

**2U, INC.**  
**POLICY REGARDING**  
**STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES**

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The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of 2U, Inc. (the "Company") will consider director candidates recommended by the Company's stockholders. The Committee will evaluate candidates recommended by stockholders of the Company for nomination to the Board in the same manner as it evaluates other candidates.

Stockholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering a written recommendation to the Committee c/o 2U, Inc., 7900 Harkins Road, Lanham, Maryland 20706, Attn: Secretary. Each submission must set forth:

- the name and address of the stockholder on whose behalf the submission is made;
- the number and class of shares of the Company that are owned beneficially by such stockholder as of the date of the submission;
- the proposed candidate's full name, address and contact information;
- a description of the proposed candidate's professional experience for at least the previous five years;
- complete biographical information for the proposed candidate;
- information regarding relationships between the proposed candidate and the Company; and
- a description of the proposed candidate's qualifications as a director.

Any such submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

All written submissions received from stockholders that include the information described above will be reviewed by the Committee at its next appropriate meeting. If a stockholder wishes the Committee to consider a director candidate for nomination at an annual meeting of the Company's stockholders, then the recommendation must be provided no later than the close of business on January 1 of each year for that year's annual meeting of stockholders.

The Committee will consider for nomination only those individuals who possess, among other characteristics, the highest personal and professional integrity, ethics and values, expertise upon which to be able to make a meaningful contribution to the Board's oversight of the business and affairs of the Company, and a willingness to devote the required time to the duties and responsibilities of the Board and any committees to which he or she may be appointed.

This procedure applies to recommendations of candidates to the Committee and not to nominations intended to be made by stockholders at an annual meeting of the Company's stockholders.