

2U, INC.

PROCESS FOR STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders of 2U, Inc. (the “*Company*”) wishing to communicate with the Company’s Board of Directors (the “*Board*”) or an individual director may send a written communication to the Board or such director c/o 2U, Inc., 8201 Corporate Drive, Suite 900, Landover, Maryland 20785, Attn: Secretary. Each communication must set forth:

- the name and address of the stockholder on whose behalf the communication is sent; and
- the number and class of shares of the Company that are owned beneficially by such stockholder as of the date of the communication.

The Secretary will review each communication. The Secretary will forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Secretary shall discard the communication.