



Company Overview

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ir@pdvWireless.com

Safe Harbor Statement



This presentation contains forward-looking statements about pdvWireless, Inc., (the “Company” or “pdvWireless”). These statements relate to future events or to our future plans, operations, performance or achievements, and involve known and unknown risks, uncertainties and other factors that may cause actual events or our actual results, operations, performance or achievements to be materially different from any future events, results, operations, performance or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” or “continue” or the negative of these terms or other comparable terminology.

The following factors, among others, may cause future events or our actual results, operations, performance or achievements to differ materially from any future events, results, performance or achievements expressed or implied by these forward-looking statements: the Company has a limited operating history with respect to its recently launched DispatchPlus business; the Company has had net losses each year since its inception and may not achieve or maintain profitability in the future; the Company’s indirect sales model may not be successful; customers may not adopt the Company’s technology or service offerings as quickly as anticipated or in sufficient numbers; the Company’s spectrum and other initiatives and opportunities, including its Joint Petition for Rulemaking, may not be successful on a timely basis or at all, and may continue to require significant time and attention from its senior management team and the expenditure of significant resources; the wireless communication industry is highly competitive and the Company may not be able to compete successfully; and government regulation could adversely affect the Company’s business and prospects. These and other factors that may affect the Company’s future results or operations are identified and described in more detail in its filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended March 31, 2018, filed with the SEC on June 5, 2018.

You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. Except as required by applicable law, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events.

About Us



pdvWireless is the **largest holder of nationwide 900MHz spectrum** in the US and is focused on developing and offering solutions that leverage its spectrum for the deployment of **private broadband network solutions** for critical infrastructure and enterprise customers

Fast Facts:

- *Founded: 2004*
- *Total Employees: 60+*
- *Headquarters: Woodland Park, NJ*
- *Fiscal Y/E: March 31*



Current Initiatives



Strategic Opportunities

Collaborating with utility partners, enterprises & vendors nationwide to create, innovate and scale via 900MHz spectrum



FCC proceeding

Notice of Inquiry issued by the FCC proposing the realignment of the 900 MHz band from narrowband to broadband

End Game

Enabling private mission-critical communication networks via 900 MHz spectrum

Milestones

Jun. 2014
Private Placement raising approx. **\$219M in gross proceeds**

Nov. 2014
Together with Enterprise Wireless Alliance, **filed a Joint Petition** for Rulemaking with FCC

Jun. 2015
Follow-on offering of approximately **\$69M in gross proceeds**

Aug. 2017
NOI issued by FCC addressing use of 900MHz LMR band, including issues raised in our Joint Petition

May 2018
PDV/EWA files further comments on 900 MHz NOI, in response to issues raised on the record

Sept. 2018
FCC issues **freeze on applications** for licenses in 900MHz band

Feb. 2015
Listed on **NASDAQ**

Sept. 2014
Acquired spectrum from Sprint in the 900 MHz band

Mar. 2016
Begins work with utilities to **provide cost effective, reliable, resilient and secure** broadband solutions

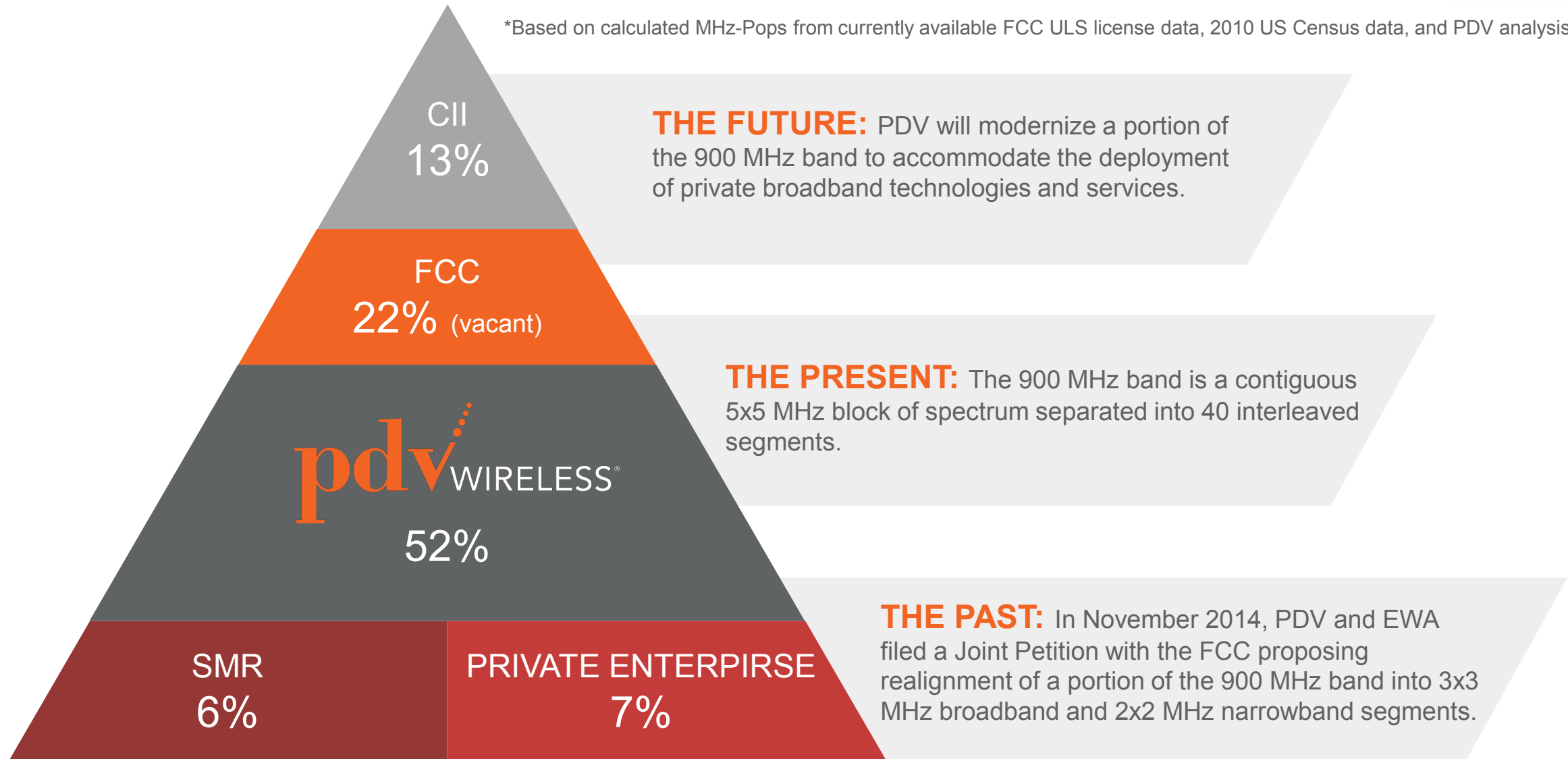
Oct./Nov. 2017
Comment and Reply Comments filed on Notice of Inquiry

May 2018
FCC approves **experimental license for Ameren** to test broadband operations on 900 MHz spectrum

Nov. 2018
FCC approves **experimental license for Southern** to test broadband operations on 900 MHz spectrum

The Nationwide 900 MHz Licensing Landscape*

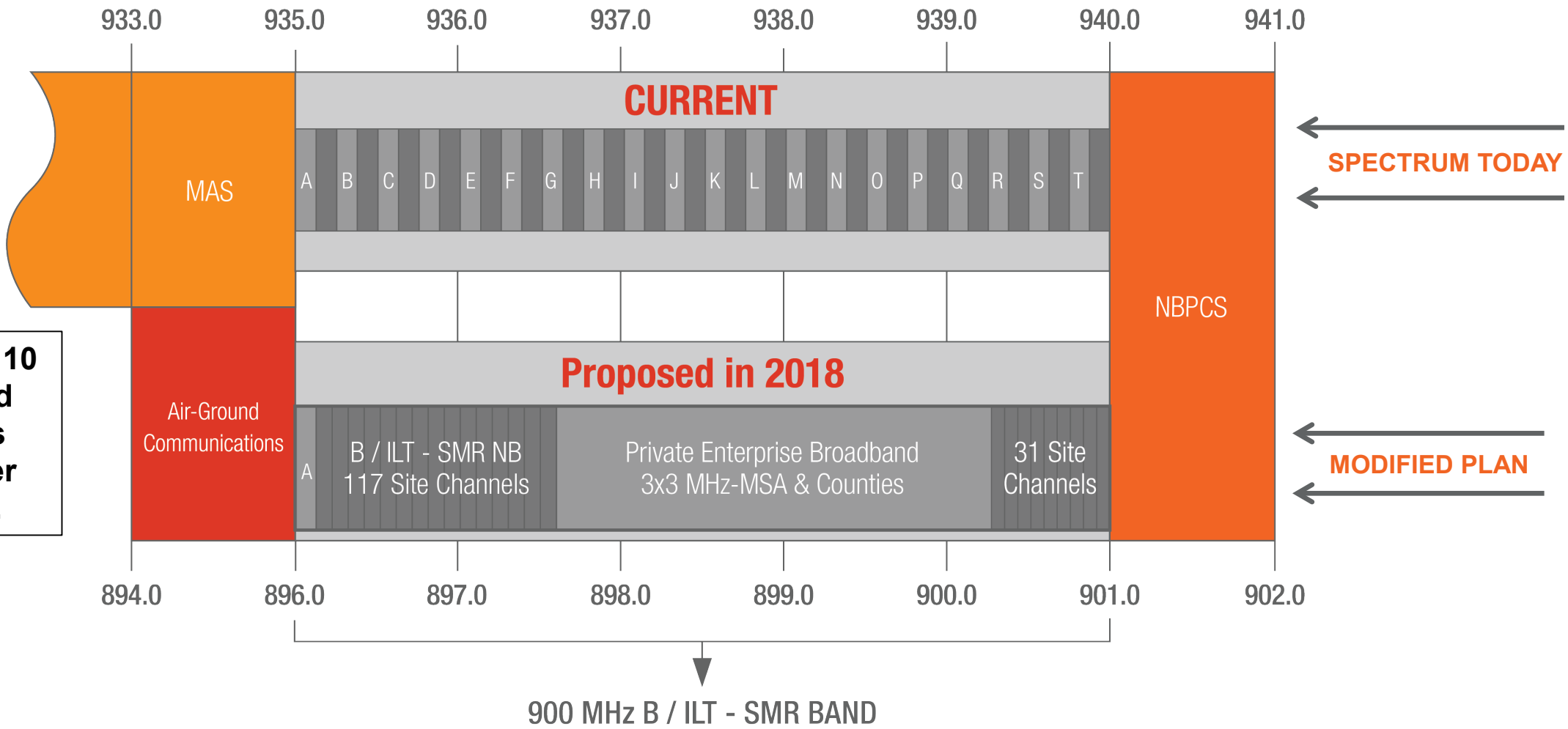
*Based on calculated MHz-Pops from currently available FCC ULS license data, 2010 US Census data, and PDV analysis.



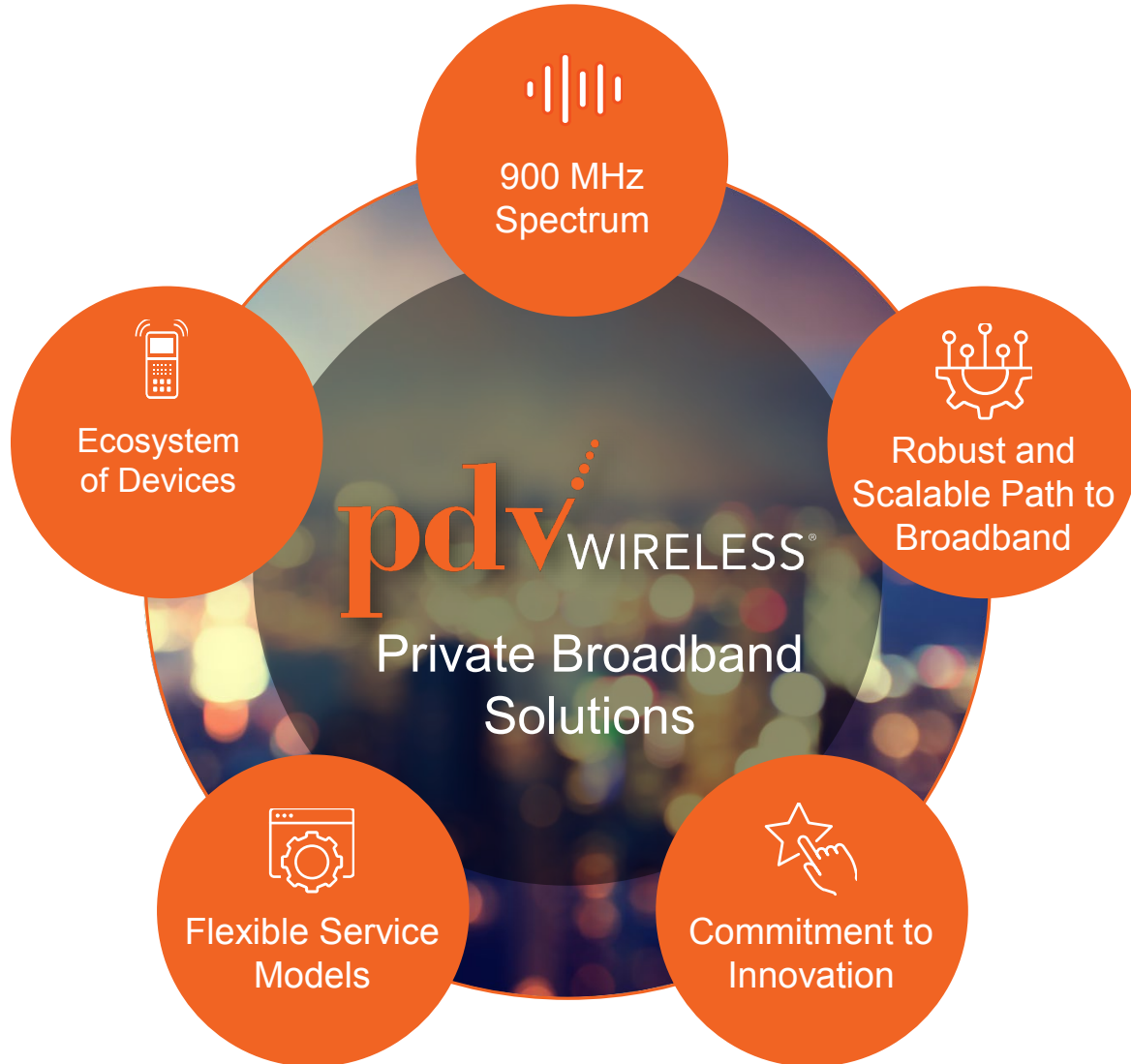
Enhancing Our Spectrum Value

The 900 MHz band is a contiguous 5x5 MHz block of spectrum separated into 40 interleaved blocks.

Each block holds 10 channels of paired 12.5 kHz channels allocated for either SMR or B/ILT use.



Strategic Opportunities



- pdvWireless is working to develop next generation communication platforms to support utilities' grid modernization and cybersecurity strategies
- We partner with utilities and ecosystem vendors to build secure, reliable, cost effective, and customized LTE solutions on our 900 MHz licensed nationwide spectrum

Why 900 MHz?

Applications	700 MHz Upper A Block (Guard Band)	900 MHz FDD-LTE Band 8	2.3 GHz WCS C&D Blocks	2.5 GHz TD-LTE Band 41
Mobile Data (VoLTE)				
DA & AMI Backhaul				
Global Standard				
Vendor Ecosystem				
Interoperability				
Distributed Resources				
Coverage				
Capacity				
TCO vs. 900 MHz Band 8	~0.7x	1x	~2.5x+	~2.5x+



900MHz provides significant TCO advantages over other spectrum

FCC progress

- **August 2017-** FCC adopts an NOI, addressing use of the 900 MHz band (FCC Docket 17-200)
- **November 2017-** Comment and Reply Comments were filed
- **May 2018-** PDV/EWA filed further comments on the NOI, in response to issues raised
- **September 2018-** FCC issues a freeze on applications for Part 90 channels in 900 MHz band

The NOI is accessible via the Commissions' website:
<https://www.fcc.gov/document/900-mhz-notice-inquiry>



Experienced Management Team

Combining 150+ years of related industry experience



Brian D. McAuley
Chairman

40+ years of experience in executive leadership, start-up businesses and the telecommunications industry; co-founded Nextel Communications, Inc. and was its President from 1987 to 1995; significant knowledge of finance and business strategies.



Morgan O'Brien
Chief Executive Officer

Brings 40+ years of extensive experience in the telecommunications industry; co-founded and served as chairman of Nextel Communications, Inc.; led the creation of the first all-digital nationwide wireless network and brought push-to-talk (PTT) communication to the mass business and consumer market; well recognized as a visionary in the wireless industry.



Rob Schwartz
President & Chief Operating Officer

Brings 25+ years of expertise in the telecommunications industry as a strategic consultant to telecom, media and technology companies; formerly CEO of STI Brasil, LLC, a company focused on developing shared fiber infrastructure for wireless operators in Brazil.



Timothy Gray
Chief Financial Officer

Seasoned financial professional with 20+ of leadership experience; helped guide platforms in major initiatives to improve productivity and lower costs; employs a decisive and practical approach to bottom-line results.

*We built Nextel from the ground up.
– SUCCESS IS OUR STRONGPOINT –*

Financial Snapshot

Balance sheet (\$ millions)

As of September 30, 2018

Cash	\$85.6
Intangible Assets	107.5
Accounts Payable and Accrued Expenses	5.4
Noncurrent Deferred Revenue	3.8
Stockholders' Equity	
Additional Paid-in Capital	343.9
Accumulated Deficit	(150.5)
Shareholders' Equity	\$193.4