

## 2U, Inc.

### Annual Meeting of Stockholders

Wednesday, June 8, 2022, at 3:00 p.m. Eastern Time

### Rules of Conduct

Welcome to the 2U, Inc. (“2U”) 2022 Annual Meeting of Stockholders. The Board of Directors has designated Christopher J. Paucek to preside as Chairman (the “Chairman”) over this Annual Meeting of Stockholders (the “Meeting”) and has adopted the following rules of conduct to ensure a timely, fair, and orderly Meeting.

1. **Authority of the Chairman.** The Chairman has broad authority to interpret and enforce these rules of conduct. In his sole discretion, the Chairman may establish additional rules or procedures to ensure that the Meeting be fair and orderly.
2. **Stockholder Proposals.** We ask that stockholder proposal proponents limit their presentation to approximately three minutes.
3. **Stockholder Questions.** A question and answer session will be held at the end of the Meeting. Please submit questions by logging into the virtual annual meeting portal, clicking the “Q&A” button in the bottom right corner of the screen. In order to facilitate responses, all questions should be succinct and limited to one topic. We will answer questions pertinent to Meeting proposals as they come in and as time permits. Questions will be directed to management in the form they were submitted, except that questions from multiple stockholders on the same or related topics may be grouped, summarized and answered together. To ensure that as many stockholders as possible are able to ask questions during the Meeting, each stockholder will be permitted no more than two questions.
  - a) **Inappropriate Questions.** We do not intend to answer questions that are, among other things: (1) irrelevant to the business of the Meeting; (2) related to material non-public information of 2U; (3) related to personal grievances; (4) derogatory references to individuals or that are otherwise in bad taste; (5) related to threatened or ongoing litigation; (6) repetitious statements already made by another stockholder; (7) in furtherance of the stockholder’s personal or business interests; or (8) out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chairman or Secretary in their reasonable judgment.
  - b) **Time Limits.** The question and answer session will not exceed 15 minutes.

The Chairman may, in his sole discretion, terminate the period designated for stockholder questions and comments at any time.

4. **Individual Concerns.** If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters or questions may be raised separately after the meeting by contacting Investor Relations at [investorinfo@2u.com](mailto:investorinfo@2u.com).
5. **Issues During the Meeting.** Information addressing technical and logistical questions and issues, including technical support during the Meeting and related to accessing the Meeting’s virtual platform, will be available at [www.virtualshareholdermeeting.com/TWOU2022](http://www.virtualshareholdermeeting.com/TWOU2022). In the event disorder, a technical malfunction, or another significant problem disrupts the Meeting, please stay connected to the Meeting website for at least 15 minutes. The Chairman may adjourn, recess or expedite the meeting or take such other action that the Chairman determines is appropriate in light of the circumstances.

*Thank you for your cooperation and participation.*