



## SEC Shareowner Alert - Notice of Exempt Solicitation

May 31, 2018

Dear 2U Inc. Shareowner:

### Support Shareowner Proposal #4 Requesting Majority Vote

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We urge shareowners to support Proposal #4 at the 2U Inc. June 26, 2018 Annual General Meeting. As of record date April 27, 2018, CalPERS owned approximately 91,200 shares of 2U Inc. common stock. As a long-term shareowner of the company we ask that you support our non-binding shareowner proposal requesting the Board of Directors amend the company's governing documents to allow for a majority voting standard in director elections, while retaining a plurality vote standard for contested director elections.

### Majority Vote for Director Elections is Becoming Widely Accepted

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Plurality voting is rapidly being replaced with majority voting in uncontested director elections. Approximately 90% of the companies in the S&P 500 and 47% of the companies in the Russell 3000 have adopted some form of majority voting – an indication of the current direction of good corporate governance.

### A Plurality Vote Standard Disenfranchises Shareowners

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CalPERS believes that a plurality voting standard effectively disenfranchises shareowners when directors run unopposed. Under the existing plurality standard, uncontested director nominees can be elected with a single "For" vote, leaving votes "Withheld" with no legal effect whatsoever. While under the CalPERS majority vote request, director nominees would need to be elected by the affirmative vote of a majority of shares represented and voting at a duly held meeting.

### Support Proposal #4 requesting Majority Vote for Director Elections

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We believe a majority vote standard is essential to a sustainable system of governance that fosters director accountability and long-term value creation. Fully accountable governance structures through the adoption of majority vote should be in place to offer shareowners a meaningful voice in the director election process. Please vote "FOR" shareowner proposal #4.

Should you have any questions please feel free to contact Todd Mattley, CalPERS Associate Investment Manager at [INVO\\_GE\\_Corporate\\_Governance\\_Engagements@calpers.ca.gov](mailto:INVO_GE_Corporate_Governance_Engagements@calpers.ca.gov) or 916-795-0565.

Thank you for your support.

Sincerely,

A handwritten signature in black ink, appearing to read "Simiso Nzima".

Simiso Nzima  
Investment Director, Global Equity  
CalPERS Investment Office

PLEASE NOTE: The cost of this solicitation is being borne entirely by CalPERS and is being done through the use of the mail and telephone communication. CalPERS is not asking for your proxy card. Please do not send us your proxy card.

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