



**Attn: Trading and Market Making/Legal and Compliance/Operations/Systems**  
**UNIFORM PRACTICE ADVISORY (UPC #64-24) 09/16/2024**  
**2U, Inc. (TWOUQ)**

Notice has been received that the above Company's Second Amended Joint Prepackaged Plan of Reorganization became effective on 9/13/2024. On the Effective Date, all Existing Equity Interests will be canceled, released, and extinguished and will be of no further force and effect. No Holders of such Existing Equity Interests will receive any property or distribution under this Plan.

Additionally, except to the extent that a Holder of an Allowed Unsecured Notes Claim agrees to less favorable treatment of its Allowed Unsecured Notes Claim, in full and final satisfaction, settlement, release, and discharge of such Allowed Unsecured Notes Claim, on the Effective Date, each Holder of such Allowed Unsecured Notes Claim shall receive, in accordance with the Restructuring Transactions permitted by permitted by Article IV.C, (i) the right to participate in the Equity Rights Offering in accordance with the Equity Rights Offering Procedures, and (ii) its Pro Rata share of the New Common Interests (subject to dilution on account of the New Common. For more details, see the Company's Second Amended Joint Prepackaged Plan of Reorganization.<sup>1</sup>

Issuer	Security Description	Maturity Date	CUSIP	Treatment Class	Distribution of New Common Interests per \$1000 PA
2U, Inc.	Senior Convertible Note		90214JAB7	4	33.73009211
2U, Inc.	4.50% Senior Convertible Note 4/A2	02/01/2030	90214JAC5	4	34.28372789
2U, Inc.	4.50% Senior Convertible Note	02/01/2030	90214JAD3	4	34.28372789

Members are reminded of their obligations under FINRA Rule 2111 if they continue to engage in transactions in the above security after the effective date.

Pursuant to FINRA Rule 11530, members are advised that, among other things, in contracts for securities where a public announcement or publication of general circulation discloses that the securities have been deemed worthless, deliveries shall consist a) the worthless securities or; or b) a Letter of Indemnity which shall grant the

<sup>1</sup> See e.g., In re: 2U, Inc., et al., Chapter 11 Case No. 24-11279 (MEW) (Jointly Administered) Second Amended Joint Prepackaged Plan of Reorganization of 2U, Inc. and Its Debtor Affiliates.

purchaser any rights and privileges which might accrue to the holders of the physical securities. Such deliveries shall operate to close-out the contract and shall be settled at the existing contract price pursuant to FINRA Rule 11530.

Questions regarding this notice should be directed to: FINRA Market Operations-  
1-866-776-0800.