4Q & FY14 Earnings Presentation

February 26, 2015

nTelos wireless

NASDAQ: NTLS

Presentation of Financial and Other Important Information

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 (“GAAP”). 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. These financial performance measures are commonly used in the industry and are presented because NTELOS believes they provide relevant and useful information to investors. NTELOS utilizes these financial performance measures to assess its ability to meet future capital expenditure and working capital requirements, to incur indebtedness if necessary, and to fund continued growth. NTELOS also uses these financial performance measures to evaluate the performance of its business, for budget planning purposes and as factors in its employee compensation programs. Adjusted EBITDA is defined as net income attributable to NTELOS Holdings Corp. before interest, income taxes, depreciation and amortization, accretion of asset retirement obligations, transaction related costs, restructuring and asset impairment charges, gain/loss on sale or disposal of assets and derivatives, net income attributable to noncontrolling interests, other expenses/income, equity-based compensation charges, separation charges, secondary offering costs, and adjustments for impact of recognizing a portion of the billed SNA contract revenues on a straight line basis.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Any statements contained in this press release that are not statements of historical fact, including statements about our beliefs and expectations, are forward-looking statements and should be evaluated as such. The words "anticipates," "believes," "expects," "intends," "plans," "estimates," "targets," "projects," "should," "may," "will" and similar words and expressions are intended to identify forward-looking statements. Such forward-looking statements reflect, among other things, our current expectations, plans and strategies, and anticipated financial results, all of which are subject to known and unknown risks, uncertainties and factors that may cause our actual results to differ materially from those expressed or implied by these forward-looking statements. Many of these risks are beyond our ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made. We do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise. Important factors with respect to any such forward-looking statements, including certain risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, include, but are not limited to: our ability to attract and retain retail subscribers to our services; our dependence on our strategic relationship with Sprint Corporation ("Sprint"); the approval and timing of Eastern Markets' spectrum sale; our ability to realize the expected proceeds, cost savings and other benefits from the wind down of our Eastern Markets; the timing and ultimate completion of any tower sales; a potential increase in roaming rates and wireless handset subsidy costs; rapid development and intense competition in the telecommunications industry; our ability to finance, design, construct and realize the benefits of any planned network technology upgrade; our ability to acquire or gain access to additional spectrum; the potential to experience a high rate of customer turnover; the potential for competitors to build networks in our markets; cash and capital requirements; operating and financial restrictions imposed by our credit agreement; adverse economic conditions; federal and state regulatory fees, requirements and developments; loss of ability to use our current cell sites; our continued reliance on indirect channels of retail distribution; our reliance on certain suppliers and vendors; and other unforeseen difficulties that may occur. These risks and uncertainties are not intended to represent a complete list of all risks and uncertainties inherent in our business, and should be read in conjunction with the more detailed cautionary statements and risk factors included in our SEC filings, including our most recent Annual Report filed on Form 10-K and Quarterly Reports filed on Form 10-Q.

Agenda

- Opening Remarks
- Strategic Update
- Financial & Operational Results
- Q&A Session

Michael Huber, Chairman

Rod Dir, Chief Executive Officer

Steb Chandor, Chief Financial Officer

Craig Highland, SVP Finance & Corporate Development (Q&A Session)

Strategic Trajectory

Strategic Objectives	Strategic Initiative Actions
Leverage our strategic relationship with Sprint to enhance nTelos's operations	Focusing our investment and operations solely on our Western Markets
Strengthen our retail performance	Significantly reducing capital requirements by exiting Eastern Markets
Improve our processes and become more efficient	Improving operational efficiencies and reducing costs through specific initiatives
Increase the strategic relevance of our assets	Monetizing non-core and underutilized assets – tower portfolio and Eastern spectrum

Strategic Refocus Activities

Western Markets

- ✓ 4G LTE roll out continues
- ✓ Equipment Installment Plan (EIP) continues to gain traction
- ✓ Expanded device lineup to meet customer demand

Corporate

- ✓ Completed first installment of towers sale
- ✓ Increased operational efficiencies

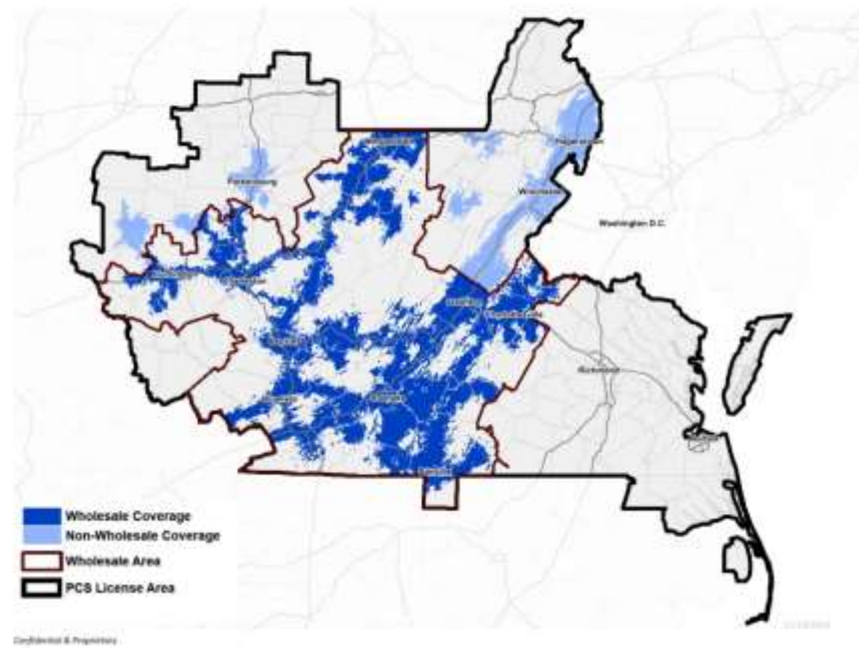
Eastern Markets

- ✓ Wind down on track
- ✓ Spectrum sale
- ✓ Agency agreement in place

Mission: Be a Leading Provider of Wireless Services in the Markets We Serve

Operating Goals and Objectives:

- ✓ Revenue expansion
  - EIP success
  - Expanded device offerings
- ✓ Cost containment
  - Improved systems
  - Organizational realignment
- ✓ Strategic Advancement
  - Leverage SNA vendor relationship



Key Subscriber Metrics (Western Markets)

✓ Positive Retail Performance

- 3% subscriber growth
- Churn relatively flat
- Growth in ARPA

Metric	FY 14	FY 13	Change
Ending Subscribers	282,100	273,600	**8,500**
Gross Adds	100,400	97,600	**2,800**
Net Adds	14,600	19,000	**(4,400)**
Churn	2.6%	2.5%	**10 bps**
ARPA	$134.75	$133.62	**1%**

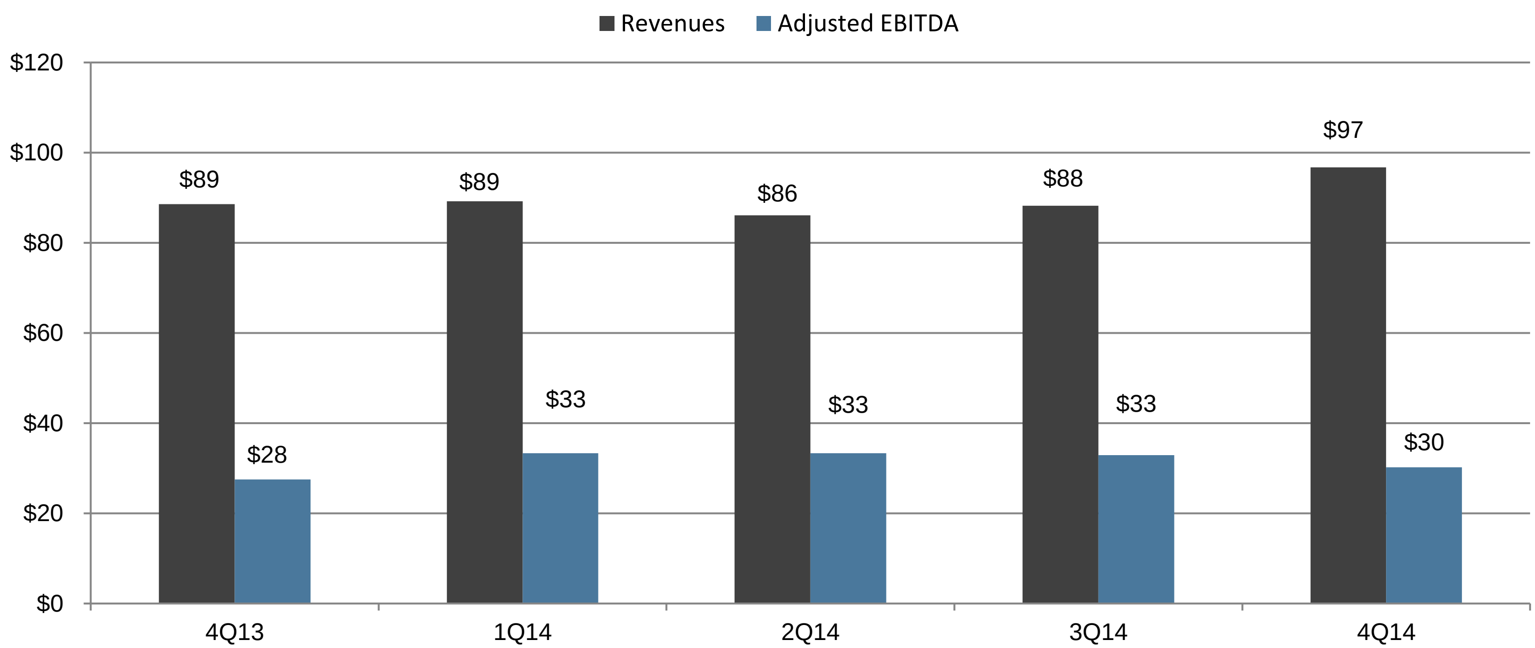
Strengthening Retail Proposition in Western Markets

- ✓ Elevating the “Best Value in Wireless” brand
  - Going back to our roots in Western Markets – local involvement, family-focus
- ✓ Achieve profitable retail growth
  - Sales organization realignment on key deliverables
- ✓ Deploying a multi-band 4G network
  - Expanding coverage to 50% of Covered POPs by year end
- ✓ New revenue generating services and connected devices
  - Increasing EIP penetration

Targeting material market share improvements in the Western Markets

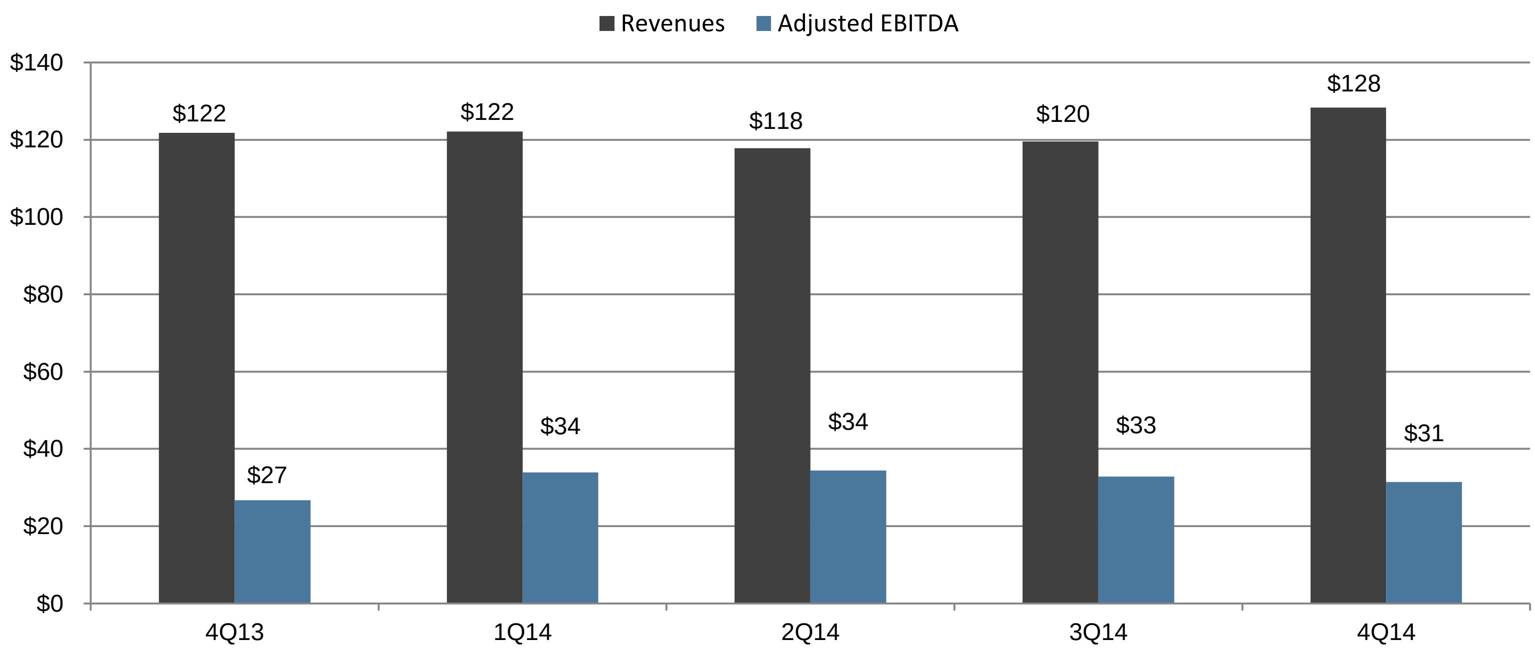
Key Financial Metrics (Western Markets)

Metric ($ millions)	4Q14	4Q13	Change	FY14	FY13	Change
Revenues	$96.7	$88.6	**9%**	$360.1	$359.8	**--**
Adjusted EBITDA	$30.2	$27.5	**10%**	$129.7	$145.7	**(11%)**
Ending Subscribers	N/A	N/A	**N/A**	282,100	273,600	**8,500**



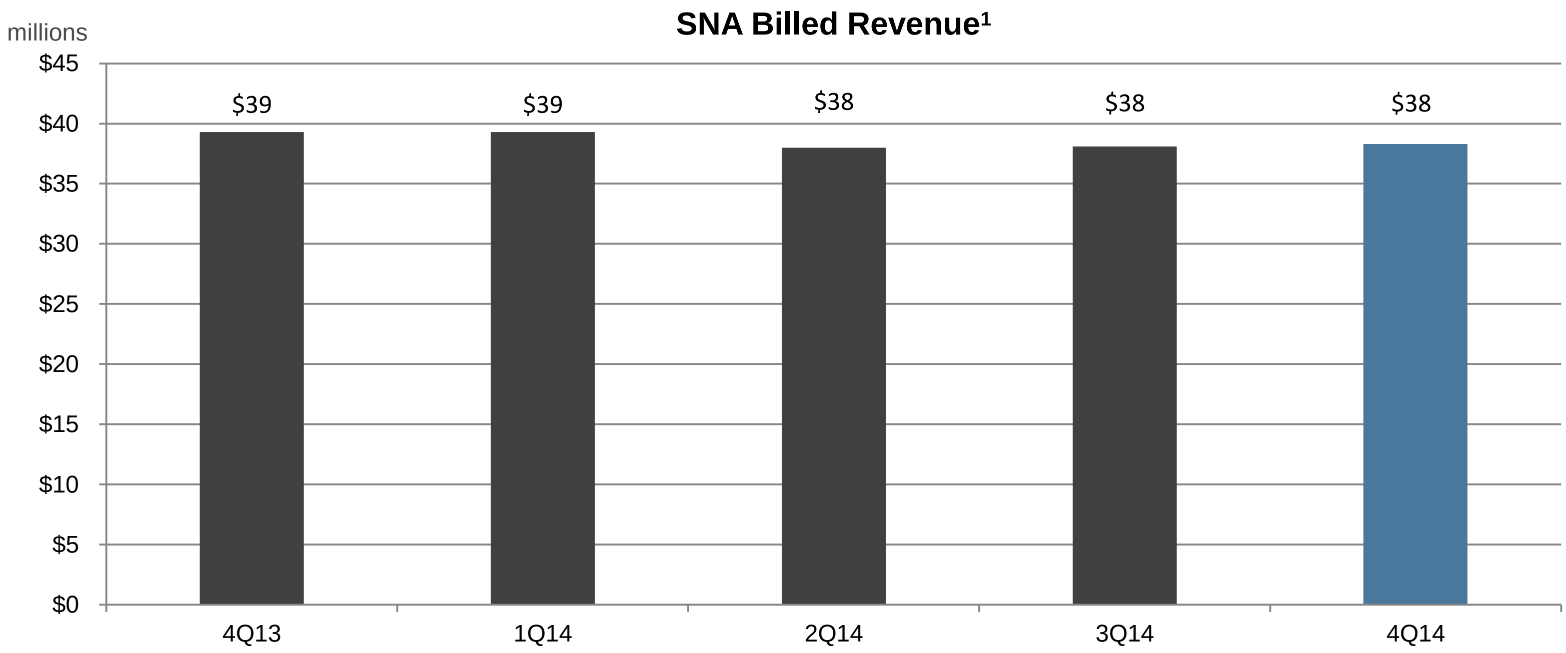
Key Financial & Subscriber Metrics (Consolidated)

Metric ($ millions)	4Q14	4Q13	Change	FY14	FY13	Change
Revenues	$128.3	$121.8	**5%**	$487.8	$491.9	**(1%)**
Adjusted EBITDA	$31.4	$26.7	**18%**	$132.4	$150.9	**(12%)**
Ending Subscribers	N/A	N/A	**N/A**	448,900	464,600	**(15,700)**



Wholesale/Other Revenue Impacted By SNA Amended Agreement

- 4Q14 wholesale/other revenue was $37.8 million, primarily reflecting revenue from SNA agreement with Sprint
- 4Q14 billed SNA revenue was up slightly from 3Q14 to $38.3 million, tied to increased data usage (reconciliation provided in earnings release)



[1]SNA Billed Revenue excludes GAAP adjustments to S/L the fixed component of the contract and for the non-cash value of leased spectrum.

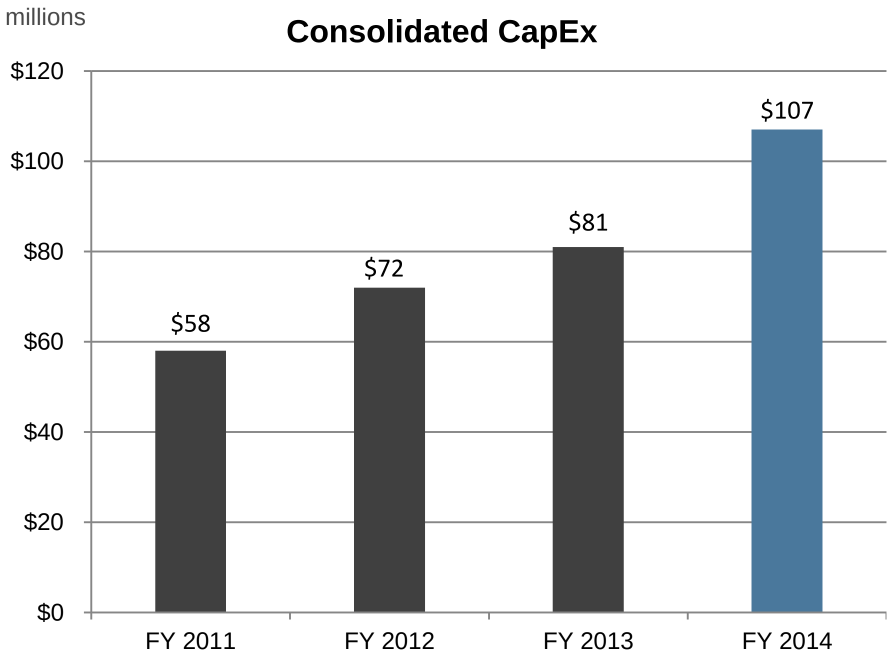
Capital Investment

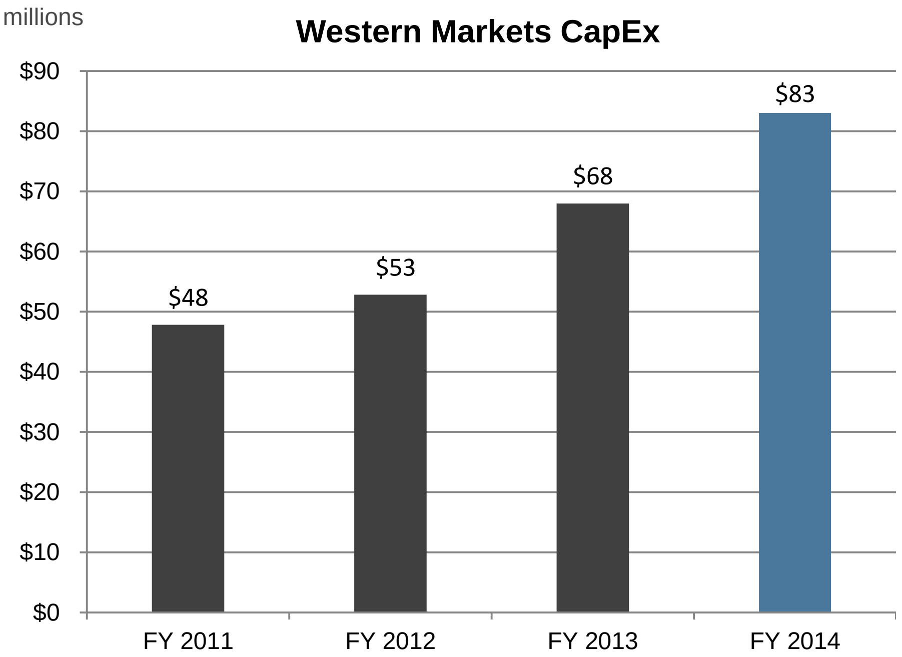
Catalysts:

- 2011-2012 Cell site expansion
- 2013-2014 Initial LTE deployment
- 2015-2017 Complete LTE deployment

Current Status:

- Rolling out tri-band network in Western Markets:
  - 800 MHz equipment being deployed
  - 2.5 GHz tested and scheduled for deployment





Capitalization Overview

Cash, unrestricted	$73.5
Total Debt	$525.4
Net Debt	$451.9
LTM Adjusted EBITDA[1]	$132.4
Secured Term Loan	$524.5
Net Debt Leverage	3.4x

[1]Please see Adjusted EBITDA reconciliation in the Appendix.

Note: Excludes $35 million in cash proceeds from tower sale in February

FY 2015 Preliminary Outlook (as of February 26, 2015)

- ✓ For the year ended December 31, 2015:
  - Adjusted EBITDA of $100 - $108 million (unchanged from December 2, 2014)
    - Includes approximately $140 - $144 million of SNA billed revenue
    - Includes $9 - $12 million of cost savings realized in FY 2015 of $20 million in corporate overhead previously allocated to Eastern Markets in FY 2014
    - <u>Excludes</u> any benefit from the wind-down of the Eastern Markets, restructuring costs and impairment charges
  - CapEx expected to be approximately $95 - $105 million

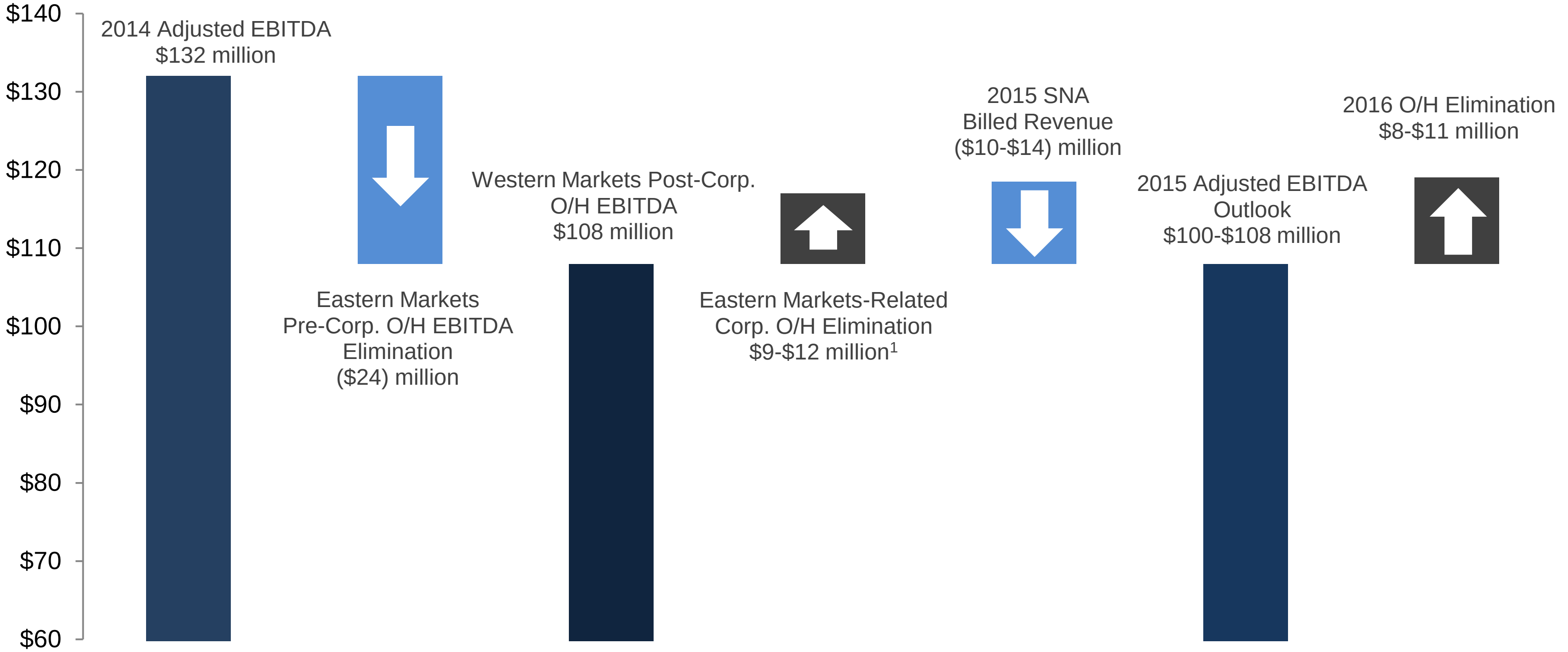
Questions & Answers

Appendix

FY 2014 - FY 2015 Guidance

✓ 2015 guidance driven by:

- Wind down in East
- Contracted SNA rate reset



[1]Of the $20 million of corporate overhead allocation otherwise absorbed by the remaining company in 2015, the Company expects to eliminate $9-$12 million during 2015.

Select Financial Metrics

NTELOS Holdings Corp.

Select Financial Metrics (in thousands)

	1Q13	2Q13	3Q13	4Q13	1Q14	2Q14	3Q14	4Q14	FY 2013	FY 2014
Western Markets										
Revenue	$ 86,774	$ 86,921	$ 97,516	$ 88,555	$ 89,166	$ 86,125	$ 88,191	$ 96,652	$ 359,766	$ 360,134
Operating Expenses	65,137	61,313	66,691	74,897	71,217	70,554	73,041	86,175	268,038	300,987
Operating Income	21,637	25,608	30,825	13,658	17,949	15,571	15,150	10,477	91,728	59,147
Adjusted EBITDA	36,504	38,051	43,688	27,504	33,348	33,307	32,878	30,197	145,747	129,730
Capital Expenditures	15,023	22,872	18,345	11,796	824	24,992	21,141	35,664	68,036	82,621
Consolidated										
Revenue	$ 119,345	$ 119,859	$ 130,912	$ 121,766	$ 122,082	$ 117,795	$ 119,638	$ 128,319	$ 491,882	$ 487,834
Operating Expenses	101,852	96,308	103,491	114,402	110,218	107,892	109,315	211,659 [1]	416,053	539,084 [1]
Operating Income	17,496	23,554	27,422	7,364	11,863	9,904	10,323	(83,340)	75,836	(51,250)
Adjusted EBITDA	37,416	41,188	45,558	26,726	33,923	34,363	32,778	31,371	150,888	132,435
Capital Expenditures	16,913	27,061	21,185	15,549	13,961	29,883	23,867	39,289	80,708	107,000
Eastern Markets										
Revenue	$ 32,571	$ 32,938	$ 33,396	$ 33,211	$ 32,916	$ 31,670	$ 31,447	$ 31,667	$ 132,116	$ 127,700
Operating Expenses	36,715	34,995	36,800	39,505	39,001	37,338	36,274	125,484 [1]	148,015	238,097 [1]
Operating Income	(4,141)	(2,054)	(3,403)	(6,294)	(6,086)	(5,667)	(4,827)	(93,817)	(15,892)	(110,397)
Adjusted EBITDA	912	3,137	1,870	(778)	575	1,056	(100)	1,174	5,141	2,705
Capital Expenditures	1,890	4,189	2,840	3,753	13,137	4,891	2,726	3,625	12,672	24,379

Note: Western Markets is defined as Consolidated Financial Measures less Eastern Market Financial Measures.

[1] *Includes $87.9 million of impairments and other charges and $3.7 million of restructuring charges.*

Consolidated

Adjusted EBITDA Reconciliation – Consolidated

(In thousands)	4Q14	3Q14	2Q14	1Q14	4Q13
Net income (loss) attributable to NTELOS Holdings Corp.	**$ (56,208)**	**$ 804**	**$ 484**	**$ 1,286**	**$ (784)**
Net income attributable to noncontrolling interests	307	352	373	436	403
Net income (loss)	**(55,901)**	**1,156**	**857**	**1,722**	**(381)**
Interest expense	8,052	8,371	8,315	7,958	7,504
Income tax expense (benefit)	(35,411)	767	640	1,110	80
Other expense (income), net	(80)	29	92	1,073	161
Operating income (loss)	**(83,340)**	**10,323**	**9,904**	**11,863**	**7,364**
Depreciation and amortization	18,990	18,473	19,929	19,067	17,486
Impairment and other charges	87,853	-	-	-	-
Restructuring	3,663	-	-	-	-
Accretion of asset retirement obligations	362	280	331	315	171
Equity-based compensation	778	(403)	1,283	1,311	1,330
SNA straight-line adjustment	3,065 [1]	3,065 [1]	2,043	-	-
Other	-	1,040 [3]	873 [2]	1,367 [3]	375 [4]
Adjusted EBITDA	**$ 31,371**	**$ 32,778**	**$ 34,363**	**$ 33,923**	**$ 26,726**

[1] Adjustment for impact of recognizing a portion of the billed SNA contract on a straight-line basis

[2] 2Q14 includes $0.9 million legal costs related to new Sprint agreement.

[3] 2014 includes $1.0 million charge in 3Q and $1.4 million charge in 1Q related to certain employee separation expenses.

[4] 4Q13 includes $0.4 million related to secondary offering cost.

ARPA Reconciliation — Consolidated

ARPA Reconciliation - Postpay							
Average Monthly Revenue per Account (ARPA) [1]	**4Q14**	**3Q14**	**2Q14**	**1Q14**	**4Q13**	**FY 2014**	**FY 2013**
(In thousands, except for accounts and ARPA)							
Operating revenues	$ 128,319	$ 119,638	$ 117,795	$ 122,082	$ 121,766	$ 491,882	$ 491,882
Less: prepay service revenues	(14,516)	(15,521)	(16,206)	(16,960)	(16,956)	(65,300)	(65,300)
Less: equipment revenues	(19,301)	(9,802)	(6,560)	(7,491)	(6,572)	(25,245)	(25,245)
Less: wholesale and other adjustments	(37,865)	(37,231)	(37,900)	(40,018)	(40,525)	(172,754)	(172,754)
Postpay service revenues	$ 56,637	$ 57,084	$ 57,129	$ 57,613	$ 57,713	$ 228,583	$ 228,583
Average number of postpay accounts	142,500	141,800	138,800	139,700	140,500	141,700	141,700
Postpay ARPA	$ 132.48	$ 134.18	$ 137.20	$ 137.47	$ 136.89	$ 134.44	$ 134.44

[1] Average monthly revenue per account (ARPA) is computed by dividing postpay service revenues per period by the average number of postpay accounts during that period. As defined, ARPA may not be similar to ARPA measures of other companies, is not a measurement under GAAP and should be considered in addition to, but not as a substitute for, the information contained in the Company’s consolidated Income Statement. The Company closely monitors the effects of new rate plans and service offerings on ARPA in order to determine their effectiveness. ARPA provides management useful information concerning the appeal of NTELOS rate plans and service offerings and the Company’s performance in attracting and retaining high-value customers.

Western Markets

Statement of Operating Income – Western Markets

Western Markets Proforma [1]

Condensed Consolidated Statements of Operations	Three Months Ended (Unaudited)								Twelve Months Ended (Unaudited)	
(In thousands, except per share amounts)	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2014	December 31, 2013
Operating Revenues	$ 96,652	$ 88,191	$ 86,125	$ 89,166	$ 88,555	$ 97,516	$ 86,921	$ 86,774	$ 360,134	$ 359,766
Operating Expenses										
Cost of sales and services	45,486	38,585	34,602	34,551	39,223	33,055	29,516	30,109	153,224	131,903
Customer operations	18,296	15,169	14,996	16,021	16,356	15,317	14,461	14,725	64,482	60,859
Corporate operations	6,710	5,629	7,238	7,723	6,864	6,533	6,025	6,489	27,300	25,911
Restructuring	982	-	-	-	-	-	-	-	982	-
Depreciation and amortization	14,701	13,658	13,718	12,922	12,454	11,786	15,753	13,814	54,999	53,807
Gain on sale of intangible assets	-	-	-	-	-	-	(4,442)	-	-	(4,442)
	86,175	73,041	70,554	71,217	74,897	66,691	61,313	65,137	300,987	268,038
Operating Income	$ 10,477	$ 15,150	$ 15,571	$ 17,949	$ 13,658	$ 30,825	$ 25,608	$ 21,637	$ 59,147	$ 91,728

[1] Proforma Western Markets is defined as Holdings less Eastern Markets.

Adjusted EBITDA Reconciliation – Western Markets

(In thousands)	4Q14	3Q14	2Q14	1Q14	4Q13
Net income (Loss) attributable to NTELOS Holdings Corp.	**$ (56,208)**	**$ 804**	**$ 483**	**$ 1,287**	**$ (784)**
Net income attributable to noncontrolling interests	307	352	373	436	403
Net income (loss)	**$ (55,901)**	**$ 1,156**	**$ 856**	**$ 1,723**	**$ (381)**
Operating loss attributable to Eastern Markets	93,817	4,827	5,668	6,085	6,294
Interest expense	8,052	8,371	8,315	7,958	7,504
Income tax expense (benefit)	(35,411)	767	640	1,110	80
Other expense (income), net	(80)	29	92	1,073	161
Operating income	**$ 10,477**	**$ 15,150**	**$ 15,571**	**$ 17,949**	**$ 13,658**
Depreciation and amortization	14,701	13,658	13,718	12,922	12,453
Restructuring [2]	982	-	-	-	-
Gain on sale of intangible assets	-	-	-	-	-
Accretion of asset retirement obligations	241	179	235	223	120
Equity-based compensation	731	(212)	866	887	898
SNA straight-line adjustment [3]	3,065	3,065	2,043	-	-
Other [4]	-	1,038	874	1,367	375
Adjusted EBITDA	**$ 30,197**	**$ 32,878**	**$ 33,307**	**$ 33,348**	**$ 27,504**

[1] Proforma Western Markets is defined as Holdings less Eastern Markets.

[2] Restructuring costs attributable to Corporate and Western Markets.

[3] Adjustment for impact of recognizing a portion of the billed SNA contract revenues on a straight-line basis.

[4] Other includes legal and advisory fees related to Amended and Restated Sprint agreement and certain employee separation charges.

ARPA Reconciliation — Western Markets

ARPA Reconciliation - Postpay							
Average Monthly Revenue per Account (ARPA) [1]	**4Q14**	**3Q14**	**2Q14**	**1Q14**	**4Q13**	**FY 2014**	**FY 2013**
(In thousands, except for accounts and ARPA)							
Operating revenues	$ 96,652	$ 88,191	$ 86,125	$ 89,166	$ 88,555	$ 360,134	$ 359,766
Less: prepay service revenues	(6,235)	(6,342)	(6,507)	(6,700)	(6,620)	(25,784)	(25,048)
Less: equipment revenues	(14,827)	(6,620)	(4,053)	(4,556)	(3,987)	(30,056)	(14,847)
Less: wholesale and other adjustments	(37,369)	(37,123)	(37,701)	(40,139)	(40,330)	(152,332)	(172,291)
Postpay service revenues	$ 38,221	$ 38,106	$ 37,864	$ 37,771	$ 37,618	$ 151,962	$ 147,580
Average number of postpay accounts	96,400	94,900	92,400	92,200	91,900	94,000	92,000
Postpay ARPA	$ 132.12	$ 133.83	$ 136.61	$ 136.60	$ 136.49	$ 134.75	$ 133.62

[1] Average monthly revenue per account (ARPA) is computed by dividing postpay service revenues per period by the average number of postpay accounts during that period. As defined, ARPA may not be similar to ARPA measures of other companies, is not a measurement under GAAP and should be considered in addition to, but not as a substitute for, the information contained in the Company's consolidated Income Statement. The Company closely monitors the effects of new rate plans and service offerings on ARPA in order to determine their effectiveness. ARPA provides management useful information concerning the appeal of NTELOS rate plans and service offerings and the Company's performance in attracting and retaining high-value customers.

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