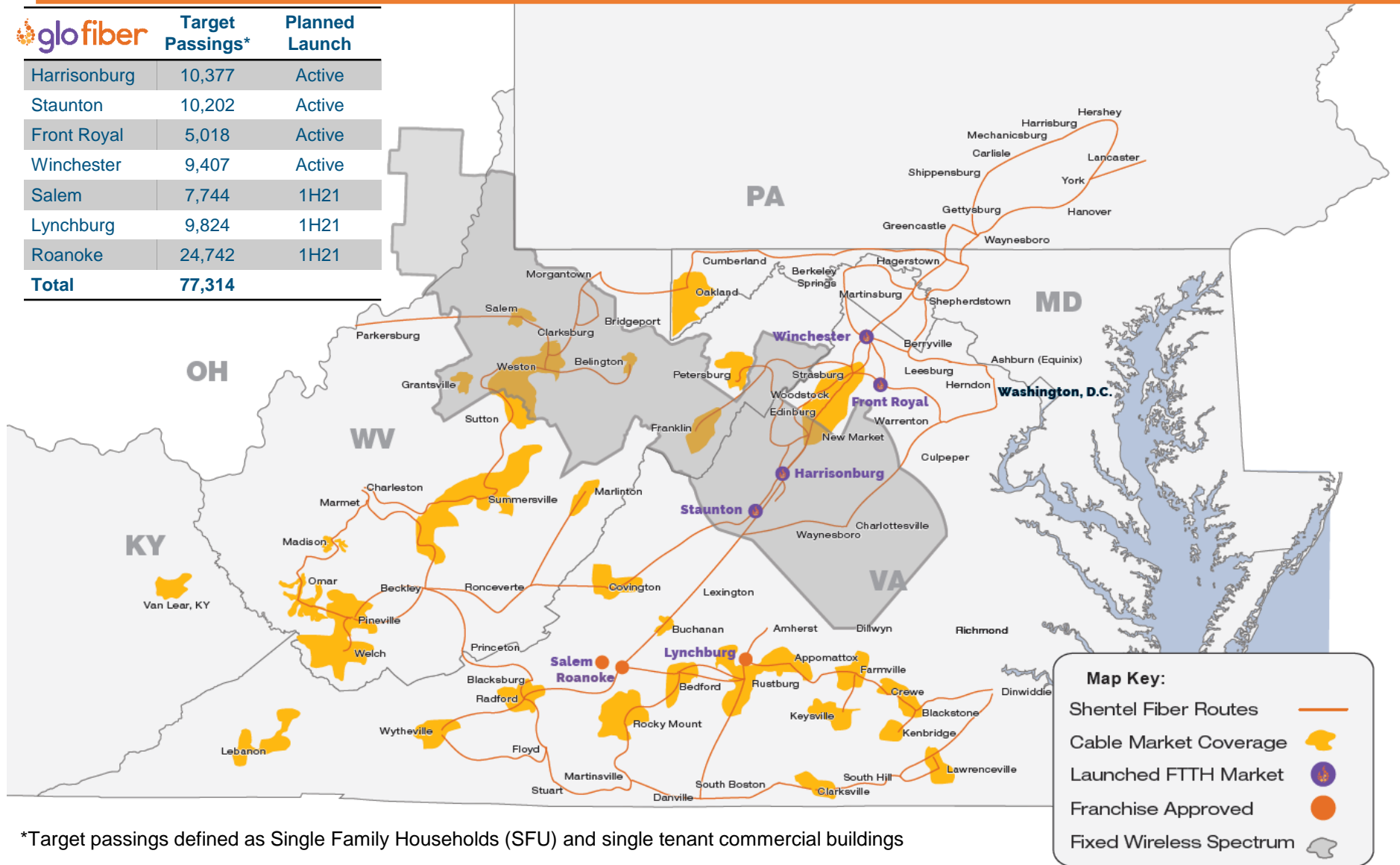


Cable, Fiber, & Fixed Wireless Networks



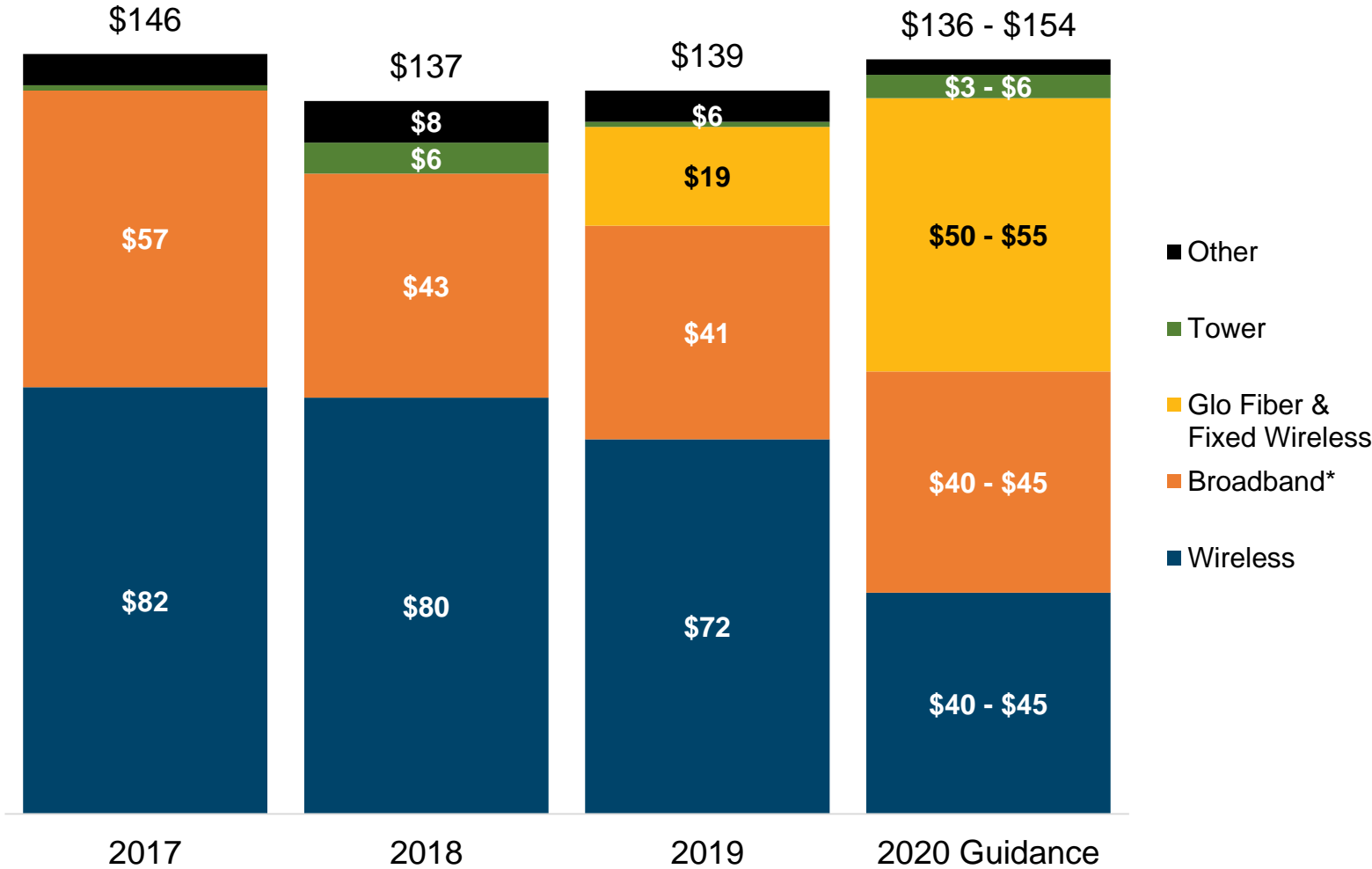
Target Passings* **Planned Launch**

Harrisonburg	10,377	Active
Staunton	10,202	Active
Front Royal	5,018	Active
Winchester	9,407	Active
Salem	7,744	1H21
Lynchburg	9,824	1H21
Roanoke	24,742	1H21
Total	77,314	



*Target passings defined as Single Family Households (SFU) and single tenant commercial buildings

Capital Expenditures (in millions)



*Broadband excludes capex for Glo Fiber and Fixed Wireless

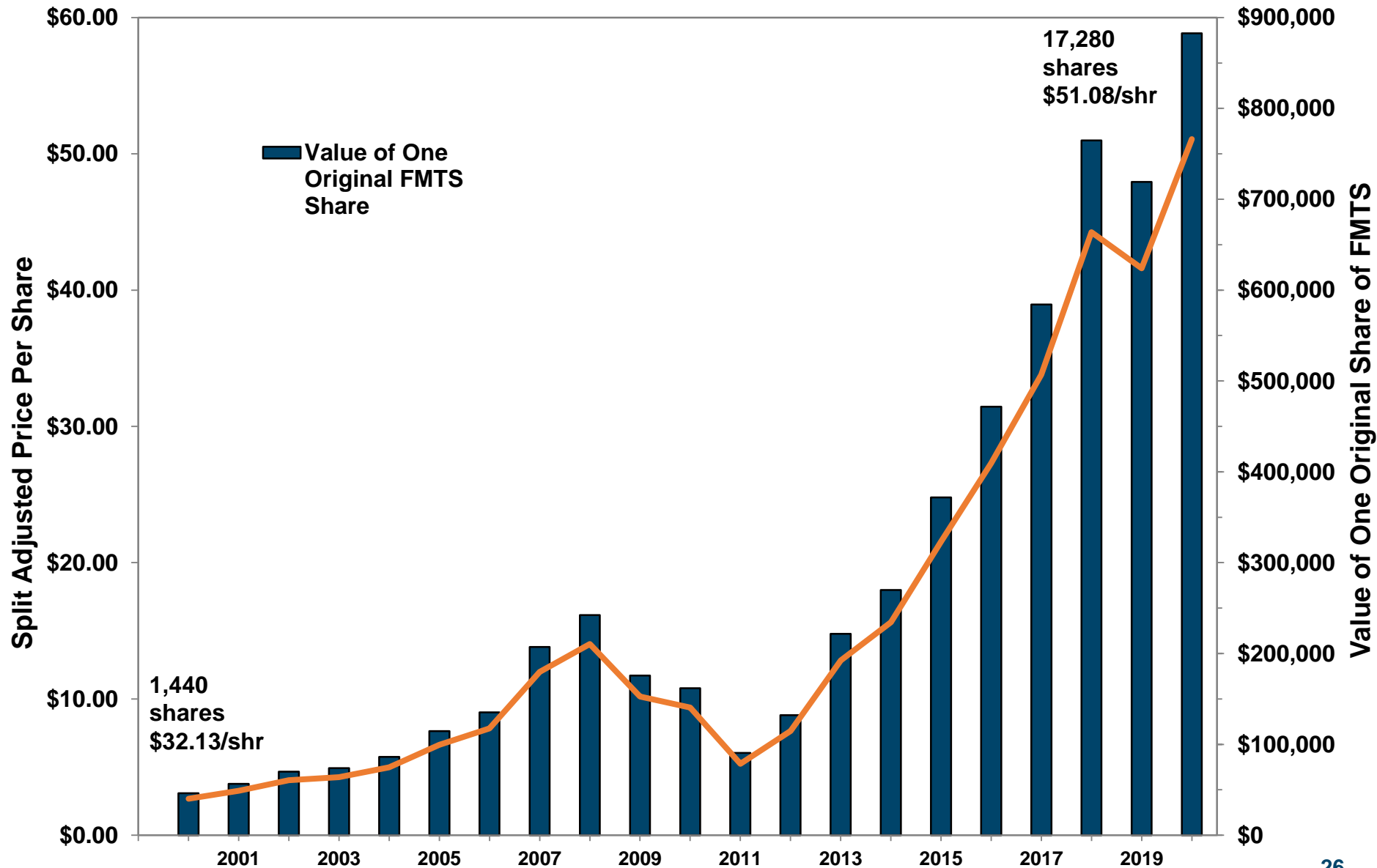


SHENTEL[®]

Always connected to you

Chris French
President and CEO

Split-Adjusted Stock Price and Value of Original Share



Questions & Answers



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April 21, 2020

Appendix

2017 Adjusted OIBDA by Segment

Twelve Months Ended December 31, 2017

(in thousands)

	Wireless	Tower	Broadband	Other	Consolidated
Operating income	\$ 28,532	\$ 5,607	\$ 36,811	\$ (24,440)	\$ 46,510
Depreciation	112,559	1,885	36,019	600	151,063
Amortization of intangible assets	25,166		778		25,944
OIBDA	166,257	7,492	73,608	(23,840)	223,517
Share-based compensation expense	1,555	24	1,300	701	3,580
Acquisition, integration, & migration expenses	17,252			238	17,490
Adjusted OIBDA	\$ 185,064	\$ 7,516	\$ 74,908	\$ (22,901)	\$ 244,587
Total revenue	\$ 443,049	\$ 12,029	\$ 173,980	(17,067)	\$ 611,991
Adjusted OIBDA margin	41.8%	62.5%	43.1%	N/A	40.0%

2018 Adjusted OIBDA by Segment

Twelve Months Ended December 31, 2018

(in thousands)

	Wireless	Tower	Broadband	Other	Consolidated
Operating income	\$ 88,004	\$ 4,843	\$ 41,620	\$ (41,221)	\$ 93,246
Depreciation	100,950	2,454	38,140	567	142,111
Amortization of intangible assets	24,117		177		24,294
OIBDA	213,071	7,297	79,937	(40,654)	259,651
Share-based compensation expense	—	—	—	4,959	4,959
Adjusted OIBDA	\$ 213,071	\$ 7,297	\$ 79,937	\$ (35,695)	\$ 264,610
Total revenue	\$ 450,459	\$ 12,196	\$ 183,120	(14,921)	\$ 630,854
Adjusted OIBDA margin	47.3%	59.8%	43.7%	N/A	41.9%

2019 Adjusted OIBDA by Segment

Twelve Months Ended December 31, 2019

(in thousands)

	Wireless	Tower	Broadband	Other	Consolidated
Operating income	\$ 88,541	\$ 5,899	\$ 42,521	\$ (39,915)	\$ 97,046
Depreciation	96,094	2,025	40,831	593	139,543
Amortization of intangible assets	20,062	—	473	—	20,535
OIBDA	204,697	7,924	83,825	(39,322)	257,124
Share-based compensation expense	—	—	—	3,817	3,817
Adjusted OIBDA	\$ 204,697	\$ 7,924	\$ 83,825	\$ (35,505)	\$ 260,941
Total revenue	\$ 443,390	\$ 12,984	\$ 193,944	(16,412)	\$ 633,906
Adjusted OIBDA margin	46.2%	61.0%	43.2%	N/A	41.2%

Normalized Free Cash Flow and Free Cash Flow

(\$ in thousands)	<u>2017</u>	<u>2018</u>	<u>2019</u>
Net Cash Provided by Operations	\$222,930	\$265,647	\$259,145
Less: Capital Expenditures*	<u>(146,489)</u>	<u>(136,641)</u>	<u>(119,954)</u>
Normalized Free Cash Flow	<u>76,441</u>	<u>129,006</u>	<u>139,191</u>
Glo Fiber & Fixed Wireless Capital Expenditures	<u>-</u>	<u>-</u>	<u>(18,838)</u>
Free Cash Flow	<u>\$76,441</u>	<u>\$129,006</u>	<u>\$120,353</u>

*Excludes capital expenditures for Glo Fiber and Fixed Wireless

Free cash flow and normalized free cash flow are non-GAAP financial measures that, when viewed with our GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. Free cash flow is calculated by subtracting capital expenditures from net cash provided by operating activities. Normalized free cash flow is calculated by subtracting capital expenditures, excluding new services such as Glo Fiber and Fixed Wireless services, from net cash provided by operating activities. We believe they are more conservative measures of our cash flow since purchases of fixed assets are necessary for ongoing operations and expansion. Free cash flow and normalized free cash flow are utilized by our management, investors and analysts to evaluate cash available that may be used to pay scheduled principal payments on our debt obligations and provide further investment in the business.

Net Leverage Ratio

	Q4'19
<i>(\$ in thousands)</i>	
Total Debt	\$ 732,040
Cash	101,651
Total Debt less Cash	630,389
Adjusted OIBDA	63,459
	X4
Adjusted OIBDA (last quarter annualized)	\$ 253,836
Net leverage ratio	2.48

Wireless Average Revenue per User (ARPU)

(\$ in thousands, except subscribers and revenue per subscriber amounts)

	2017	2018	2019
Gross Postpaid Billings	\$ 393,571	\$ 405,101	\$ 410,532
Average postpaid subscribers	728,033	775,274	812,907
Average monthly billed revenue per postpaid subscriber*	\$ 45.05	\$ 43.54	\$ 42.08
Prepaid billings	\$ 103,161	\$ 111,462	\$ 121,604
Average prepaid subscribers	218,643	249,137	267,855
Average monthly billed revenue per prepaid subscriber*	\$ 39.32	\$ 37.28	\$ 37.83

* Average monthly billed revenue per subscriber = (billed revenue*1,000) / average subscribers / 12 months

Broadband Average Revenue Per Customer

(\$ in thousands, except customer and per customer amounts)

	2017	2018	2019
Cable Residential & SMB Revenue	\$ 114,122	\$ 124,072	\$ 134,187
Average customer relationships	93,135	94,121	97,920
Average Revenue Per Customer*	\$ 102.11	\$ 109.85	\$ 114.20

**Average Revenue Per Customer calculation = (Residential & SMB Revenue * 1,000) / average customer relationships / 12 months*