

Investor Presentation

November 2017



## SAFE HARBOR

This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation, including statements regarding future results of the operations and financial position of 2U, Inc. ("2U" or the "Company"), 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. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in our form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 24, 2017, our form 10-Q filed with the SEC on November 7, 2017, and other filings with the SEC. 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 or implied in the forward-looking statements.

Forward-looking statements include, but are not limited to, statements about the benefits of the acquisition of GetSmarter, including future financial and operating results, 2U's and GetSmarter's plans, objectives, expectations and intentions, and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include risks and uncertainties relating to: the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with clients, employees or students; the risk that key employees of GetSmarter may leave the business; the diversion of management time on acquisition-related issues; general worldwide economic conditions and related uncertainties; and the effect of changes in governmental regulations.

You should not rely upon forward-looking statements as predictions of future events. Although 2U believes that the expectations reflected in the forward-looking statements are reasonable, 2U cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither 2U nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Except as required by law, 2U undertakes no obligation to update publicly any forward-looking statements for any reason after the date of this presentation, to conform these statements to actual results or to changes in 2U's expectations.

2U partners with great colleges and universities to build what we believe is the world's best digital education.



#### **Comprehensive Bundle**

Our solutions consist of our cloud-based SaaS technology fused with technology-enabled services, which we optimize with data analysis and machine learning. This suite of technology and services allows our clients' programs to expand and operate at scale, and provides the comprehensive infrastructure colleges and universities need to attract, enroll, educate, support and graduate their students.

# TOTAL MARKET OPPORTUNITY

Global higher education is in the early stages of a digital transformation. Today, 2U is a fraction of this market. But if we continue to execute on our growth strategy of launching and scaling our DGPs, we believe that our domestic graduate business could grow to generate significant annual steady state revenue at maturity.

The U.S. graduate education market is a fraction of the \$1.9T spent on global higher education<sup>1</sup>. 2U has the opportunity to grow and expand into areas including non-degree education, international graduate education and domestic undergraduate education.

2U 2016 **\$205.9M**  Total U.S.
Graduate Education<sup>2</sup>
\$80B

Total U.S. Higher Education<sup>2</sup> \$550B Global
Higher Education
\$1.9T

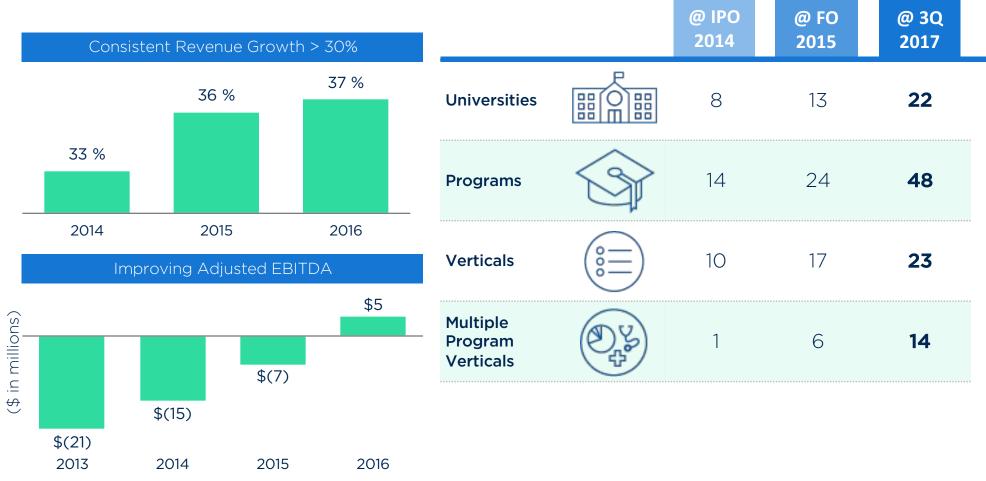
<sup>&</sup>lt;sup>1</sup>We estimate, based on data provided by GSV, that higher education will account for total revenues of approximately \$1.9 trillion globally in 2016.

<sup>&</sup>lt;sup>2</sup> Source: U.S. National Center for Education Statistics, May 2015 Report

# 2U GROWTH STRATEGY



## EXCEEDING EXPECTATIONS IN THE CORE BUSINESS



### GROWING OUR PARTNER PORTFOLIO

Partnered with three or more universities in each of the major regions of the U.S, and with half of the top 20 universities as ranked by U.S. News and World Report\*

AMERICAN UNIVERSITY	EMERSON COLLEGE	FORDHAM UNIVERSITY	THE GEORGE WASHINGTON UNIVERSITY WASHINGTON, DC	GEORGETOWN UNIVERSITY	HARVARD
THE LONGON SCHOOL OF BEST AND PROJECT AND	Massachusetts institute of Technology	* NYU	Northwestern University	WINIVERSITY OF OXFORD	PEPPERDINE
RICE	SIMMONS COLLEGE	SMU.	Syracuse University	Tecnológico de Monterrey	Berkeley
UNIVERSITY OF CAMBRIDGE	UNIVERSITY OF CAPE TOWN	CHICAGO	UNIVERSITY of DAYTON	DENVER	THE UNIVERSELY of CHAPTER STATE of CHAPTER STATE
#USC	S UNIVERSITEIT STELLENBOSCH UNIVERSITY	UNIVERSITY OF THE WITWATERSRAND JOHANNESBURG	VANDERBILT UNIVERSITY	Washington University in St. Louis	Yale

<sup>\*</sup>According to the National Universities category in the 2017 report, including GetSmarter partners.

### DELIVERING VALUE TO PARTNERS & STUDENTS

#### **Partner Tuition Generated\***





PORTFOLIO OF 48 PROGRAMS ACROSS 23 DIFFERENT **ACADEMIC VERTICALS** 

HIGHLY SFLECTIVE ADMISSIONS STANDARDS CREATES A SMALL POOL OF POTENTIAL STUDENTS

GRADUATE PROGRAM IS A PURCHASE TYPICALLY MADE ONLY ONCE IN A PERSON'S CAREER

GREATER THAN THREE YEAR CYCLE FROM MARKETING INVESTMENT TO FULL REVENUE RECOGNITION



































































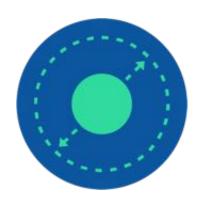






## TARGET ATTRIBUTES AND STEADY STATE ECONOMICS FOR A

TYPICAL DGP



Revenue Share

Steady State Annual Revenue

Avg. Luition	\$/0 - \$/5k
Annual New Student Enrollments	300 - 500
Retention	82 - 84%
Total Tuition Generated*	\$25-28 million

2U	University
Low to mid 60 percent	Mid 30 to 40 percent
\$15-17 million	\$9-10 million
Adj. EBITDA Margin**	Surplus
\$5-6 million	\$6-7 million

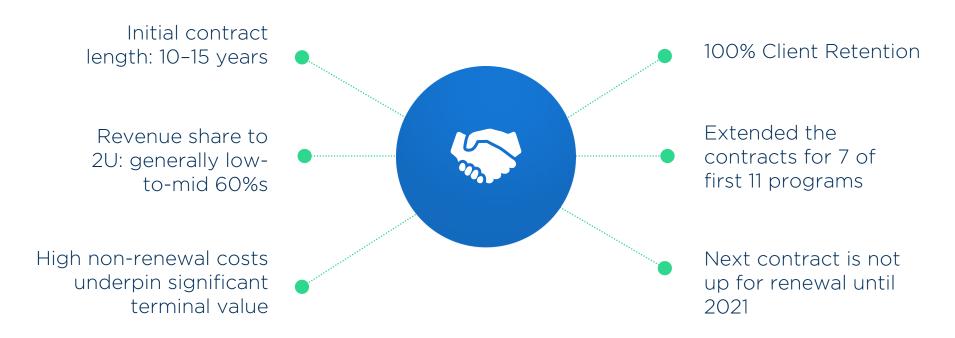
<sup>\*</sup>Represents the sum of tuition and fees that students in our clients' programs have paid our clients from inception through June 30, 2017, plus what we expect current students in our clients' programs to pay our clients by the time they graduate or leave their programs, adjusted for expected attrition.

<sup>\*\*</sup>We consider interest expense, interest income, and the non-program specific portions of depreciation and amortization expense and stock-based compensation expense to be corporate expenses, and therefore we allocate those expenses to the above groupings based on our corporate allocation methodology.

## PARTNERS COMMITTING FOR THE LONG-TERM

Long-term customer contracts with compelling economics

Older partners extending their initial contracts



### DGP STRATEGY



Out of the over 1,000 graduate degree verticals, 2U plans to launch at least one DGP in 60-90 distinct verticals.

**NEW VERTICALS** 



MULTIPLE PROGRAM



SCALE PROGRAM

In each vertical, 2U will then launch a certain number of additional DGPs based on the annual degree conferrals in the vertical and the regional career opportunities for those graduates.

Once launched, we believe that our data-driven marketing team can scale each of those DGPs to an average of \$16 million in annual steady state revenue. Our core business remains launching and scaling domestic graduate programs in new and existing verticals. If we execute this strategy, we believe we could launch approximately 200 DGPs. By 2020, we expect to have launched approximately 40% of these DGPs. At maturity, these should generate more than \$3B in annual steady state revenue.



# DATA-DRIVEN APPROACH TO SELECTING DOMESTIC GRADUATE PROGRAMS

2U uses its proprietary Program Selection Algorithm to identify potential programs that have the highest probability of success based on combinations of university, degree vertical, and geographic region.

# PROGRAM SELECTION ALGORITHM



Enrollment data, search demand, and job growth are key variables

#### **MARKET FACTORS**

Size of the degree vertical matters

Demand for the vertical in region is predictive

Verticals with licensure and placement are attractive

#### **INSTITUTIONAL FACTORS**

Strength of the school brand

Leadership and institutional will

#### EXPANDING INTO NEW VERTICALS Verticals 2U expects to nearly triple its vertical total from 2015 to 2018, allowing us to further **Announced** penetrate the U.S. graduate education market. 2011 **EDUCATION** SOCIAL WORK NURSING **BUSINESS** 2015 **PUBLIC** INT'L **PUBLIC** LEGAL SOCIAL WORK NURSING **BUSINESS EDUCATION STUDIES** ADMIN. **RELATIONS HEALTH** HEALTH **DESIGN PHSYICAL PHYSICIAN INFORMATICS THERAPY ASSISTANT** 2018 SCHOOL INFO. SCIENCE **ENGINEERING** OCCUPATIONAL **PSYCHOLOGY** COUNSELING **THERAPY DATA SCIENCE** HEALTH ADMIN. MENTAL HEALTH BUSINESS COMMS. **BEHAVIOR** SPEECH PATHO. **ANALYSIS PUBLIC** LEGAL **PUBLIC** INT'L SOCIAL WORK **FDUCATION NURSING BUSINESS STUDIES** ADMIN. **RELATIONS HEALTH** 13

## EXPANDING MULTIPLE PROGRAM VERTICALS

MPVs allow 2U to leverage program marketing investments across a specific vertical, which we believe expands the number of students we can find while decreasing the cost per acquisition. At the time of IPO, only the nursing vertical operated multiple programs. Today, 2U operates seven multiple program verticals.

NURSING	2011	2013	2016						
SOCIAL WORK	2010	2014	2018	20	)18				
BUSINESS	2011	2015	2015	20	)16	2017	2018	2018	2018
DATA SCIENCE	2014	2015	2017			Г	6 11		
COMMUNICATIONS	2015	2016					f all anr		
PUBLIC HEALTH	2013	2016	2018				orogran		
PUBLIC ADMINISTRATION	2013	2017	2019				the tota double l		
EDUCATION	2009	2017	2018	20	)18		2018.	by the t	end of
SCHOOL COUNSELING	2016	2017	2018				2010.		
LEGAL STUDIES	2013	2017							
MENTAL HEALTH	2015	2017							l
BEHAVIOR ANALYSIS	2016	2018	2019			DPERAT	ING  5 @ 3Q'17	NOT YET LAUNCHED	TOTAL ANNOUNCED
SPEECH PATHOLOGY	2016	2018	 Verti	cals	10	17	21	2	23
ENGINEERING	2016	2018	MPV		1	6	10	4	14

# EXPANDING PARTNER RELATIONSHIPS

Case Study:

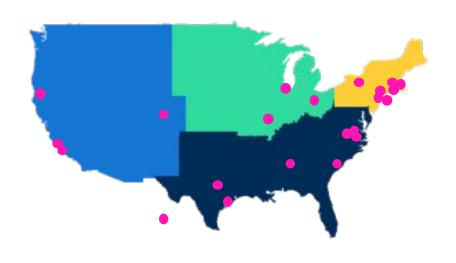


Progi	ams Of	fered	Program Highlights
USC Rossier School of Education	2009	USC Rossier Online	Contract extended through 2030
USC Suzanne Dworak-Peck	2010	MSW@USC	Contract extended through 2032
USC Suzanne Dworak-Peck Scholo of Social Work Department of Narring	2016	Nursing@USC	Department of Nursing established through the surplus from MSW@USC program
USC Jimmy Jovine and Andre Young Academy	2017	Design@USC	First graduate program offered through the Academy
USC Rossier Notword of Educacion	2018	School Counseling Program	Expansion of relationship with USC Rossier
USC Division of Biokinesiology and Physical Therapy	2018	DPT@USC	#1 school of Physical Therapy in the U.S.
USC Price Sol Price School of Public Policy	2019	MPL@USC MPP@USC	Ranked 4 <sup>th</sup> among Public Affairs Schools

## EXPANDING OUR REGIONAL PRESENCE

The combination of university and degree vertical within a region is critical to a successful 2U program. 2U has increased the geographic diversity of its programs by adding new partners across the U.S. and launching additional programs with existing partners.

	@ IPO 2014	@ FO 2015	@ 3Q 2017
Northeast	4	10	19
South	6	8	12
Midwest	1	2	4
West	3	4	13
TOTAL	14	24	48



University Partner

#### VERTICAL CASE STUDY: CLINICAL PLACEMENTS

Verticals that lead to licensure typically require students to complete up to 1,000 hours of practice and assessment in clinical settings to graduate.

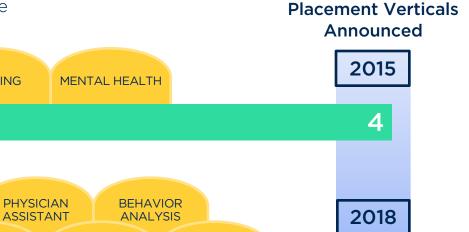
Our ability to secure clinical placements at scale has enabled 2U to expand into verticals that would otherwise have been off-limits.

@ IPO @ 3Q @ FO 2014 2015 2017 **Clinical Sites** 10,108 17,885 32,206 Growth 77% 80%

Careers in many of these verticals are experiencing high demand growth; for example, physical therapy careers are expected to see growth of 34 percent between 2014 and 2024.1

**EDUCATION** 

**PSYCHOLOGY** 



**SOCIAL WORK EDUCATION** 

**NURSING** 

**PHSYICAL** 

**THERAPY** 

**SOCIAL WORK** 

MENTAL HEALTH SPEECH PATHO.

NURSING

SCHOOL **COUNSELING** 

OCCUPATIONAL

**THERAPY** 

# PHYSICAL MEETS DIGITAL- YALE PA

The Yale PA curriculum requires 15 experiential rotations per student.

As a part of the accreditation process, ARC-PA tasked 2U with finding spots for at least 480 clinical rotations.

The 2U Placement team delivered:

40

s Total States

Signed Contracts

157

2,276

Total Facilities

**Total Spots** 



### MPV CASE STUDY: BUSINESS VERTICAL

2U has at least one university partner in each of the major regions of the U.S.

2011	2015	2015	2016	2	017	2018	2018	2018
THE UNIVERSITY of NORTH CAROLINA at CHAPEL HILL	racuse University	AMERICAN UNIVERSITY	SIMMON	NS DA	ERSITY of YTON	<b>RICE</b>	UNIVERSITY OF DENVER	HARVAR UNIVERSITY
	UNC	Syracuse	American	Dayton	1			_
Launch Date	Oct. 2011	Jan. 2015	Oct. 2015	Oct. 2017			1	
First Class Size	19	98	60	106			U	
2014	294					•		4
2015	340	474					and the second	
2016	479	578	286			The same of the same of		

The first program in the vertical launched with a small initial class and scaled enrollments slowly over four years.

Subsequent programs launched with higher initial class sizes and scaled enrollments more quickly than the first program.

Following the launch of additional programs, the first program in the business vertical saw annual new student enrollment growth accelerate from 16% growth in year four to 41% in year five.

# EXPECTED 2018 LAUNCH COHORT

Targeting 14 programs launched, which is 2 above the original target. Of the 13 slotted programs, 11 are MPV. The 2 new verticals are Physical Therapy and Physician Assistant.



### COHORT MARGIN\* PREVIEW FOR 2017

Our Launch Cohorts with Operating History are Tracking with our Economic Model

	Less than 2 Years	2 - 3 Years	3 - 4 Years	Greater than 4 Years
Calendar Year 2015	(158)%	4%	-	27%
Calendar Year 2016	(130)%	(6)%	18%	36%
Calendar Year 2017**	(400)-(410)%	11-13%	19-21%	37-38%

For calendar year 2017, greater than 4 years will include programs launched prior to 2013, 3 to 4 years will include programs launched in 2014, 2 to 3 years will include programs launched in 2015, and less than 2 years will include programs launched in 2016 or later.

<sup>\*</sup>Cohort margin represents adjusted EBITDA, a non-GAAP measure, which we define as net income or net loss, as net income or net loss, as applicable, before net interest income (expense), taxes, depreciation and amortization, foreign currency gains or losses, acquisition-related gains or losses and stock-based compensation expense, as a percentage of revenue in the applicable period. A reconciliation of Net Income (Loss) to Adjusted EBITDA can be found at the end of this presentation.

<sup>\*\*</sup>The following figures represent the expected adjusted EBITDA (loss) income margin for our client programs, grouped by the length of time since program launch, as of December 31, 2017.

ATTRACTI	/E LON	G-TERM	DGP MC	DDEL	Long-Term
	2013	2014	2015	2016	Steady-State Target**
Revenue	\$83.1	\$110.2	\$150.2	\$205.9	
Adj. Servicing & Support*	27%	23%	20%	18%	15 - 17%
Adj. Tech. & Content Development*	19%	16%	13%	11%	11 - 13%
Adj. Program Marketing & Sales*	65%	58%	54%	51%	31 - 33%
Adj. G&A*	16%	17%	17%	18%	6 - 7%
Adj. EBITDA Margin*	(26)%	(13)%	(4)%	2%	Mid-30s%

<sup>\*</sup> Percentages reflect percentages of revenue for the stated periods, and are calculated on a non-GAAP basis to exclude depreciation and amortization expense and stock-based compensation expense. See appendix for calculation of non-GAAP adjusted expense amounts and reconciliation of adjusted EBITDA to Net Loss, as applicable.

<sup>\*\*</sup>Nothing in this presentation should be regarded as a representation by any person that these targets will be achieved, and the company undertakes no duty to update its targets.

# 2U GROWTH STRATEGY





# POWERING HIGH-QUALITY SHORT COURSES FROM WORLD-RENOWNED UNIVERSITIES





#### **SHORT COURSE CERTIFICATES**

Portfolio of 70+ short course certificates offered through a revenue share model. Partnered with three of the best universities in each of the US, the UK, and Africa



#### WITH INTERNATIONAL REACH

Working professionals from more than 140 countries<sup>1.</sup> University partners from three continents



#### **FOCUSED ON QUALITY**

Completion rate that averages 88%



#### TO DRIVE GROWTH

Short course certificates taken by 50,000+ students<sup>1</sup>

## COURSE PORTFOLIO

Portfolio of over 70 courses ranging across disciplines including business, finance, marketing, design, legal, teaching, healthcare and IT. Only our legacy partner, UCT, has achieved scale.



# BETTER TOGETHER



STUDENTS. UNIVERSITIES. INVESTORS.

# DIFFERENT ECONOMIC PROFILES

	DGP	Short Courses
Avg. Tuition	\$70 - \$75k	\$1,000 - \$3,000
Student Acquisition Cycle	7 months	1-3 months
Avg. Duration	2.2 years	9 weeks

# DIFFERENT PRODUCT PROFILES

DGP	<b>Short Courses</b>
One Time Purchase	Can Purchase Multiple Times
Primarily US Centric	Strong Global Presence
Highly Selective	Open Enrollment
Expensive	Lower Cost

## COMPLEMENTARY MODELS

**2**U<sub>®</sub>

Substantial investment to launch and scale programs to \$15-17m in annual steady state revenue

Marketing spend drives revenue over a 3+ year period

Highly predictable revenue, but at the expense of near term flexibility





Smaller investment increases speed to market and gives flexibility to respond to market demands

Marketing spend drives revenue in the next 4-6 months

Have to market for each presentation, but at the expense of predictability



<sup>\*</sup>YTD through 3Q, respectively.

<sup>\*\*</sup>Organic Growth is calculated by excluding revenue generated by any acquisitions whose revenue was not fully recognized in the year-ago period from the calculation of year-over-year revenue growth.

## 4Q and FY'17 Guidance

	40 2017	FY 2017
	(in millions, excep	t per share amounts)
Revenue	\$84.6 - \$85.6	\$264.7 - \$285.7
Net income (loss)	\$(0.6) - \$0.1	\$(30.6) - \$(29.9)
Net income (loss) per share, basic and diluted	\$(0.01) - \$0.00	\$(0.62) - \$(0.61)
Adjusted net income (loss)	\$7.3 - \$6.0	\$(4.9) - \$(4.2)
Adjusted net income (loss) per share	\$0.13 - \$0.14	\$(0.10) - \$(0.09)
Weighted-average shares of common stock outstanding, basic	52.3	49.1
Weighted-average shares of common stock outstanding, diluted	57.5	
Adjusted EBITDA	\$11.8 - \$12.5	\$10.5 - \$11.2
Stock-based compensation expense	16.5 - 16.6	\$22.0 - \$22.1

Note: A reconciliation of (i) net loss guidance to adjusted net income (loss) guidance and adjusted EBITDA guidance and (ii) 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, is provided in the appendix attached hereto.



#### 2U, Inc.

#### Reconciliation of Non-GAAP Measures

#### (unaudited)

The following table presents (i) a reconciliation of net loss guidance to adjusted net income (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:

	Three Months Ended December 31, 2017				Year Ended			
						December 31, 2917		
		1	\$/Share		1		\$/Share	
		1.11	(in the	usands, excep	il per share	amounts)		
net loss	1	(250)	5	(0.01)		(30,390)	1	(0.62)
Foreign currency loss		-				1,000		0.02
Amortization of acquired intangible assets		1,600		0.03		3,200		0.07
Income tax benefit on amortization of acquired intangible assets		(250)		(0.00)		(650)		(0.01)
Stock-based compensation expense		4,500		0.11		22,050		0.45
Adjusted net income (loss)		7,600		0.13	-	(4,600)		(0.09)
Net interest (income) expense		-		* 3		(290)		
Depreciation and amortization expense		4,500				16,200		
Income tax benefit		-		*		(600)		
Adjusted EBITDA	1	12,100			1	10,800		
rejected weighted-everage shares of common stock								
outstanding, basis								49,100
rejected weighted-average shares of common stock								
outstanding, diluted				57,545				

<sup>\*</sup> Not provided.

# Reconciliation of Non-GAAP Financial Measures 2015 Adj. EBITDA Cohort Margins\*

	Less than 2			
	Years	2 - 3 Years	Greater than 3 Years	Total
Net (loss) income	(184)%	(12 )%	17 %	(18)%
Interest expense**	0 %	0 %	0 %	0 %
Interest income**	0 %	0 %	0 %	0 %
Depreciation and amortization expense**	9 %	5 %	4 %	5 %
Stock-based compensation expense**	17 %	10 %	6 %	8 %
Adjusted EBITDA (loss) income	(158)%	4 %	27 %	(4)%

<sup>\*</sup>The following table presents a reconciliation, after allocation of all corporate costs, of full year 2015 net (loss) income margin to adjusted EBITDA (loss) income margin for our client programs, grouped by the length of time since program launch, as of December 31, 2015.

<sup>\*\*</sup>We consider interest expense, interest income, and the non-program specific portions of depreciation and amortization expense and stock-based compensation expense to be corporate expenses, and therefore we allocate those expenses to the above groupings based on our corporate allocation methodology.

# Reconciliation of Non-GAAP Financial Measures 2016 Adj. EBITDA Cohort Margins\*

	Less than 2 Years	2 - 3 Years	3 - 4 Years	Greater than 4 Years	Total
Net (loss) income	(155)%	(19)%	6 %	28 %	(10)%
Interest income**	0 %	0 %	0 %	0 %	0 %
Interest expense**	0 %	0 %	0 %	0 %	0 %
Depreciation and amortization expense**	9%	6 %	5%	3%	5 %
Stock-based compensation expense**	16 %	7 %	7 %	5 %	7 %
Adjusted EBITDA (loss)	(130 )%	(6)%	18 %	36 %	2 %

<sup>\*</sup>The following table presents a reconciliation, after allocation of all corporate costs, of full year 2016 net (loss) income margin to adjusted EBITDA (loss) income margin for our client programs, grouped by the length of time since program launch, as of December 31, 2016.

<sup>\*\*</sup>We consider interest expense, interest income, and the non-program specific portions of depreciation and amortization expense and stock-based compensation expense to be corporate expenses, and therefore we allocate those expenses to the above groupings based on our corporate allocation methodology.

# Reconciliation of Non-GAAP Financial Measures 2017 Adj. EBITDA Cohort Margins\*

	Less Than 2 Years	2-3 Years	3-4 Years	Greater Than 4 Years
Net income (loss)	(470%)-(460%)	(2%)-(0%)	7%-9%	26%-28%
Stock-based compensation expense	38%	7%	6%	6%
Net interest (income) expense**	-1%	0%	0%	0%
Depreciation and amortization expense**	21%	7%	6%	4%
Adjusted EBITDA**	(410%)-(400%)	11%-13%	19%-21%	37%-38%

<sup>\*</sup>The following table presents a reconciliation, after allocation of all corporate costs, of expected full year 2017 net (loss) income margin to adjusted EBITDA (loss) income margin for our client programs, grouped by the length of time since program launch, as of December 31, 2017.

<sup>\*\*</sup>We consider interest expense, interest income, and the non-program specific portions of depreciation and amortization expense and stock-based compensation expense to be corporate expenses, and therefore we allocate those expenses to the above groupings based on our corporate allocation methodology.

# Calculation of Non-GAAP Adjusted Expense Amounts

(dollars in millions)

Servicing & Support	FY:	FY 2013		FY 2014		FY 2015		2016
	\$	%	\$	%	\$	%	\$	%
GAAP Costs & Expenses	22.7	27.3	26.9	24.4	32.0	21.4	41.0	20
Depreciation & Amortization	0.2	0.3	0.3	0.3	0.3	0.2	0.5	0
Stock-Based Compensation	0.4	0.4	1.5	1.3	2.3	1.5	3.2	2
Non-GAAP Adj. Expense	22.1	26.6	25.1	22.8	29.4	19.7	37.3	18

General & Administrative	FY:	FY 2013		FY 2014		FY 2015		2016
	\$	%	\$	%	\$	%	\$	%
GAAP Costs & Expenses	14.8	17.9	23.4	21.2	34.1	22.7	46.0	22
Depreciation & Amortization	0.1	0.1	0.3	0.3	0.4	0.2	0.5	O
Stock-Based Compensation	1.7	2.1	4.6	4.2	7.6	5.1	8.9	4
Non-GAAP Adj. Expense	13.0	15.7	18.5	16.7	26.1	17.4	36.6	18

Marketing &	FY:	FY 2013		FY 2014		FY 2015		2016
Sales	\$	%	\$	%	\$	%	\$	%
GAAP Costs & Expenses	54.1	65.1	65.2	59.2	82.9	55.2	106.6	52
Depreciation & Amortization	0.3	0.4	0.4	0.3	0.5	0.3	0.9	O
Stock-Based Compensation	0.2	0.2	0.7	0.6	1.1	0.7	1.3	1
Non-GAAP Adj. Expense	53.6	64.5	64.1	58.3	81.3	54.2	104.4	51

Tech. &	FY	FY 2013		FY 2014		FY 2015		2016
Content Dev.	\$	%	\$	%	\$	%	\$	%
GAAP Costs & Expenses	19.5	23.4	22.6	20.5	27.2	18.1	33.3	16
Depreciation & Amortization	3.7	4.4	4.6	4.2	6.1	4.0	7.9	4
Stock-Based Compensation	0.2	0.2	0.8	0.7	1.5	1.0	2.4	1
Non-GAAP Adj. Expense	15.6	18.8	17.2	15.6	19.6	13.1	23.0	11