

2U, INC.

POLICY REGARDING

STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES

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 does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a stockholder of the Company.

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., 8201 Corporate Drive, Suite 900, Landover, Maryland 20785, 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 full name of the proposed candidate;
- a description of the proposed candidate’s business experience for at least the previous five years;
- complete biographical information for the proposed candidate; 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 at least 90 days, but not more than 120 days, prior to the anniversary date of the mailing of the Company’s proxy statement for the preceding year’s annual meeting of stockholders.

In accordance with its Charter, the Committee will consider for nomination only those individuals who possess, among other characteristics, the highest personal and professional ethics, a background and expertise that is useful to the Company and complementary to the background of other directors, 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.

The Committee will evaluate any director nominees received from stockholders in the same manner as recommendations received from management or members of the Board.