



Two Harbors Investment Corp. Announces Public Offering of Common Stock

NEW YORK--(BUSINESS WIRE)-- [Two Harbors Investment Corp.](#) (NYSE: TWO), an Agency + MSR mortgage real estate investment trust, today announced that it has commenced an underwritten public offering of 10,000,000 shares of its common stock. The Company expects to grant the underwriters a 30-day option to purchase up to an additional 1,500,000 shares of its common stock. The Company intends to use the net proceeds from the offering to purchase its target assets, including residential mortgage-backed securities, mortgage servicing rights and other financial assets, in each case subject to its investment guidelines and to the extent consistent with maintaining its real estate investment trust qualification, and for general corporate purposes.

Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC and Citigroup Global Markets Inc. are acting as joint book-running managers for the offering, and JMP Securities, A Citizens Company is acting as bookrunner for the offering.

The offering will be made pursuant to the Company's shelf registration statement previously filed with the Securities and Exchange Commission ("SEC") on February 26, 2021 (Commission File No. 333-253606). The offering will be made only by means of a prospectus supplement and an accompanying prospectus. Before you invest, you should read the prospectus supplement and accompanying prospectus along with other documents that the Company has filed with the SEC for more complete information about the Company and this offering. Copies of the preliminary prospectus supplement and accompanying prospectus, when available, may be obtained by contacting:

Goldman Sachs & Co. LLC
200 West Street
New York, NY 10282
Telephone: (866) 471-2526
Email: prospectus-ny@ny.email.gs.com

J.P. Morgan Securities LLC
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Telephone: (866) 803-9204
Email: prospectus-eq_fi@jpmchase.com

Citigroup Global Markets Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Telephone: (800) 831-9146
Email: prospectus@citi.com

JMP Securities, A Citizens Company
600 Montgomery Street, Suite 1100
San Francisco, CA 94111
Telephone: (415) 835-8985
Email: syndicate@jmpsecurities.com

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, shares of common stock, or any other securities, nor shall there be any sale of the Company's securities in any

state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Notice Regarding Forward-Looking Statements

This release may include statements and information that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and we intend such forward-looking statements to be covered by the safe harbor provisions therein and are included in this statement for purposes of invoking these safe harbor provisions. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance. The forward-looking statements made in this release include, but may not be limited to, expectations regarding the use of proceeds from the offering.

Forward-looking statements are not guarantees, and they involve risks, uncertainties and assumptions. There can be no assurance that actual results will not differ materially from our expectations. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks identified under the captions “Risk Factors,” “Forward-Looking Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our public filings with the SEC, which are available on the SEC’s website at www.sec.gov.

All written or oral forward-looking statements that we make, or that are attributable to us, are expressly qualified by this cautionary notice. Except to the extent required by applicable laws and regulations, we undertake no obligations to update these forward-looking statements to reflect events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

Two Harbors Investment Corp.

Two Harbors Investment Corp., a Maryland corporation, is a real estate investment trust that invests in residential mortgage-backed securities, mortgage servicing rights and other financial assets. Two Harbors is headquartered in St. Louis Park, Minnesota.

Additional Information

Stockholders of Two Harbors and other interested persons may find additional information regarding the Company at the Securities and Exchange Commission’s Internet site at www.sec.gov or by directing requests to: Two Harbors Investment Corp., 1601 Utica Ave. S., Suite 900, St. Louis Park, MN, 55416, telephone (612) 453-4100.

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