

2Q24 Financial Earnings

July 31, 2024



Safe Harbor Statement

This presentation includes forward-looking statements that are subject to risks and uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. Forward-looking statements are typically identified by words or phrases such as “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “target,” “forecast” and other words and terms of similar meaning.

Forward-looking statements include, but are not limited to, guidance regarding 2024 financial and operational results and our ability to successfully execute our 2024 company strategic goals supporting the guidance, including our quality initiatives designed to improve our customer’s experiences; anticipated Kinetic broadband subscribers and market penetration growth, including broadband additions; availability and timing of delivery of fiber broadband to customers, including fiber broadband penetration; number of households or locations that may be served generally and related to funding from various state and federal broadband programs, including future programs, public-private partnerships with government entities, the Rural Digital Opportunity Fund and the Broadband Equity and Access Deployment Program (BEAD); opportunities related to strategic sales, products, and strategic revenue growth across all of our business units; expectations regarding expense management activities, including continuation of reduction in interconnection and access expense, and the timing and benefit of such activities; statements regarding possible benefits of the proposed transaction with Uniti Group, Inc., that was announced publicly in May 2024; and any other statements regarding plans, objectives, expectations and intentions and other statements that are not historical facts. These statements, along with other forward-looking statements regarding Windstream’s overall business outlook, are based on estimates, projections, beliefs, and assumptions that Windstream believes are reasonable but are not guarantees of future events, performance, or results. Actual future events and results may differ materially from those expressed in these forward-looking statements as the result of a number of important factors.

Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include risks and uncertainties relating to increased competitive pressures as state and federal broadband funding programs provide opportunities for new entrants in our markets and possible overbuilding of our network; our ability to, and the extent to which, we participate in BEAD and are able to successfully secure funding via competitive bidding processes over our competitors, especially in light of the various bidding requirements and program parameters proposed by the individual states for the award of BEAD funding; loss of funding from the Affordable Connectivity Program that may lead to customer disconnects or other state or federal subsidy programs that are not yet permanent programs; the effect of any changes in federal or state governmental regulations or statutes, including any new regulations regarding alleged digital discrimination and net neutrality in the marketplace; uncertainty created in the federal Universal Service Fund program based on pending legal actions; oversight or enforcement activities by state or federal agencies; that the proposed transaction with Uniti Group, Inc., could cause distraction by management and an allocation of resources that otherwise would have been attributed to the business; adverse changes in economic conditions, including the impact of foreign wars or political upheaval; risks and uncertainties from cost pressures and inflation on our customers’ communications and payment decisions and on the business of our vendors; adverse economic, political or market conditions related to epidemics, pandemics, or disease outbreaks, and the impact of these conditions on our business operations and financial position and on our customers; impact of any supply chain delays or shortages on our business operations and on our customers’ ability to operate their business; that the expected benefits of cost reduction and expense management activities are not realized or adversely affect our sales and operations or are otherwise disruptive to our business and personnel; the impact of new, emerging, or competing technologies and our ability to utilize these technologies to provide services to our customers; and general U.S. and worldwide economic conditions and related uncertainties. Windstream does not undertake any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Participants



Paul Sunu
Chief Executive Officer



Drew Smith
Chief Financial Officer
& Treasurer



Genesis White
VP, Investor Relations
& Assistant Treasurer

2024 Priorities



Be the **PREMIER** broadband provider

WINDSTREAM
ENTERPRISE



Be the **TRUSTED** communications and security advisor



Be the **INNOVATIVE** wholesale leader



OPERATIONS & SUPPORT

Be the **unwavering** foundation that aligns, nurtures and enables us to be our best



Prioritize quality and trust.



Do it right the first time, every time.



Give our best in everything we do.

Second Quarter Highlights

Adjusted EBITDAR of \$362M, up 4% year to date⁽¹⁾



Consumer Highlights

- Kinetic consumer service revenue down 2% year-over-year largely driven by impact of the ACP step-down⁽²⁾
- Strong fiber additions of 17K in quarter
- Consumer Broadband ARPU of \$89.13 up 2% y-o-y

Fiber Build Momentum Continues

- 94K new consumer premises added year to date
- Approximately 1.6 million consumer premises now have access to FTTH services
- 36% coverage of consumer households was achieved by quarter end

WINDSTREAM
ENTERPRISE

&



Strong Strategic Revenue Trends

- Continued focus on Strategic & Advanced IP portfolios, which now represent 89% of total Enterprise Market service revenue⁽³⁾⁽⁴⁾
- Wholesale had solid performance highlighted by high demand from telecom, cable and content customers

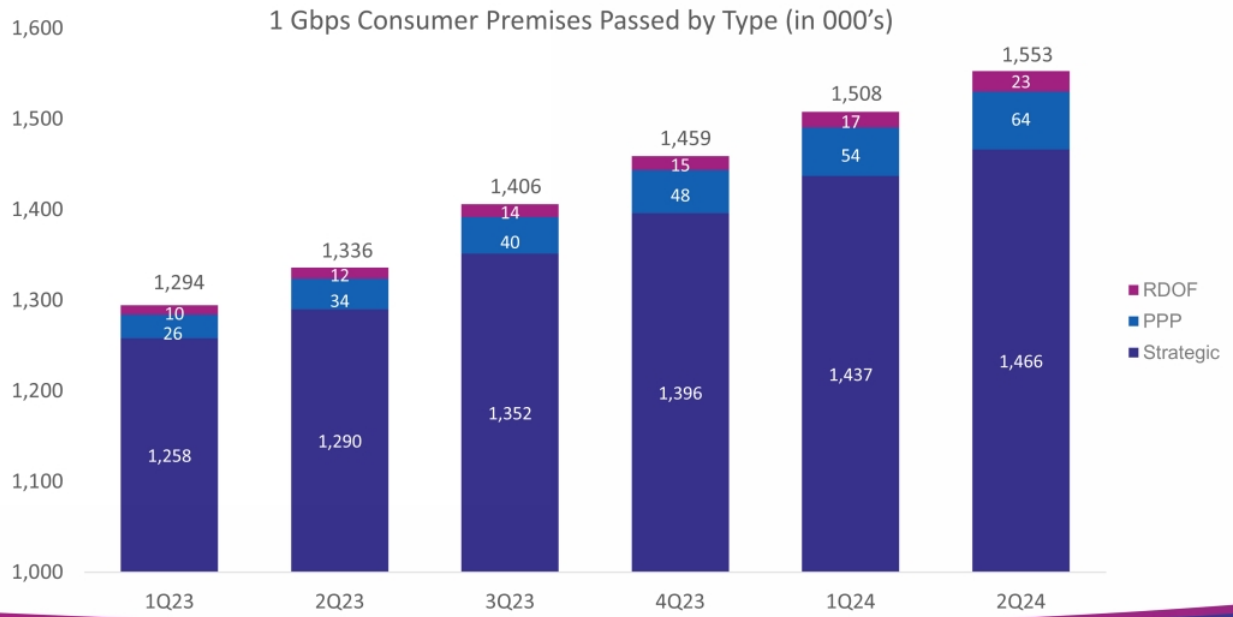
Interconnection Expense Reduction⁽⁴⁾

- Total interconnection expense fell by 16% y-o-y; legacy-TDM related expenses⁽⁵⁾ fell by 26% y-o-y
- Of the \$645 million in annualized interconnection expense remaining, \$279 million relates to TDM services⁽⁵⁾

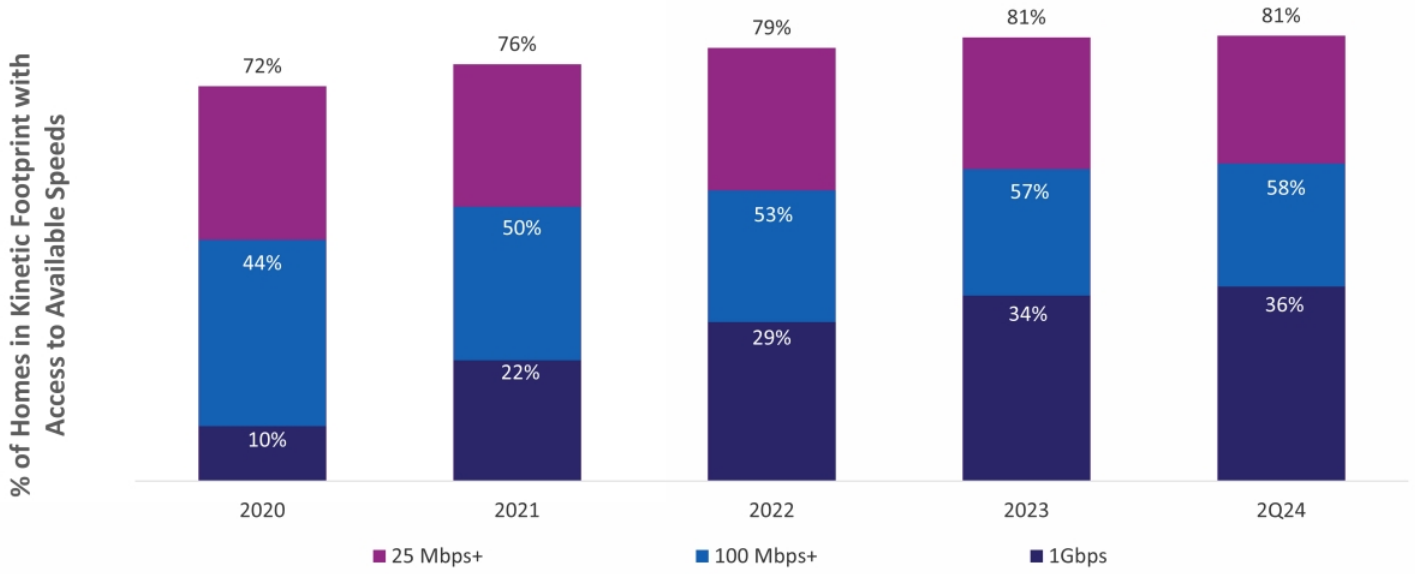
(1) Adjusted EBITDAR excluding gain on sale of IPv4 assets in 1Q24 (2) Step-down of the Affordable Connectivity Program (ACP) began in 2Q24; Windstream's ACP customer base received ~\$3M in monthly subsidy under this program (3) Excludes End user surcharges; (4) Based on 2Q24 results on an annualized basis (5) Includes TDM expenses as shown on Slide 11, plus Network Facilities (excluding Fiber Expense)

Fiber Broadband Expansion Acceleration

94K 1 Gbps Consumer Premises Constructed Year to Date

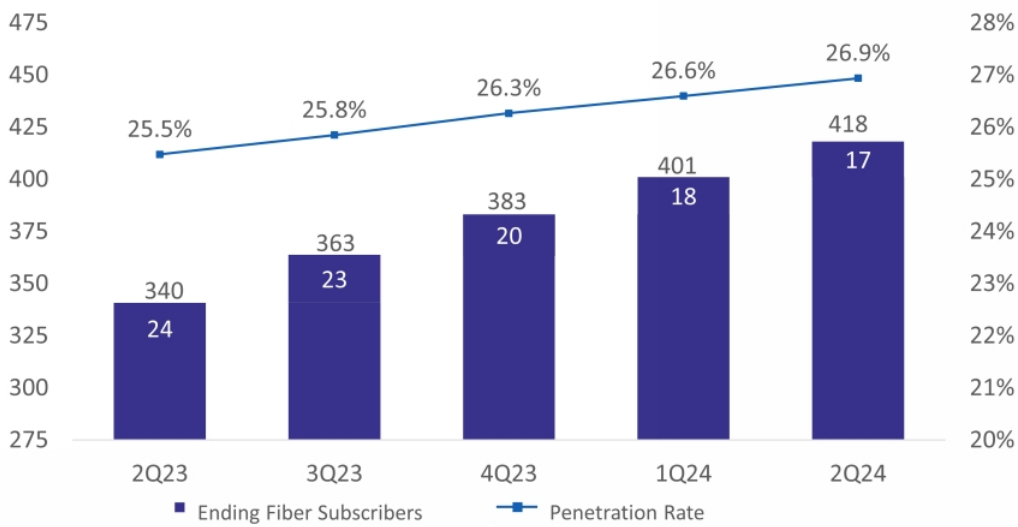


Enhanced Speeds Across All Speed Tiers



Fiber Broadband Adds Continue to Accelerate

Consumer Fiber Subscription Growth Shows Strong Adoption of New 1 Gbps Facilities



Note: Consumer Subscriber counts in 000's

Ended 2Q with
418K
Consumers on
1G capable facilities,
up 17K from 1Q24

26.9%
Penetration

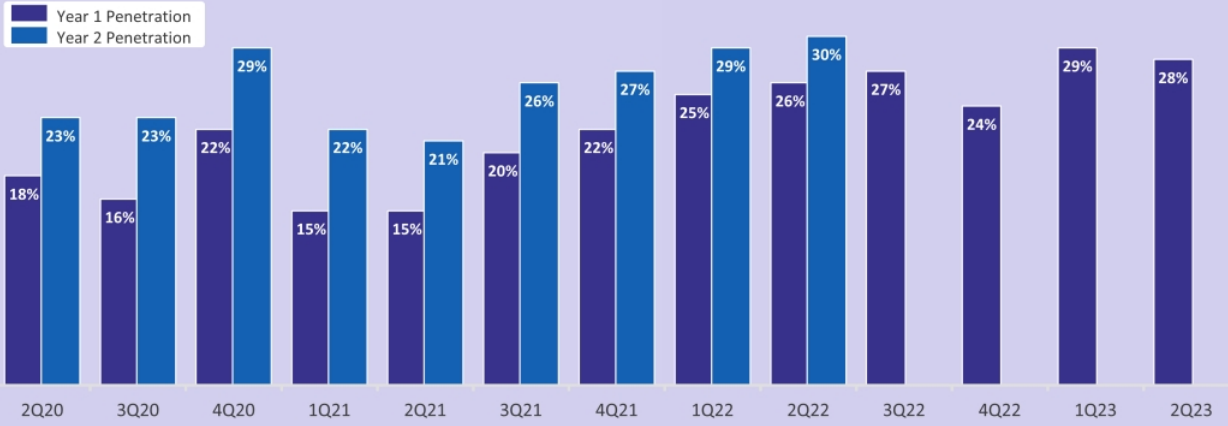
Fiber Cohort Penetration

Newest Fiber Cohorts Are Showing Strong Penetration Early

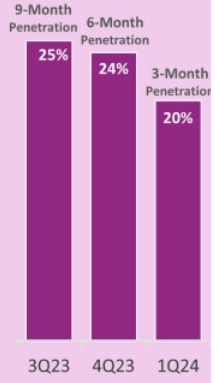
40%

Target Penetration
Over a 4 Year Period

Year 1 & Year 2 Cohort Penetration



< 1 Year Cohorts



Note: Cohort penetration reflects consumers on 1G capable facilities, within the respective cohort, at the 12-month (Year 1 Penetration) and 24-month (Year 2 Penetration) anniversary of the cohort being launched. Less than 1 Year cohort penetration is shown as of June 30, 2024, reflecting penetration at the 9-, 6- and 3-month mark for cohorts completed in the third and fourth quarter of 2023, and first quarter of 2024, respectively.

2Q24 Financial Results

Unaudited Adjusted Results of Operations (non-GAAP)

Financial Overview <i>(Dollars in Millions)</i>	2023	2023	2023	2023	2024	2024
	Q2	Q3	Q4	YE	Q1	Q2
Revenue and Sales						
Kinetic Market	\$ 537	\$ 530	\$ 540	\$ 2,143	\$ 547	\$ 529
Enterprise Market	338	346	314	1,369	316	287
Wholesale Market	106	115	103	437	114	100
Service Revenue	\$ 980	\$ 991	\$ 958	\$ 3,948	\$ 977	\$ 916
Product & Fiber Sales	11	11	9	39	24	11
Total Revenue and Sales	\$ 991	\$ 1,002	\$ 967	\$ 3,987	\$ 1,001	\$ 926
Expenses						
Direct Segment Expenses	\$ 358	\$ 363	\$ 337	\$ 1,421	\$ 343	\$ 326
Network Access & Facilities	129	127	118	505	111	109
Shared Network & Operations	75	75	72	302	70	64
Information Technology/Shared Corporate	69	68	60	271	71	65
Total Expenses	\$ 631	\$ 632	\$ 588	\$ 2,499	\$ 595	\$ 565
Adjusted EBITDAR ⁽¹⁾	\$ 360	\$ 370	\$ 379	\$ 1,488	\$ 406	\$ 362
Adjusted EBITDAR Margin %	36.3%	36.9%	39.2%	37.3%	40.6%	39.1%

⁽¹⁾ 1Q24 Adjusted EBITDAR excluding gain on sale of IPv4 assets

Significant Interconnection Cost Reductions

TDM Retirement Accelerates Cost Reduction and Improves Customer Experience

Interconnection Expenses (in millions)

	2Q23 Annualized	2Q24 Annualized	YoY Change %
TDM	\$ 79	\$ 38	(51%)
IP/Ethernet	\$ 242	\$ 216	(11%)
Last Mile Access	\$ 321	\$ 255	(21%)
TDM	\$ 46	\$ 12	(74%)
IP/Ethernet	\$ 19	\$ 15	(19%)
Network Access	\$ 65	\$ 27	(58%)
Network Facilities (excluding Fiber Expense)	\$ 61	\$ 40	(34%)
Fiber Expense & Other	\$ 22	\$ 19	(14%)
Network Facilities Expense	\$ 83	\$ 59	(29%)
Enterprise Interconnect and Network Facilities Expense	\$ 469	\$ 342	(27%)
Network Facilities (excluding Fiber Expense)	\$ 189	\$ 189	0%
Fiber Expense & Other ⁽²⁾	\$ 113	\$ 114	1%
Kinetic & Wholesale Network Facilities Expense	\$ 302	\$ 303	1%
Total Interconnect and Network Facilities Expense	\$ 771	\$ 645	(16%)

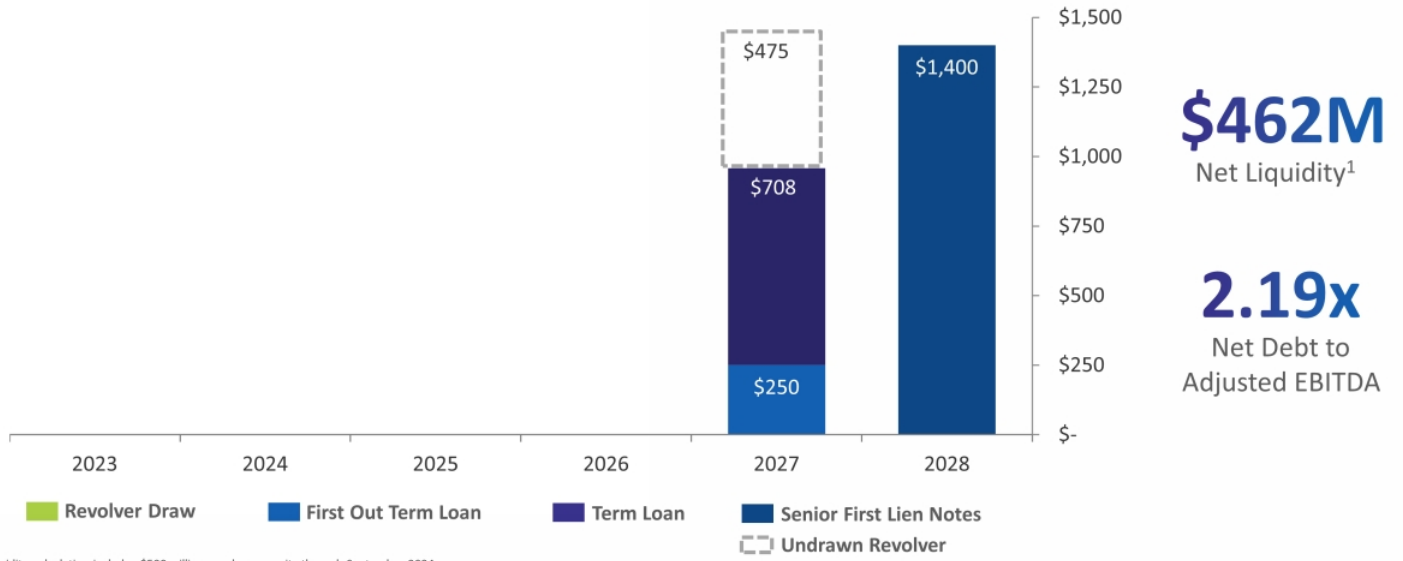
(1) Includes TDM expenses as shown, plus Network Facilities (excluding Fiber Expense)

(2) Kinetic Fiber Expense & Other was updated during the current quarter to include Kinetic Pole Attachment expense. Prior periods were restated to reflect this change

- 2Q24 annualized run-rate of \$645 million in interconnection and network facilities expenses; annualized decline of 16%
- \$279 million of Legacy TDM-related expense⁽¹⁾ including Network Facility expense; annualized decline of 26%
- Continued execution of multi-year program to migrate legacy TDM customers to newer technologies, moving from circuit-level to market-level optimization
- The focus on market-level TDM removal will enable greater reductions in network real estate and colocation expenses

Strong Balance Sheet with No Near-Term Maturities

Debt Maturity as of June 30, 2024



\$462M
Net Liquidity¹

2.19x
Net Debt to
Adjusted EBITDA

¹ Net Liquidity calculation includes \$500 million revolver capacity through September 2024

Note: Available capacity under credit facility excludes outstanding letters of credit of \$134.1 million of which \$104.6 million was issued to Universal Service Administrative Company as a condition for Windstream receiving RDOF funding. The amended senior secured revolving credit facility will have \$500 million of capacity through September 21, 2024, and \$475 million of capacity through January 23, 2027.

WIN Fully Owns and Operates Substantial Assets

Kinetic Fully Owned and Operated Metrics		E&W Owned & Operated
Broadband Consumers ⁽¹⁾	Fiber Broadband Consumers ⁽¹⁾	Fiber Route Miles ⁽¹⁾⁽⁴⁾
215K (20.7%)	117K (31.3%)	80K (75.0%)
Fiber Households Today ⁽¹⁾	Fiber Households – Build Plan ⁽¹⁾	Windstream Owns 100GB POPs ⁽¹⁾
453K (29.2%)	651K (35.0%)	1,358 (100.0%)
Total Consumer Revenues ⁽²⁾	Kinetic Owned Assets ⁽³⁾	E&W Owned Assets ⁽³⁾
\$229M	\$2.5B	\$1.0B

- (1) Metric represents number and percentage of Windstream total not associated or encumbered by Uniti Master Lease Agreements as of June 30, 2024
(2) Consumer Revenues for FY 2023 that are not within in-footprint ILEC markets governed by Uniti ILEC Master Lease Agreement
(3) Kinetic and E&W Owned Assets represent net PP&E, excluding CWIP, as of December 31, 2023, for Windstream owned assets
(4) Beginning in 2Q24, the calculation of Fiber Route Miles was modified to align with Uniti disclosures

2024 Financial and Operational Guidance

<i>(all \$ in millions)</i>	2023 Results	2024 Guidance
Adjusted EBITDAR ⁽¹⁾	\$1,488M	Approximately flat y-o-y (adjusted for ACP expiration) ⁽²⁾
Capex, net ⁽³⁾	\$798M	Approximately \$700M
Unlevered Free Cash Flow ⁽⁴⁾	\$155M	Approximately \$140M
Fiber Consumer Customer Additions	96K	Similar to 2023
Fiber Premises Constructed	232K	Approximately 200K (lowered from previous: "Similar to 2023")

(1) 2024 Adjusted EBITDAR guidance excludes the impact of non-core operating asset sales during the period

(2) Adjusted for expected wind-down of the Affordable Connectivity Program (ACP) in 2Q 2024. Windstream's ACP customer base currently receives ~\$3M in monthly subsidy under this program

(3) Adjusted Capex, less GCI reimbursements

(4) Total change in cash, excluding cash interest, cash taxes and debt amortization payments

Appendix

Quarterly supplemental schedules (Pro Forma)

Supplemental Financial Information

Windstream Holdings II, LLC ("Windstream", "we", "us", "our", or "the Company") has presented in this Investor Supplement unaudited adjusted results, which excludes depreciation and amortization, straight-line expense under the master leases with Uniti Group, Inc. ("Uniti"), equity-based compensation expense, and certain other costs. We have also presented certain measures of our operating performance, on an adjusted basis, that reflects the impact of the cash payment due under the master leases with Uniti.

Subsequent to the release of our 1Q 2024 Investor Supplement, management made additional changes to the assigning of costs and expenses that affected previously reported total costs and expenses related to Kinetic, Enterprise and shared services. Prior period costs and expenses and direct margin information presented on pages 17 through 20 have been revised to reflect these changes.

We use Adjusted EBITDA, Adjusted EBITDAR, Adjusted Free Cash Flow and Adjusted Capital Expenditures as key measures of the operational performance of our business. Our management, including the chief operating decision-maker, consistently uses these measures for internal reporting and the evaluation of business objectives, opportunities and performance, and the determination of management compensation. Management believes that Adjusted Free Cash Flow provides investors with useful information about the ability of our core operations to generate cash flow. Because capital spending is necessary to maintain our operational capabilities, we believe that capital expenditures represents a recurring and necessary use of cash. As such, we believe investors should consider our capital spending and payments due under our master leases with Uniti when evaluating the amount of cash provided by our operating activities.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
UNAUDITED ADJUSTED RESULTS OF OPERATIONS (NON-GAAP)
QUARTERLY SUPPLEMENTAL INFORMATION
for the quarterly periods in the years 2024 and 2023
(In millions)

ADJUSTED RESULTS OF OPERATIONS:	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Revenues and sales:								
Service revenues	\$ 1,892.4	\$ 915.7	\$ 976.7	\$ 3,948.0	\$ 957.8	\$ 990.8	\$ 980.0	\$ 1,019.4
Product and fiber sales	34.5	10.6	23.9	38.7	8.7	11.2	10.9	7.9
Total revenues and sales	1,926.9	926.3	1,000.6	3,986.7	966.5	1,002.0	990.9	1,027.3
Costs and expenses:								
Cost of services	810.8	398.9	411.9	1,758.7	408.4	441.9	446.0	462.4
Cost of sales	25.1	8.7	16.4	40.3	8.3	11.1	11.1	9.8
Selling, general and administrative	323.1	150.9	166.2	699.8	171.0	179.4	174.1	175.3
Costs and expenses	1,159.0	564.5	594.5	2,498.8	587.7	632.4	631.2	647.5
Adjusted EBITDAR, excluding gain on sale of operating assets	767.9	361.8	406.1	1,487.9	378.8	369.6	359.7	379.8
Gain on sale of operating assets (see note below)	103.2	-	103.2	-	-	-	-	-
Adjusted EBITDAR (A)	871.1	361.8	509.3	1,487.9	378.8	369.6	359.7	379.8
Cash payment under master leases with Uniti	(337.2)	(168.9)	(168.3)	(672.2)	(168.3)	(168.4)	(168.0)	(167.5)
Cash received from Uniti per settlement agreement	49.0	24.5	24.5	98.0	24.5	24.5	24.5	24.5
Adjusted EBITDA (B)	\$ 582.9	\$ 217.4	\$ 365.5	\$ 913.7	\$ 235.0	\$ 225.7	\$ 216.2	\$ 236.8
Margins (C):								
Adjusted EBITDAR margin, excluding gain on sale of operating assets	39.9%	39.1%	40.6%	37.3%	39.2%	36.9%	36.3%	37.0%
Adjusted EBITDAR margin	45.2%	39.1%	50.9%	37.3%	39.2%	36.9%	36.3%	37.0%
Adjusted EBITDA margin	30.3%	23.5%	36.5%	22.9%	24.3%	22.5%	21.8%	23.1%
Adjusted Capital Expenditures	\$ 449.9	\$ 204.1	\$ 245.8	\$ 1,048.4	\$ 233.6	\$ 265.8	\$ 245.9	\$ 303.1
Adjusted Free Cash Flow (D)	\$ 197.6	\$ 36.6	\$ 161.0	\$ (132.0)	\$ (14.9)	\$ (51.4)	\$ 16.5	\$ (82.2)

Note: In March 2024, the Company sold certain of its unused IPv4 addresses for \$104.3 million and received \$103.5 million in cash, net of broker fees. Including other transaction-related expenses, the Company recognized a pretax gain of \$103.2 million from the sale.

- (A) Adjusted EBITDAR is earnings before interest expense, income taxes and depreciation and amortization and is calculated as operating income (loss) excluding depreciation and amortization, straight-line expense under the master leases with Uniti, equity-based compensation expense, and certain other costs.
- (B) Adjusted EBITDA is Adjusted EBITDAR after the cash payment due under the master leases with Uniti excluding additional rent paid for growth capital expenditures funded by Uniti and increased for cash received from Uniti per the settlement agreement.
- (C) Margins are calculated by dividing the respective profitability measures by total revenues and sales.
- (D) Adjusted Free Cash Flow is Adjusted EBITDA less adjusted capital expenditures, additional rent paid for growth capital expenditures funded by Uniti and cash paid for interest on long-term debt obligations plus funding received from Uniti for growth capital expenditures and adjusted for cash (paid) refunded for income taxes, net.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 UNAUDITED ADJUSTED RESULTS OF OPERATIONS (NON-GAAP)
 QUARTERLY SUPPLEMENTAL INFORMATION
 for the quarterly periods in the years 2024 and 2023
 (In millions)

Debt Leverage Ratio:	As of
	6/30/2024
Long-term debt, including current maturities (E)	\$ 2,357.8
Add: Capital lease obligations	22.3
Less: Cash and cash equivalents	(96.4)
Net debt	<u>\$ 2,283.7 (1)</u>
	Twelve
	Months Ended
	6/30/2024
Adjusted EBITDA	\$ 1,043.6 (2)
Net leverage ratio (F) - computed as (1)/(2)	<u>2.19x</u>
Available liquidity as of March 31, 2024:	
Cash and cash equivalents	\$ 96.4
Available capacity under credit facility (G)	365.9
Available liquidity	<u>\$ 462.3</u>

(E) Long-term debt, including current maturities excluding unamortized debt discount.

(F) The net leverage ratio is computed by dividing net debt by Adjusted EBITDA.

(G) Available capacity under credit facility excludes outstanding letters of credit of \$134.1 million of which \$104.5 million was issued to Universal Service Administrative Company as a condition for Windstream receiving Rural Digital Opportunity Fund ("RDOF") funding.

See page 23 for computations of Adjusted EBITDAR, Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Capital Expenditures.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 QUARTERLY SUPPLEMENTAL INFORMATION - REVENUE AND ADJUSTED EBITDAR SUPPLEMENT
 for the quarterly periods in the years 2024 and 2023
 (In millions)

	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Revenues and sales:								
Kinetic Market	\$ 1,076.0	\$ 528.9	\$ 547.1	\$ 2,142.8	\$ 540.3	\$ 530.0	\$ 536.6	\$ 535.9
Enterprise Market	602.7	287.0	315.7	1,368.6	314.1	345.6	337.9	371.0
Wholesale Market	213.7	99.8	113.9	436.6	103.4	115.2	105.5	112.5
Total service revenues	1,892.4	915.7	976.7	3,948.0	957.8	990.8	980.0	1,019.4
Product and fiber sales	34.5	10.6	23.9	38.7	8.7	11.2	10.9	7.9
Total revenues and sales	1,926.9	926.3	1,000.6	3,986.7	966.5	1,002.0	990.9	1,027.3
Costs and expenses:								
Direct segment expenses	\$ 669.3	\$ 326.2	\$ 343.1	\$ 1,421.5	\$ 337.1	\$ 362.8	\$ 358.1	\$ 363.5
Network access and facilities	219.8	109.0	110.8	505.1	118.0	126.8	128.8	131.5
Shared network and operations	133.7	64.2	69.5	301.5	72.2	74.6	75.3	79.4
Information technology and shared corporate	136.2	65.1	71.1	270.7	60.4	68.2	69.0	73.1
Total costs and expenses	1,159.0	564.5	594.5	2,498.8	587.7	632.4	631.2	647.5
Adjusted EBITDAR, excluding gain on sale of operating assets	767.9	361.8	406.1	1,487.9	378.8	369.6	359.7	379.8
Gain on sale of operating assets	103.2	-	103.2	-	-	-	-	-
Adjusted EBITDAR	\$ 871.1	\$ 361.8	\$ 509.3	\$ 1,487.9	\$ 378.8	\$ 369.6	\$ 359.7	\$ 379.8
Adjusted EBITDAR margin, excluding gain on sale of operating assets	39.9%	39.1%	40.6%	37.3%	39.2%	36.9%	36.3%	37.0%
Adjusted EBITDAR margin	45.2%	39.1%	50.9%	37.3%	39.2%	36.9%	36.3%	37.0%

Note: The above supplemental information presents our business unit revenues and sales segmented between markets in which we are the incumbent local exchange carrier ("ILEC") and provide services to customers over network facilities operated by us (Kinetic) and those markets in which we are a competitive local exchange carrier ("CLEC") and provide services over network facilities primarily leased from other carriers (Enterprise and Wholesale). Accordingly, certain ILEC-related revenues included in Enterprise and Wholesale services revenues presented on page 20 have been reclassified and included in Kinetic service revenues presented above. This supplemental information has been presented solely for additional insight into and analysis of our operations and is not reflective of how management assesses operating performance or allocates resources to our business segments.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 QUARTERLY SUPPLEMENTAL INFORMATION - BUSINESS SEGMENTS
 for the quarterly periods in the years 2024 and 2023
 (In millions)

	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Kinetic								
Revenues and sales:								
Broadband bundles	\$ 604.0	\$ 299.2	\$ 304.8	\$ 1,207.6	\$ 303.3	\$ 300.8	\$ 303.9	\$ 299.6
Voice and other	30.7	14.8	15.9	70.5	16.8	17.7	17.6	18.4
Consumer	634.7	314.0	320.7	1,278.1	320.1	318.5	321.5	318.0
Small business	85.1	41.8	43.3	168.2	42.7	42.6	41.2	41.7
RDOF funding	26.2	13.1	13.1	52.4	13.1	13.1	13.1	13.1
State USF	29.6	14.7	14.9	62.5	15.2	15.3	16.0	16.0
End user surcharges	27.1	13.0	14.1	58.3	15.6	12.9	13.7	16.1
Service revenues	802.7	396.6	406.1	1,619.5	406.7	402.4	405.5	404.9
Product sales	15.4	7.9	7.5	30.2	6.4	7.7	8.6	7.5
Total revenues and sales	818.1	404.5	413.6	1,649.7	413.1	410.1	414.1	412.4
Costs and expenses	314.5	157.0	157.5	627.6	153.5	166.1	157.6	150.4
Kinetic direct margin	\$ 503.6	\$ 247.5	\$ 256.1	\$ 1,022.1	\$ 259.6	\$ 244.0	\$ 256.5	\$ 262.0
Kinetic direct margin %	61.6%	61.2%	61.9%	62.0%	62.8%	59.5%	61.9%	63.5%
Enterprise								
Revenues and sales:								
Strategic and Advanced IP (A)	\$ 588.8	\$ 287.7	\$ 301.1	\$ 1,198.2	\$ 296.0	\$ 302.5	\$ 297.6	\$ 302.1
TDM/Other (B)	80.1	32.9	47.2	303.2	49.8	76.7	74.3	102.4
End user surcharges	28.5	13.4	15.1	60.4	15.7	14.3	14.0	16.4
Service revenues	697.4	334.0	363.4	1,561.8	361.5	393.5	385.9	420.9
Product sales	0.8	0.4	0.4	3.4	1.4	1.3	0.3	0.4
Total revenues and sales	698.2	334.4	363.8	1,565.2	362.9	394.8	386.2	421.3
Costs and expenses	303.9	147.7	156.2	710.9	164.0	175.9	179.3	191.7
Enterprise direct margin	\$ 394.3	\$ 186.7	\$ 207.6	\$ 854.3	\$ 198.9	\$ 218.9	\$ 206.9	\$ 229.6
Enterprise direct margin %	56.5%	55.8%	57.1%	54.6%	54.8%	55.4%	53.6%	54.5%
Wholesale								
Revenues and sales:								
Service revenues	\$ 392.3	\$ 185.1	\$ 207.2	\$ 766.7	\$ 189.6	\$ 194.9	\$ 188.6	\$ 193.6
Fiber sales	18.3	2.3	16.0	5.1	0.9	2.2	2.0	-
Total revenues and sales	410.6	187.4	223.2	771.8	190.5	197.1	190.6	193.6
Costs and expenses	50.9	21.5	29.4	83.0	19.6	20.8	21.2	21.4
Wholesale direct margin	\$ 359.7	\$ 165.9	\$ 193.8	\$ 688.8	\$ 170.9	\$ 176.3	\$ 169.4	\$ 172.2
Wholesale direct margin %	87.6%	88.5%	86.8%	89.2%	89.7%	89.4%	88.9%	88.9%

(A) Strategic revenues consist of recurring Secure Access Service Edge ("SASE"), Unified Communications as a Service ("UCaaS"), OfficeSuite UCC, and associated network access products and services. SASE includes both Software Defined Wide Area Network ("SD-WAN") and Security Service Edge ("SSE"). Advanced IP revenues consist of recurring dynamic Internet protocol, dedicated Internet access, multi-protocol label switching services, integrated voice and data, long distance and managed services.

(B) TDM revenues consist of time-division multiplexing ("TDM") voice and data services. Other revenues include usage-based long-distance revenues and resale revenues as well as all non-recurring revenues.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 QUARTERLY SUPPLEMENTAL INFORMATION - BUSINESS SEGMENTS
 for the quarterly periods in the years 2024 and 2023
 (In millions)

	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Total segment revenues and expenses								
Revenues and sales:								
Service revenues	\$ 1,892.4	\$ 915.7	\$ 976.7	\$ 3,948.0	\$ 957.8	\$ 990.8	\$ 980.0	\$ 1,019.4
Product and fiber sales	34.5	10.6	23.9	38.7	8.7	11.2	10.9	7.9
Total segment revenues and sales	1,926.9	926.3	1,000.6	3,986.7	966.5	1,002.0	990.9	1,027.3
Total segment costs and expenses	669.3	326.2	343.1	1,421.5	337.1	362.8	358.1	363.5
Segment direct margin	\$ 1,257.6	\$ 600.1	\$ 657.5	\$ 2,565.2	\$ 629.4	\$ 639.2	\$ 632.8	\$ 663.8
Segment direct margin %	65.3%	64.8%	65.7%	64.3%	65.1%	63.8%	63.9%	64.6%
Consolidated revenues and sales								
Service revenues	\$ 1,892.4	\$ 915.7	\$ 976.7	\$ 3,948.0	\$ 957.8	\$ 990.8	\$ 980.0	\$ 1,019.4
Product and fiber sales	34.5	10.6	23.9	38.7	8.7	11.2	10.9	7.9
Consolidated revenues and sales	\$ 1,926.9	\$ 926.3	\$ 1,000.6	\$ 3,986.7	\$ 966.5	\$ 1,002.0	\$ 990.9	\$ 1,027.3
Consolidated costs and expenses								
Segment costs and expenses	\$ 669.3	\$ 326.2	\$ 343.1	\$ 1,421.5	\$ 337.1	\$ 362.8	\$ 358.1	\$ 363.5
Shared expenses: (C)								
Network access and facilities	219.8	109.0	110.8	505.1	118.0	126.8	128.8	131.5
Shared network and operations	133.7	64.2	69.5	301.5	72.2	74.6	75.3	79.4
Information technology and shared corporate	136.2	65.1	71.1	270.7	60.4	68.2	69.0	73.1
Shared expenses	489.7	238.3	251.4	1,077.3	250.6	269.6	273.1	284.0
Consolidated costs and expenses	\$ 1,159.0	\$ 564.5	\$ 594.5	\$ 2,498.8	\$ 587.7	\$ 632.4	\$ 631.2	\$ 647.5
Consolidated								
Adjusted EBITDAR, excluding gain on sale of operating assets	\$ 767.9	\$ 361.8	\$ 406.1	\$ 1,487.9	\$ 378.8	\$ 369.6	\$ 359.7	\$ 379.8
Gain on sale of operating assets	103.2	-	103.2	-	-	-	-	-
Adjusted EBITDAR	\$ 871.1	\$ 361.8	\$ 509.3	\$ 1,487.9	\$ 378.8	\$ 369.6	\$ 359.7	\$ 379.8
Adjusted EBITDAR margin, excluding gain on sale of operating assets	39.9%	39.1%	40.6%	37.3%	39.2%	36.9%	36.3%	37.0%
Adjusted EBITDAR margin	45.2%	39.1%	50.9%	37.3%	39.2%	36.9%	36.3%	37.0%

(C) Shared expenses are not allocated to the segments and primarily consist of service delivery, customer support, engineering, network operations, information technology, accounting and finance, legal, and other corporate management activities that are centrally managed and are not monitored by management at a segment level.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 QUARTERLY SUPPLEMENTAL INFORMATION - OPERATING STATISTICS
 for the quarterly periods in the years 2024 and 2023
 (Units in thousands, Dollars in millions, except per unit amounts)

	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Kinetic Operating Metrics:								
Next Gen consumer broadband customers	418.3	418.3	401.1	383.2	383.2	363.4	340.3	315.9
<i>Net customer additions</i>	35.1	17.2	17.9	96.0	19.8	23.1	24.4	28.7
DSL consumer broadband customers	695.7	695.7	722.9	752.4	752.4	784.0	814.7	846.8
<i>Net customer losses</i>	(56.7)	(27.2)	(29.5)	(126.1)	(31.6)	(30.7)	(32.1)	(31.7)
Total consumer broadband customers	1,114.0	1,114.0	1,124.0	1,135.6	1,135.6	1,147.4	1,155.0	1,162.7
<i>Net customer losses</i>	(21.6)	(10.0)	(11.6)	(30.1)	(11.8)	(7.6)	(7.7)	(3.0)
<i>Average revenue per consumer broadband customer per month</i>	\$ 89.50	\$ 89.13	\$ 89.93	\$ 87.46	\$ 88.57	\$ 87.10	\$ 87.41	\$ 85.78
Next Gen premises passed - Consumer	1,553	1,553	1,508	1,459	1,459	1,406	1,336	1,294
Service Revenues Used in Average Revenue Per Month Computations Above (per page 20):								
Broadband bundle revenues	\$ 604.0	\$ 299.2	\$ 304.8	\$ 1,207.6	\$ 303.3	\$ 300.8	\$ 303.9	\$ 299.6
Adjusted Capital Expenditures:								
Total capital expenditures	\$ 450.0	\$ 204.1	\$ 245.9	\$ 1,058.4	\$ 237.0	\$ 267.3	\$ 248.9	\$ 305.2
Reimbursement for cost to remove equipment (A)	(0.1)	-	(0.1)	(8.6)	(3.4)	(1.5)	(2.4)	(1.3)
Start-up construction equipment capital expenditures (B)	-	-	-	(1.4)	-	-	(0.6)	(0.8)
Adjusted Capital Expenditures	\$ 449.9	\$ 204.1	\$ 245.8	\$ 1,048.4	\$ 233.6	\$ 265.8	\$ 245.9	\$ 303.1
Adjusted Capital Expenditures by Segment:								
Kinetic	\$ 236.1	\$ 108.9	\$ 127.2	\$ 528.0	\$ 122.1	\$ 137.3	\$ 120.2	\$ 148.4
Enterprise	28.0	11.6	16.4	74.7	14.8	17.8	18.9	23.2
Wholesale	54.2	21.7	32.5	122.4	25.6	30.9	33.5	32.4
Shared network, information technology and operations	131.6	61.9	69.7	323.3	71.1	79.8	73.3	99.1
Adjusted Capital Expenditures	449.9	204.1	245.8	1,048.4	233.6	265.8	245.9	303.1
Less: Unit funding of growth capital expenditures	(196.6)	(65.3)	(131.3)	(250.0)	(16.5)	(74.8)	(91.2)	(67.5)
Adjusted Capital Expenditures, Net	\$ 253.3	\$ 138.8	\$ 114.5	\$ 798.4	\$ 217.1	\$ 191.0	\$ 154.7	\$ 235.6
Capital Expenditures Intensity % (C)	14%	16%	12%	22%	25%	21%	17%	26%

(A) Reimbursement from the Federal Communications Commission ("FCC") for the cost to remove from our network certain equipment purchased from a Chinese manufacturer that we were required to remove by FCC order. Windstream completed the removal of this equipment in the first quarter of 2023.

(B) Consists of non-recurring capital expenditures for construction equipment to support the Company's internal engineering and fiber construction organization.

(C) Calculated as Adjusted Capital Expenditures, net, as a percentage of total revenue excluding switched access and end user surcharges, and Enterprise TDM/Other revenue.

Supplemental Financial Information

WINDSTREAM HOLDINGS II, LLC
 QUARTERLY SUPPLEMENTAL INFORMATION - NON-GAAP RECONCILIATION:
 For the quarterly periods in the years 2024 and 2023
 (In millions)

	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
ADJUSTED FREE CASH FLOW:								
Operating income (loss)	\$ 111.5	\$ (21.6)	\$ 133.1	\$ (47.8)	\$ (29.1)	\$ (8.5)	\$ (12.1)	\$ 1.9
Depreciation and amortization expense	408.5	200.8	207.7	790.8	192.9	202.7	199.5	195.7
EBITDA	520.0	179.2	340.8	743.0	163.8	194.2	187.4	197.6
Adjustments:								
Straight-line expense under master leases with Uniti	346.2	173.9	172.3	677.1	171.1	170.1	168.7	167.2
Cash payment under master leases with Uniti	(337.2)	(168.9)	(168.3)	(672.2)	(168.3)	(168.4)	(168.0)	(167.5)
Cash received from Uniti per settlement agreement	49.0	24.5	24.5	98.0	24.5	24.5	24.5	24.5
Net (gain) loss on asset retirements and dispositions	(31.4)	(9.7)	(21.7)	(1.8)	6.7	(2.9)	(5.2)	(0.4)
Other costs (A)	33.4	16.9	16.5	56.6	28.9	6.7	7.2	13.8
Equity-based compensation	2.9	1.5	1.4	13.0	8.3	1.5	1.6	1.6
Adjusted EBITDA	582.9	217.4	365.5	913.7	235.0	225.7	216.2	236.8
Adjusted Capital Expenditures	(449.9)	(204.1)	(245.8)	(1,048.4)	(233.6)	(265.8)	(245.9)	(303.1)
Additional rent paid for growth capital expenditures funded by Uniti	(24.3)	(13.0)	(11.3)	(32.0)	(9.9)	(8.4)	(7.3)	(6.4)
Cash paid for interest on long-term debt obligations	(103.1)	(23.9)	(79.2)	(203.7)	(22.6)	(76.1)	(28.2)	(76.8)
Uniti funding of growth capital expenditures	196.6	65.3	131.3	250.0	16.5	74.8	91.2	67.5
Cash (paid) received for income taxes, net	(4.6)	(5.1)	0.5	(11.6)	(0.3)	(1.6)	(9.5)	(0.2)
Adjusted Free Cash Flow	\$ 197.6	\$ 36.6	\$ 161.0	\$ (132.0)	\$ (14.9)	\$ (51.4)	\$ 16.5	\$ (82.2)
COMPUTATION OF ADJUSTED EBITDA:								
Operating income (loss)	\$ 111.5	\$ (21.6)	\$ 133.1	\$ (47.8)	\$ (29.1)	\$ (8.5)	\$ (12.1)	\$ 1.9
Depreciation and amortization expense	408.5	200.8	207.7	790.8	192.9	202.7	199.5	195.7
Straight-line expense under master leases with Uniti	346.2	173.9	172.3	677.1	171.1	170.1	168.7	167.2
Gain on sale of operating assets	(103.2)	-	(103.2)	-	-	-	-	-
Net (gain) loss on asset retirements and dispositions	(31.4)	(9.7)	(21.7)	(1.8)	6.7	(2.9)	(5.2)	(0.4)
Other costs (A)	33.4	16.9	16.5	56.6	28.9	6.7	7.2	13.8
Equity-based compensation	2.9	1.5	1.4	13.0	8.3	1.5	1.6	1.6
Adjusted EBITDAR, excluding gain on sale of operating assets	767.9	361.8	406.1	1,487.9	378.8	369.6	359.7	379.8
Gain on sale of operating assets	(103.2)	-	(103.2)	-	-	-	-	-
Adjusted EBITDAR	871.1	361.8	509.3	1,487.9	378.8	369.6	359.7	379.8
Cash payment under master leases with Uniti	(337.2)	(168.9)	(168.3)	(672.2)	(168.3)	(168.4)	(168.0)	(167.5)
Cash received from Uniti per settlement agreement	49.0	24.5	24.5	98.0	24.5	24.5	24.5	24.5
Adjusted EBITDA	\$ 582.9	\$ 217.4	\$ 365.5	\$ 913.7	\$ 235.0	\$ 225.7	\$ 216.2	\$ 236.8
(A) Other costs for the periods presented consist of the following:								
	2024			2023				
	Total	2nd Qtr.	1st Qtr.	Total	4th Qtr.	3rd Qtr.	2nd Qtr.	1st Qtr.
Merger costs (1)	\$ 14.8	\$ 10.1	\$ 4.7	\$ -	\$ -	\$ -	\$ -	\$ -
Cost initiatives (2)	0.1	-	0.1	12.9	4.3	1.3	3.4	3.9
Severance and benefit costs	18.5	6.8	11.7	43.7	24.6	5.4	3.8	9.9
Other costs	\$ 33.4	\$ 16.9	\$ 16.5	\$ 56.6	\$ 28.9	\$ 6.7	\$ 7.2	\$ 13.8

(1) Costs related to our pending merger with Uniti consisting of legal, accounting and consulting fees.

(2) Cost initiatives include lease termination costs, professional and consulting fees, and other miscellaneous expenses incurred in completing certain cost optimization projects.

No Offer or Solicitation

This communication and the information contained in it are provided for information purposes only and are not intended to be and shall not constitute a solicitation of any vote or approval, or an offer to sell or solicitation of an offer to buy, or an invitation or recommendation to subscribe for, acquire or buy securities of Uniti Group Inc. (“Uniti”), Windstream Holdings II, LLC (“Windstream”) or the proposed combined company (“New Uniti”) or any other financial products or securities, in any place or jurisdiction, nor shall there be any offer, solicitation or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or pursuant to an exemption from, or in a transaction not subject to, such registration requirements.

Additional Information and Where to Find It

In connection with the contemplated merger (the “Merger”), New Uniti has filed a registration statement on Form S-4 with the SEC that contains a proxy statement/prospectus and other documents, which has not yet become effective. Once effective, the Uniti will mail the proxy statement/prospectus contained in the Form S-4 to its stockholders. This communication is not a substitute for any registration statement, proxy statement/prospectus or other documents that may be filed with the SEC in connection with the Merger.

THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE MERGER CONTAINS IMPORTANT INFORMATION ABOUT UNITI, WINDSTREAM, NEW UNITI, THE MERGER AND RELATED MATTERS. INVESTORS SHOULD READ THE PROXY STATEMENT/PROSPECTUS AND SUCH OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THE PROXY STATEMENT/PROSPECTUS AND SUCH DOCUMENTS, BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE MERGER. The proxy statement/prospectus, any amendments or supplements thereto and all other documents filed with the SEC in connection with the Merger will be available free of charge on the SEC’s website (at www.sec.gov). Copies of documents filed with the SEC by Uniti will be made available free of charge on the Company’s investor relations website (at <https://investor.uniti.com/financial-information/sec-filings>).

Participants in the Solicitation

Uniti, Windstream and their respective directors and certain of their executive officers and other employees may be deemed to be participants in the solicitation of proxies from Uniti’s stockholders in connection with the Merger. Information about Uniti’s directors and executive officers is set forth in the sections titled “Proposal No. 1 Election of Directors” and “Security Ownership of Certain Beneficial Owners and Management” included in Uniti’s proxy statement for its 2024 annual meeting of stockholders, which was filed with the SEC on April 11, 2024 (and which is available at <https://www.sec.gov/Archives/edgar/data/1620280/000110465924046100/0001104659-24-046100-index.htm>), the section titled “Directors, Executive Officers and Corporate Governance” included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 (and which is available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/1620280/000162828024008054/unit-20231231.htm>), and subsequent statements of beneficial ownership on file with the SEC and other filings made from time to time with the SEC. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Uniti stockholders in connection with the Merger, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the proxy statement/prospectus and other relevant materials filed by New Uniti with the SEC. These documents can be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This communication contains forward-looking statements, including within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can often be identified by terms such as “may,” “will,” “appears,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” or the negative of these words or other similar terms or expressions that concern expectations, strategy, plans, or intentions. However, the absence of these words or similar terms does not mean that a statement is not forward-looking. All forward-looking statements are based on information and estimates available to Uniti and Windstream at the time of this communication and are not guarantees of future performance.

Examples of forward-looking statements in this communication (made at the date of this communication unless otherwise indicated) include, among others, statements regarding the Merger and the future performance of New Uniti (together with Windstream and Uniti, the “Merged Group”), the perceived and potential synergies and other benefits of the Merger, and expectations around the financial impact of the Merger on the Merged Group’s financials. In addition, this communication contains statements concerning the intentions, beliefs and expectations, plans, strategies and objectives of the directors and management of Uniti and Windstream for Uniti and Windstream, respectively, and the Merged Group, the anticipated timing for and outcome and effects of the Merger (including expected benefits to shareholders of Uniti), expectations for the ongoing development and growth potential of the Merged Group and the future operation of Uniti, Windstream and the Merged Group.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement and may include statements regarding the expected timing and structure of the Merger; the ability of the parties to complete the Merger considering the various closing conditions; the expected benefits of the Merger, such as improved operations, enhanced revenues and cash flow, synergies, growth potential, market profile, business plans, expanded portfolio and financial strength; the competitive ability and position of New Uniti following completion of the Merger; and anticipated growth strategies and anticipated trends in Uniti’s, Windstream’s and, following the expected completion of the Merger, New Uniti’s business.

In addition, other factors related to the Merger that contribute to the uncertain nature of the forward-looking statements and that could cause actual results and financial condition to differ materially from those expressed or implied include, but are not limited to: the satisfaction of the conditions precedent to the consummation of the Merger, including, without limitation, the receipt of shareholder and regulatory approvals on the terms desired or anticipated; unanticipated difficulties or expenditures relating to the Merger, including, without limitation, difficulties that result in the failure to realize expected synergies, efficiencies and cost savings from the Merger within the expected time period (if at all); potential difficulties in Uniti’s and Windstream’s ability to retain employees as a result of the announcement and pendency of the Merger; risks relating to the value of New Uniti’s securities to be issued in the Merger; disruptions of Uniti’s and Windstream’s current plans, operations and relationships with customers caused by the announcement and pendency of the Merger; legal proceedings that may be instituted against Uniti or Windstream following announcement of the Merger; funding requirements; regulatory restrictions (including changes in regulatory restrictions or regulatory policy) and risks associated with general economic conditions.

Additional factors that could cause actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements are detailed in the filings with the SEC, including Uniti’s annual report on Form 10-K, periodic quarterly reports on Form 10-Q, periodic current reports on Form 8-K and other documents filed with the SEC.

There can be no assurance that the Merger will be implemented or that plans of the respective directors and management of Uniti and Windstream for the Merged Group will proceed as currently expected or will ultimately be successful. Investors are strongly cautioned not to place undue reliance on forward-looking statements, including in respect of the financial or operating outlook for Uniti, Windstream or the Merged Group (including the realization of any expected synergies).

Except as required by applicable law, Windstream does not assume any obligation to, and expressly disclaims any duty to, provide any additional or updated information or to update any forward-looking statements, whether as a result of new information, future events or results, or otherwise. Nothing in this communication will, under any circumstances (including by reason of this communication remaining available and not being superseded or replaced by any other presentation or publication with respect to Uniti, Windstream or the Merged Group, or the subject matter of this communication), create an implication that there has been no change in the affairs of Uniti or Windstream since the date of this communication.
