2Q'19 Earnings Results

July 30, 2019

Safe harbor.

This presentation contains forward-looking statements regarding our future business expectations, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this presentation, including statements regarding the acquisition of Trilogy and future results of the operations and financial position of 2U, Inc., including financial targets, business strategy, and plans and objectives for future operations, are forward-looking statements. 2U has based these forward-looking statements largely on its estimates of its financial results and its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs as of the date of this presentation. We undertake no obligation to update these statements as a result of new information or future events. These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from the results predicted, including, but not limited to:

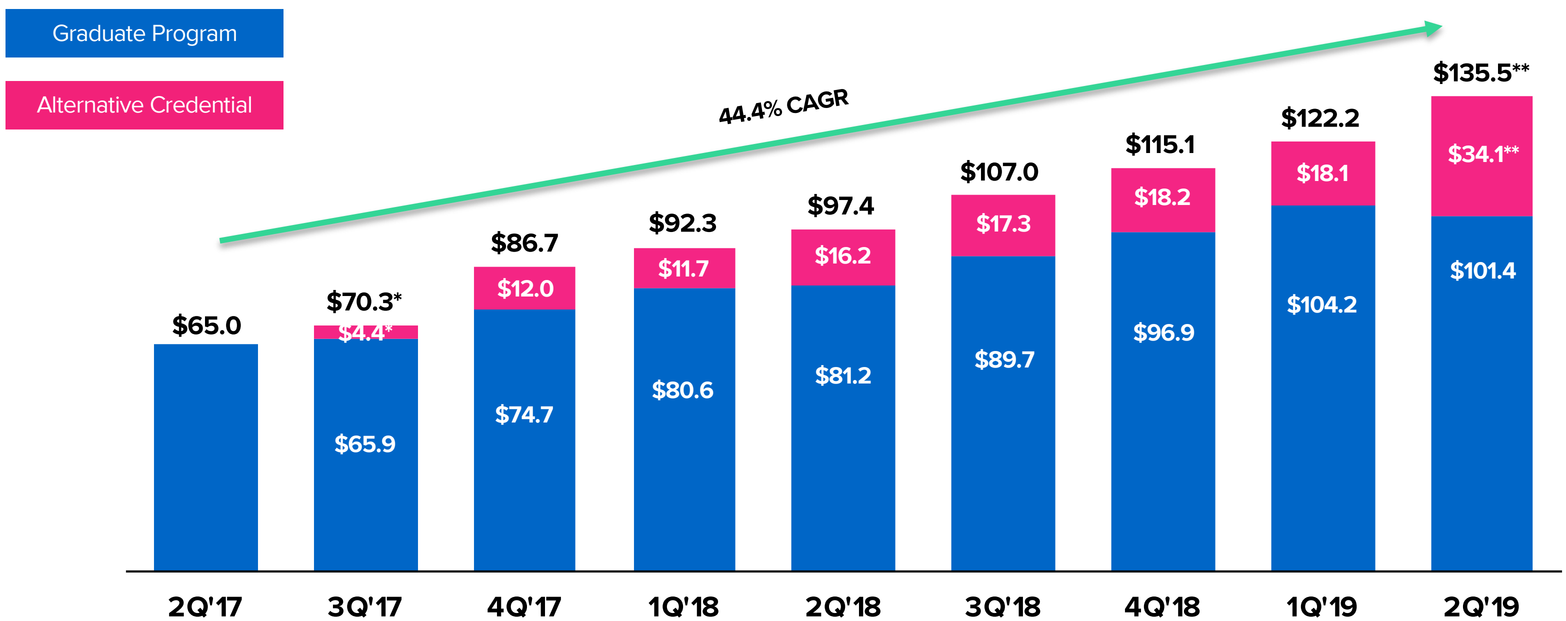
- *trends in the higher education market and the market for online education, and expectations for growth in those markets;*
- *the acceptance, adoption and growth of online learning by colleges and universities, faculty, students, employers, accreditors and state and federal licensing bodies;*
- *our ability to comply with evolving regulations and legal obligations related to data privacy, data protection and information security;*
- *our expectations about the potential benefits of our cloud-based software-as-a-service, or SaaS, technology and technology-enabled services to university clients and students;*
- *our dependence on third parties to provide certain technological services or components used in our platform;*
- *our ability to meet the anticipated launch dates of our graduate programs, short courses and boot camps;*
- *our expectations about the predictability, visibility and recurring nature of our business model;*
- *our ability to acquire new university clients and expand our graduate programs, short courses and boot camps with existing university clients;*
- *our ability to successfully integrate the operations of Get Educated International Proprietary Limited, or GetSmarter, and Trilogy Education Services, Inc., or Trilogy, achieve the expected benefits of the acquisitions and manage, expand and grow the combined company;*
- *our ability to service our substantial indebtedness and comply with the financial and other restrictive covenants contained in the credit agreement governing our senior secured term loan facility;*
- *our ability to execute our growth strategy in the international, undergraduate and non-degree alternative markets;*
- *our ability to continue to acquire prospective students for our graduate programs, short courses and boot camps;*
- *our ability to affect or increase student retention in our graduate programs;*
- *our ability to attract, hire and retain qualified employees;*
- *our expectations about the scalability of our cloud-based platform;*
- *our expectations regarding future expenses in relation to future revenue;*
- *potential changes in regulations applicable to us or our university clients; and*
- *our expectations regarding the amount of time our cash balances and other available financial resources will be sufficient to fund our operations.*

These and other potential risks and uncertainties that could cause actual results to differ from the results predicted are more fully detailed under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2018, as amended and supplemented by risks and uncertainties under the heading "Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and other reports filed with the Securities and Exchange Commission. Moreover, 2U operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for 2U management to predict all risks, nor can 2U assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements 2U may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated.

2U, Inc. is the trusted brand steward and the partner of choice to the world's top universities.

*As of 7/30/19

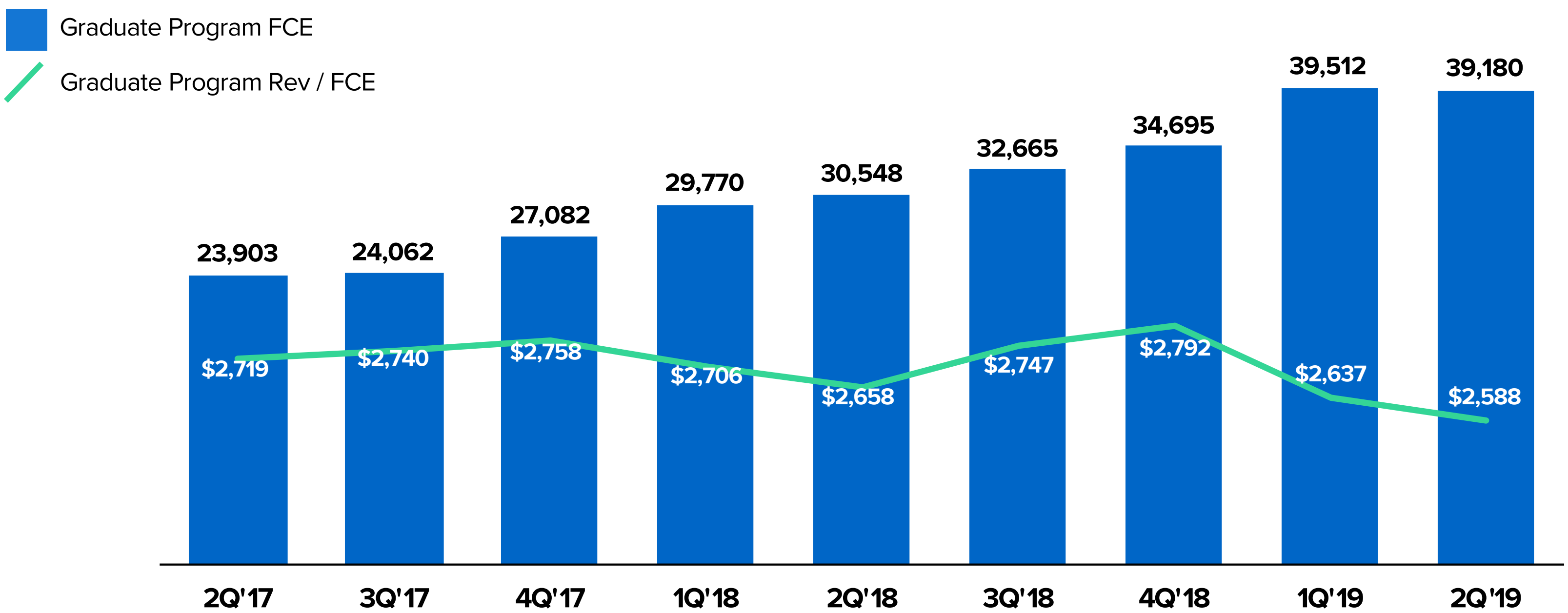
Consolidated revenue growth.
(in millions)



	2Q'17	3Q'17	4Q'17	1Q'18	2Q'18	3Q'18	4Q'18	1Q'19	2Q'19
Y/Y Growth	32.3%	35.2%*	51.1%	42.4%	49.9%	52.3%	32.8%	32.4%	39.0%**
G.P. Y/Y Growth	32.3%	26.9%	30.2%	24.3%	24.9%	36.1%	29.7%	29.3%	24.9%
A.C. Y/Y Growth	-	-	-	-	-	298.6%	51.9%	54.0%	110.1%**

Note: Segment revenue may not add to consolidated revenue due to rounding.
**Does not incorporate the $0.7 million of GetSmarter revenue eliminated due to deferred revenue fair value purchase price accounting.*
***Does not incorporate the $3.3 million of Trilogy revenue eliminated due to deferred revenue fair value purchase price accounting.*

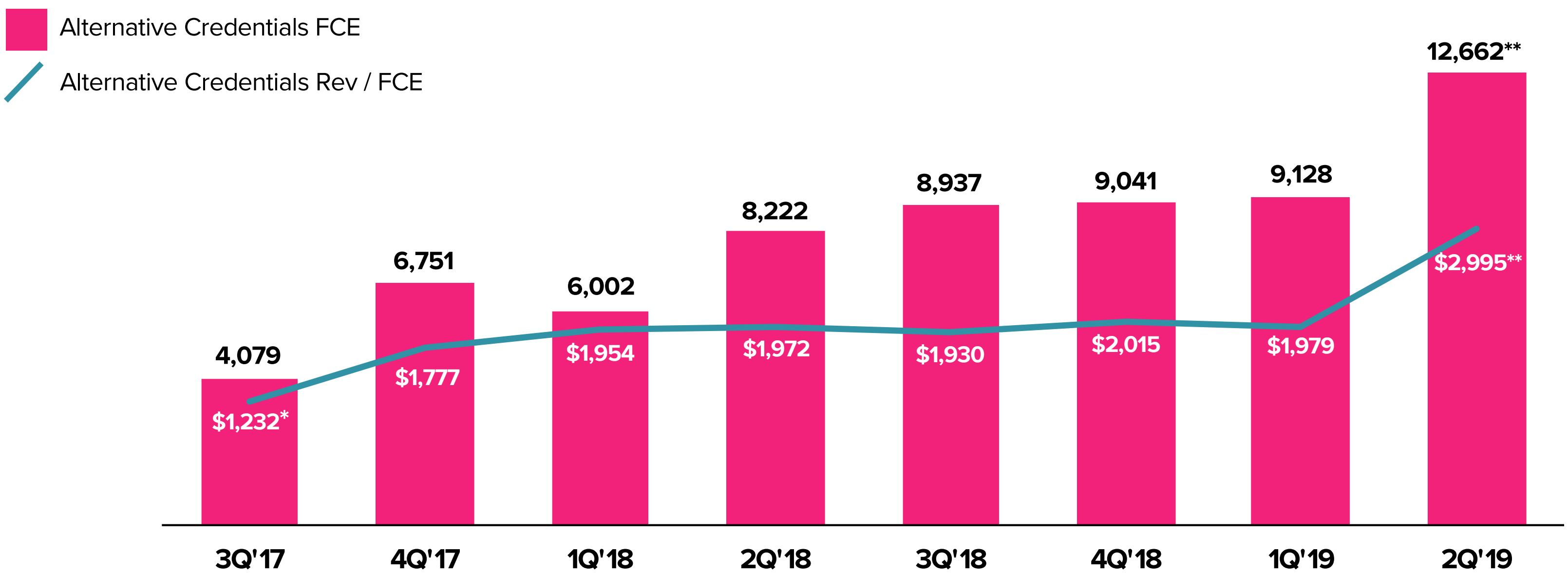
Grad Program full course equivalent* enrollments.



	2Q'17	3Q'17	4Q'17	1Q'18	2Q'18	3Q'18	4Q'18	1Q'19	2Q'19
G.P. FCE Y/Y Growth	27.0%	25.8%	24.9%	24.8%	27.8%	35.8%	28.1%	32.7%	28.3%
G.P. Rev / FCE Y/Y Growth	4.2%	0.8%	4.3%	(0.4)%	(2.2)%	0.3%	1.2%	(2.5)%	(2.6)%

**We measure full course equivalent enrollments for each of the courses offered during a particular period by taking the number of students enrolled in that course and multiplying it by the percentage of the course completed during that period.*

Alternative Credentials full course equivalent enrollments.



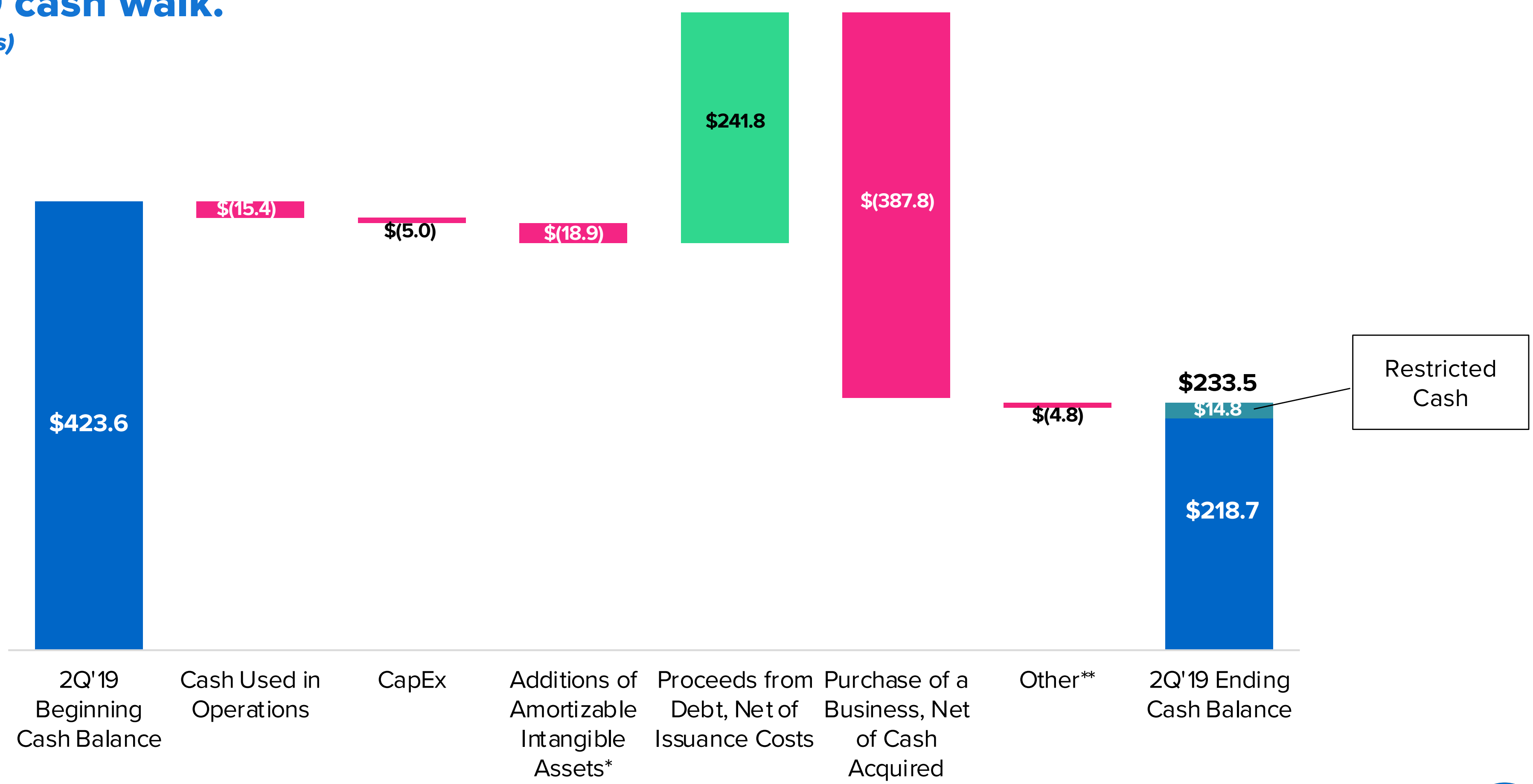
	3Q'17	4Q'17	1Q'18	2Q'18	3Q'18	4Q'18	1Q'19	2Q'19
A.C. FCE Y/Y Growth	--	--	--	--	119.1%	33.9%	52.1%	54.0%**
A.C. Rev / FCE Y/Y Growth	--	--	--	--	56.7%	13.4%	1.3%	49.8%**

We acquired GetSmarter on July 1, 2017 and GetSmarter's results of operations are included in our results from the date of acquisition. As such, GetSmarter will impact the full course equivalent enrollment measures for our Alternative Credential Segment from the acquisition date forward. The calculation of the Alternative Credential Segment's average revenue per full course equivalent enrollment includes $0.7 million of revenue that was excluded from the results of operations in 3Q'17, due to a deferred revenue fair value purchase accounting adjustment recorded as part of the acquisition of GetSmarter.

*** We acquired Trilogy on May 22, 2019 and Trilogy's results of operations are included in our results from the date of acquisition. As such, Trilogy will impact the full course equivalent enrollment measures for our Alternative Credential Segment from the acquisition date forward. The calculation of the Alternative Credential Segment's average revenue per full course equivalent enrollment includes $3.3 million of revenue that was excluded from the results of operations in the second quarter of 2019, due to a deferred revenue fair value purchase accounting adjustment recorded as part of the acquisition of Trilogy.*

2Q'19 cash walk.

(in millions)



**Additions of Amortizable Intangible Assets includes Payments for Acquisition of Amortizable Intangible Assets*

***Other includes proceeds from stock option exercises, tax withholding payments for net settlement of RSUs, purchase of equity interests, advances (to) repaid by university clients, and the effect of FX on cash.*

3Q and FY'19 guidance.

(in millions, except per share amounts)	3Q'19	FY'19
Revenue	$147.6 - $152.6	$565.7 - $575.7
Net Loss	$(69.3) - $(66.3)	$(157.5) - $(151.5)
Net Loss Per Share, Basic	$(1.10) - $(1.05)	$(2.57) - $(2.47)
Adjusted Net Loss	$(33.8) - $(30.8)	$(76.9) - $(70.9)
Adjusted Net Loss Per Share	$(0.53) - $(0.49)	$(1.25) - $(1.16)
Weighted-Average Shares of Common Stock Outstanding, Basic	63.2	61.3
Adjusted EBITDA (Loss)	$(18.4) - $(15.4)	$(28.0) - $(22.0)
Stock-Based Compensation Expense	$18.9 - $19.9	$56.0 - $58.0

This guidance assumes foreign currency exchange rates as of June 30, 2019, including the U.S. dollar/South African rand and the U.S. dollar/British pound.

The revenue reflected in this guidance reflects deferred revenue fair value purchase accounting adjustments related to the Trilogy acquisition. Adding back revenue eliminated as a part of purchase accounting, our revenue guidance ranges would be $153.6 million to $158.6 million and $576.9 million to $586.9 million for the third quarter and full year, respectively.

In giving third quarter and full-year guidance, the Company's expectations for the fourth quarter are implied. Note that the cost seasonality driven by reduced marketing spend during the holiday period in the fourth quarter typically improves margins in that quarter; fourth quarter margins therefore should not be viewed as a run rate for the first quarter of the following year.

Note: Refer to the Appendix for an explanation of non-GAAP financial measures, and why we believe these measures can be useful, as well as a reconciliation of non-GAAP financial measures to the most comparable GAAP measures, when applicable.

Appendix.

Non-GAAP financial measures and GAAP to non-GAAP reconciliation

Non-GAAP financial measures.

To supplement the Company's consolidated financial statements, which are prepared and presented in accordance with U.S. generally accepted accounting principles ("GAAP"), we use adjusted EBITDA (loss), adjusted net income (loss) and adjusted net income (loss) per share, which are non-GAAP financial measures.

We define adjusted EBITDA (loss) as net income or net loss, as applicable, before net interest income (expense), taxes, depreciation and amortization expense, foreign currency gains or losses, acquisition-related gains or losses, deferred revenue fair value adjustments, transaction costs (including, as applicable, advisory fees and integration and restructuring expenses) and stock-based compensation expense. Some or all of these items may not be applicable in any given reporting period.

We define adjusted net income (loss) as net income or net loss, as applicable, before foreign currency gains or losses, acquisition-related gains or losses, deferred revenue fair value adjustments, transaction costs (including, as applicable, advisory fees and integration and restructuring expenses) and stock-based compensation expense. Adjusted net income (loss) per share is calculated as adjusted net income (loss) divided by diluted weighted-average shares of common stock outstanding for periods which result in adjusted net income, and basic weighted-average shares outstanding for periods which result in an adjusted net loss.

As of the date of this earnings presentation, we revised our definition of adjusted EBITDA and adjusted net income (loss) to exclude the impact of the deferred revenue fair value adjustments in connection with the acquisition of Trilogy. Business combination accounting guidance requires the write down of deferred revenue in conjunction with the acquisition. We included these revenues in adjusted EBITDA because they related to a specific transaction and are reflective of our ongoing financial performance.

The principal limitation of these non-GAAP financial measures is that they exclude significant expenses that are required by GAAP to be recorded in the Company's financial statements. These non-GAAP measures are key metrics Company management uses to compare the Company's performance to that of prior periods for trend analyses and for budgeting and planning purposes. These measures also provide useful information to investors and analysts relating to 2U's financial condition and results of operations. These financial measures are not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. In addition, these financial measures may be different from non-GAAP financial measures used by other companies, limiting their usefulness for comparison purposes.

GAAP to non-GAAP reconciliation – 3Q and FY'19 guidance.

Reconciliation of GAAP Net Loss Guidance to Non-GAAP Adjusted Net Loss and Adjusted EBITDA Guidance	Three Months Ending September 30, 2019		Year Ending December 31, 2019	
	$	$/Share	$	$/Share
	(in thousands, except per share amounts)			
Net Loss	**(67,800)**	**(1.07)**	**(154,450)**	**(2.52)**
Foreign Currency Loss	-	-	375	0.01
Amortization of Acquired Intangible Assets	10,550	0.17	27,875	0.45
Income Tax Benefit on Amortization of Acquired Intagible Assets	(425)	(0.01)	(1,650)	(0.03)
Acquisition-Related Income Tax Benefit	-	-	(19,275)	(0.31)
Transaction Costs	-	-	5,025	0.08
Deferred Revenue Fair Value Adjustment	5,925	0.09	11,150	0.18
Stock-Based Compensation Expense	19,450	0.31	57,025	0.93
Adjusted Net Loss	**(32,300)**	**(0.51)**	**(73,925)**	**(1.21)**
Interest Income	(800)	*	(5,350)	*
Interest Expense	5,725	*	13,925	
Depreciation and Amortization Expense	10,150	*	39,125	*
Income Tax Expense	350	*	1,175	*
Adjusted EBITDA (Loss)	**(16,875)**	*	**(25,050)**	*
Projected Weighted-Average Shares of Common Stock Outstanding, Basic		63,225		61,300

* *Not Provided.*

Note: This table presents (i) a reconciliation of net loss guidance to adjusted net loss guidance and adjusted EBITDA guidance and (ii) a reconciliation of net loss per share guidance to adjusted net income (loss) per share guidance, each at the midpoint of the ranges provided by the Company, for each of the periods indicated.