

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Schedule 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12p

Two Harbors Investment Corp.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act rules 14a6(i)(1) and 0-11.
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Your **Vote** Counts!

TWO HARBORS INVESTMENT CORP.

2023 Annual Meeting

Vote by May 16, 2023

11:59 PM ET

TWO HARBORS INVESTMENT CORP.
1601 UTICA AVENUE SOUTH, SUITE 900
ST. LOUIS PARK, MN 55416



V04492-P88653

You invested in TWO HARBORS INVESTMENT CORP. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 17, 2023.**

Get informed before you vote

View the Notice of Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 17, 2023
10:00 AM ET

Virtually at:

www.virtualshareholdermeeting.com/TWO2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors	
Nominees:	
1a. E. Spencer Abraham	✔ For
1b. James J. Bender	✔ For
1c. William Greenberg	✔ For
1d. Karen Hammond	✔ For
1e. Stephen G. Kasnet	✔ For
1f. W. Reid Sanders	✔ For
1g. James A. Stern	✔ For
1h. Hope B. Woodhouse	✔ For
2. Advisory vote on the compensation of our executive officers.	✔ For
3. Advisory vote relating to the frequency of future advisory votes on executive compensation.	1 Year
4. Ratification of the appointment of Ernst & Young LLP to serve as our independent registered public accounting firm for our fiscal year ending December 31, 2023.	✔ For
NOTE: The proxies are authorized to vote in their discretion on any matter that may properly come before the Annual Meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".