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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 paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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SHENANDOAH TELECOMMUNICATIONS COMPANY  
 500 SHENTEL WAY  
 P.O. BOX 459  
 EDINBURG, VA 22824-0459



**VOTE BY INTERNET - [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.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**  
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**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:

V28742-P01860

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 each director (please mark your vote for each director separately)

1. Election of Directors

Nominees:

- 1a. Thomas A. Beckett
- 1b. Richard L. Koontz Jr.
- 1c. Leigh Ann Schultz

For Against Abstain

For Against Abstain

- 4. To consider and approve an amendment to the Company's Articles of Incorporation to increase the maximum size of the Board.
- 5. To consider and approve the adoption of the Company's 2024 Equity Incentive Plan.

The Board of Directors recommends you vote FOR Proposals 2, 3, 4 and 5

- 2. Ratification of the selection of RSM US LLP as the Company's independent registered public accounting firm for 2024.
- 3. To consider and approve, in a non-binding vote, the Company's named executive officer compensation.

For Against Abstain

Yes No

Please indicate if you plan to attend this meeting.  Yes  No

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 FORM 10-K AND SHAREHOLDER LETTER  
are available at [www.proxyvote.com](http://www.proxyvote.com).

V28743-P01860

**SHENANDOAH TELECOMMUNICATIONS COMPANY**  
**Annual Meeting of Shareholders**  
**April 30, 2024 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, ET on April 30, 2024, at the Shenandoah Telecommunications Auditorium, 500 Shentel Way, Edinburg, VA 22824, 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  
PO BOX 459  
EDINBURG, VA 22824-0459

# Your **Vote** Counts!

SHENANDOAH TELECOMMUNICATIONS  
COMPANY

2024 Annual Meeting

Vote by April 29, 2024

11:59 PM ET



V28754-P01860

## 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 30, 2024.**

### Get informed before you vote

View the NOTICE OF MEETING AND PROXY STATEMENT, ANNUAL REPORT AND FORM 10-K AND SHAREHOLDER LETTER online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 16, 2024. 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@proxymote.com](mailto:sendmaterial@proxymote.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



#### Vote in Person at the Meeting\*

April 30, 2024

11:00 AM ET

Shenandoah Telecommunications Company  
Auditorium  
500 Shentel Way  
Edinburg, VA 22824

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## 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. Thomas A. Beckett	✔ For
1b. Richard L. Koontz Jr.	✔ For
1c. Leigh Ann Schultz	✔ For
2. Ratification of the selection of RSM US LLP as the Company's independent registered public accounting firm for 2024.	✔ For
3. To consider and approve, in a non-binding vote, the Company's named executive officer compensation.	✔ For
4. To consider and approve an amendment to the Company's Articles of Incorporation to increase the maximum size of the Board.	✔ For
5. To consider and approve the adoption of the Company's 2024 Equity Incentive Plan.	✔ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".