

**CHARTER OF THE
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF
CHEGG, INC.**

(As Adopted September 5, 2013)

PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Chegg, Inc. (the “*Company*”) is to assist the Board in fulfilling its statutory and fiduciary oversight responsibilities relating to the Company’s financial accounting, reporting and controls. The Committee’s principal functions are to:

- assist the Board in overseeing the integrity of the financial statements and accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, as well as the Company’s compliance with legal and regulatory requirements;
- oversee the Company’s independent auditors (the “*Independent Auditors*”) and monitor the periodic reviews of the adequacy of the accounting and financial reporting processes and systems of internal control that are conducted by the Independent Auditors and the Company’s financial and senior management;
- review and evaluate the qualifications, independence and performance of the Independent Auditors and oversee the performance of the Company’s internal audit function;
- facilitate communication among the Independent Auditors, the Company’s financial and senior management and the Board; and
- oversee risk assessments and risk management pertaining to financial, accounting and tax matters of the Company.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of the Company’s management and the Independent Auditors. In addition, the Company’s management is responsible for managing its risk function and for reporting on its processes and assessments with respect to the Company’s management of risk.

MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined by the Board. Each member of the Committee will:

- be an “independent director” as defined under the applicable rules, regulations and listing requirements of the New York Stock Exchange, as amended (the “*Exchange Rules*”), except as may otherwise be permitted by the Exchange Rules;
- be “independent” as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) and Rule 10A-3 and any other rules and regulations promulgated by the Securities and Exchange Commission (the “*Commission*”) under the Exchange Act (the “*Commission Rules*”), except as may otherwise be permitted by the Commission Rules;

- not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
- have the ability to read and understand fundamental financial statements and meet the financial sophistication and experience requirements of the Exchange Act, the Commission Rules and the Exchange Rules;
- be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member; and
- meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

In addition, at least one member of the Committee will have accounting or financial management expertise, as required by the Exchange Rules and as such qualification is interpreted by the Board in its business judgment, and qualify as an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the Commission.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “*Chair*”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in the “Purpose” section of this Charter are set forth below. These duties are set forth as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

The Committee will:

Financial Statements and Disclosures

1. Review and discuss with management and the Independent Auditors the Company’s quarterly results and the related earnings press release prior to distribution to the public.
2. Periodically discuss on a general basis with management the type of information to be disclosed and type of presentation to be made regarding released financial information.
3. Review the Company’s quarterly and annual financial statements, including any report on the Company’s internal control over financial reporting and any report or opinion by the Independent Auditors, prior to distribution to the public or filing with the Commission.
4. In connection with the Committee’s review of the annual financial statements:

- discuss with the Independent Auditors, the internal audit department and management the financial statements and the results of the Independent Auditors’ audit of the financial statements;
 - discuss any items required to be communicated by the Independent Auditors in accordance with the applicable auditing standards such as requirements of the Public Company Accounting Oversight Board (the “**PCAOB**”) Statement on Auditing Standards (“**SAS**”) No. 114, *The Auditor’s Communication With Those Charged With Governance* (Codification of Statements on Auditing Standards, AU § 380), as amended (successor to SAS No. 61), as adopted by the PCAOB in Rule 3200T, and Auditing Standard No. 16, *Communications with Audit Committees*. These discussions should include an overview of the planned scope and timing of the audit, the Independent Auditors’ judgments about the quality and appropriateness of the Company’s accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the Company’s financial statements, the representations the Independent Auditors are requesting from the Company’s management, any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and management’s response to such difficulties, and the responsibilities, budget and staffing of the Company’s internal audit function;
 - discuss with the Company’s management and the Independent Auditors the Company’s selection, application and disclosure of critical accounting policies and practices; and
 - review the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”
5. Based on the Committee’s review and discussions with management and the Independent Auditors, recommend to the Board whether the annual financial statements should be included in the Company’s Annual Report on Form 10-K.
6. In connection with the Committee’s review of the quarterly financial statements:
- review and discuss with the Independent Auditors and the Company’s management the results of the Independent Auditors’ SAS No. 100, *Interim Financial Information* (Codification of Statements on Auditing Standards, AU § 722) or similar review of the quarterly financial statements;
 - discuss significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates with the Company’s management and the Independent Auditors; and
 - review the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”
7. Resolve any disagreements between the Company’s management and the Independent Auditors regarding financial reporting.
8. Discuss on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies, including, in general, the types of information to be disclosed and the types of presentation to be made (paying particular attention to the use of “pro forma” or “adjusted” non-GAAP information).

9. Review the effects of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company.

Internal Controls

10. Periodically discuss with the Company's principal accounting officer and principal in-house legal counsel the function of the Company's disclosure controls and procedures and any disclosure committee that may be established by the Company. Discuss with the Company's Chief Executive Officer and Chief Financial Officer their conclusions regarding the effectiveness of the Company's disclosure controls and procedures.
11. Review and discuss with the Independent Auditors and the Company's management their periodic reviews of the adequacy of the Company's accounting and financial reporting processes and systems of internal control, including any significant deficiencies and material weaknesses in their design or operation and any special steps adopted in light of material control deficiencies.
12. Investigate any fraud involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting that are disclosed to the Committee.
13. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports. If appropriate, approve a schedule for implementing any recommended changes and monitor compliance with the schedule.
14. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or these groups believe should be discussed privately with the Committee.
15. Meet separately, periodically, with management and with internal auditors (or other personnel responsible for the internal audit function).
16. Review with management the Company's major financial risk exposures and the steps management has taken to monitor such exposures, including the Company's procedures and any related policies, with respect to risk assessment and risk management.
17. Working with the Nominating and Corporation Governance Committee, establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, (ii) the prompt internal reporting of violations of the Company's code of business conduct and ethics and finance code of conduct and (iii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and coordinate with the Nominating and Corporate Governance Committee the inclusion of such procedures in the Company's Whistleblower and Complaint Policy and any changes therein. Oversee the review of any such complaints and submissions that relate to accounting, internal accounting controls and auditing matters, and monitor the current status and resolution if one has been reached.
18. Oversee the activities of the internal audit function within the Company, including evaluating the performance, responsibilities, budget and staffing of the Company's internal audit function (including the retention of any outsourced internal audit services), and reviewing the internal audit plan. Such evaluation may include a review of the performance, responsibilities, budget and staffing of the Company's internal audit function with the Independent Auditors.

Independent Auditors

19. Be directly responsible for the appointment, replacement, compensation, retention and oversight of the work of the Independent Auditors. Present to the Board its conclusions after annual evaluation with respect to the qualifications, performance and independence (including that of the lead partner) of the Independent Auditors. The Independent Auditors will report directly to the Committee.
20. Review the continuing independence of the Independent Auditors, including:
 - obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and the Company required to be disclosed by the applicable requirements of the PCAOB (e.g., Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, or any successor) and requiring that the Independent Auditors provide a written affirmation to the Committee that the Independent Auditors are, as of the date of the affirmation, independent in compliance with PCAOB Rule 3520;
 - reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any relationships between the Company and the Independent Auditors; and
 - taking, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes compromises the independence of the Independent Auditors.
21. Review on an annual basis the Independent Auditors' report describing its internal quality control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the Independent Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditors, and any steps taken to deal with any such issues and all relationships between the Independent Auditors and the Company.
22. Approve the Company's hiring of employees or former employees of the Independent Auditors, as required by regulations and by applicable listing standards.
23. Review the Independent Auditors' audit planning, scope and staffing.
24. Approve the fees and other compensation to be paid to the Independent Auditors, and pre-approve all audit and non-audit related services provided by the Independent Auditors permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors to render services to the Company, including without limitation policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approval decision is reported to the Committee at its next scheduled meeting. The Committee will receive certain disclosure, documentation and discussion of non-prohibited tax services by the Independent Auditors based on PCAOB Rule 3524, *Audit Committee Pre-Approval of Certain Tax Services*, or any successor. The Committee will not engage the Independent Auditors to perform non-audit services proscribed by the Exchange Rules, Commission Rules and applicable law or regulation.

25. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:

- critical accounting policies, estimates and practices used;
- alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; and
- other material written communications between the Independent Auditors and the Company's management, such as any management letter or schedule of unadjusted differences.

General

26. On a regular basis, review the status of any legal matters (including pending or threatened litigation) that could have a significant impact on the Company's financial statements or its compliance policies and procedures.

27. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the Commission Rules.

28. Review and approve any proposed transaction between the Company and any related party (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), as defined by applicable law, the Commission Rules and the Exchange Rules.

29. Oversee the review of any complaints and submissions that relate to the Company's Anti-Corruption Policy, and monitor the current status and resolution if one has been reached.

30. Consider waivers of the Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole or any other committee of the Board) with respect to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and retain authority to grant any such waivers.

31. Perform any other activities required by applicable law, rules or regulations, including the Commission Rules and the Exchange Rules, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any legal and other consultants, accountants, experts and advisers retained by the Committee; and

- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held at least once each quarter or more frequently, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Company's Bylaws. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held via tele- or video-conference. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Secretary of the Company will provide the Committee such staff support as it may require.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Chair will regularly report to the Board with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions. The minutes of the Committee and actions by the unanimous written consent of the Committee members will be made available to the other members of the Board.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board, which may include additional compensation for the Chair. Such fees may include retainers or per meeting fees and will be paid in such form of consideration as is determined by the Board in accordance with applicable law, the Exchange Rules and the Commission Rules.

REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board. The Committee also will review and reassess the adequacy of this Charter periodically, and recommend to the Board any changes the Committee determines are appropriate.

PUBLICATION

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.