

## **CHEGG, INC.**

### **CHARTER OF THE GOVERNANCE AND SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

This Charter specifies the scope of the responsibilities of the Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Chegg, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements. The approval of this Charter shall be construed as a continuing delegation of authority to the Committee with respect to the responsibilities set forth herein.

The primary purpose of the Committee is to (i) evaluate candidates for membership on the Board and make recommendations to the Board regarding candidates for director; (ii) make recommendations with respect to the composition of the Board and the committees thereof; (iii) review and recommend changes to the Company’s corporate governance framework; (iv) generally oversee environmental, social and governance (ESG) matters applicable to the Company; and (v) assist the Board in its reviews of the performance of the Board and each committee as requested.

#### **ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be composed of at least two (2) directors, all of whom shall be Independent Directors. “Independent Director” means a person other than (i) an officer or employee of the Company or its subsidiaries or (ii) any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities as a Committee member, as defined by applicable regulatory bodies. Independent Directors shall meet the independence criteria established by the rules of The New York Stock Exchange (the “NYSE”).

The Board appoints the members of the Committee and the chairperson, taking into account the recommendation of the Committee, and the members shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal by the Board. Any member of the Committee may be replaced by the Board at any time with or without cause.

#### **MEETINGS AND PROCEDURES**

The Committee shall hold meetings, either in person, telephonically or via videoconference, as frequently as it deems necessary in order to fulfill its responsibilities under this Charter. A majority of the members present shall represent a quorum of the Committee, and any action approved by at least a majority of the members of the Committee shall represent the valid action of the Committee. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board (except that a quorum of the Committee shall consist of no fewer than two members). The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

## **AUTHORITY**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including full access to all books, records, facilities and personnel of the Company as deemed necessary by any member of the Committee. The Committee has complete authority to retain and terminate outside legal counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms.

From time to time, the Committee may delegate duties or responsibilities to subcommittees or to a member or members.

## **RESPONSIBILITIES**

### **A. NOMINATING FUNCTIONS**

1. The Committee shall evaluate and review with the Board the criteria for identifying and selecting new directors, including skills and characteristics of Board members in the context of the current composition of the Board and considering any potential conflicts of interest as well as applicable independence and experience requirements. The Committee is further responsible for seeking and evaluating potential candidates and recommending to the Board, for their approval, nominations for qualified candidates for Board membership who meet the criteria established by the Committee and the Board as a result of the assessment of the perceived needs of the Board at that point in time.

2. The Committee shall have the power and authority to consider Board nominees submitted by the Company's stockholders in accordance with the Company's Bylaws, and to establish any policies, requirements, criteria and procedures, including recommending to the Board appropriate action on any such nomination, and to make any disclosures required by applicable law in the course of exercising its authority.

3. The Committee is responsible for recommending, for approval by the Board, assignment and rotation of Board members to the various Board committees, taking into account qualifications and independence requirements and the rules and regulations of the Securities and Exchange Commission and applicable law.

4. The Committee shall annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual shareholders meeting.

### **B. ENVIRONMENTAL SOCIAL AND GOVERNANCE FUNCTIONS**

1. The Committee is responsible for reviewing and making recommendations regarding the functioning of the Board as an entity, including establishing and reviewing Board governance criteria, and shall periodically review such governance criteria with the entire Board. The Committee shall develop, recommend and continuously review and assess the adequacy of, and recommend for Board approval, any proposed changes to the Company's corporate governance framework, including its Articles of Incorporation, Bylaws, Corporate Governance Guidelines, Code of Business Conduct and Ethics, Whistleblower and Complaint Policy, and Insider Trading Policy.

2. The Committee shall oversee and periodically review the Company's policies, initiatives, strategy, disclosures and engagement with investors and other key stakeholders related to ESG matters, other than those specifically related to the Company's human capital management strategy and

programs, which have been delegated to the Compensation Committee for oversight.

3. The Committee shall manage an annual review, discussion and evaluation of the performance of the full Board and its committees, and shall report on such evaluations to the Board and provide recommendations for improvements of the Board's operations.

4. The Committee shall periodically review the business interests and business activities of members of the Board and management and review and approve the outside roles of the Company's Chief Executive Officer as required by the Code of Business Conduct and Ethics.

5. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by the NYSE.

6. The Committee shall review and discuss the narrative disclosure regarding the director nomination process, Board leadership structure and role in risk oversight to be included in any Securities and Exchange Commission filing, and based on such review and discussion, recommend to the Board whether such disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document.

7. The Committee shall review and reassess the adequacy of this Charter on an annual basis, or as otherwise necessary, and recommend any proposed changes to the Board for approval.

8. The Committee shall make regular reports to the Board regarding its activities.

9. If requested by the Board, the Committee shall assist the Board in reviewing and assessing management development and succession planning for executive officers.

10. The Committee shall have oversight over a continuing education program for directors, including an orientation process for new directors.

11. The Committee shall evaluate the quality and timeliness of information received by the Board and its committees and the manner in which it is provided.

12. The Committee shall assess the continued appropriateness of a director's Board membership upon a job change.

13. The Committee shall oversee the management of risks associated with matters set forth in this Charter.

14. The Committee shall perform any other activities consistent with this Charter, the Company's Corporate Governance Guidelines, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

15. The Committee shall oversee and approve the appointment of the Company's Ethics Counselor in accordance with the Company's Legal Compliance Policy.

*Updated December 2, 2021*