

Our Textbook on Ethical Conduct – Chegg

Being a student is hard. Textbooks are expensive. Tuition. Being away from home and managing a budget. It's tough to figure out what classes to take, what to major in, and how to get help with tough new academic concepts. We've been there. Chegg was founded by college students who saw these problems and were determined to take them on. Chegg is committed to helping students overcome challenges, and making the academic experience better.

Like the student community we serve, we're working hard every day, and we're still learning. But our conduct must be grounded in our values, and in living up to our reputation for doing business with integrity. At Chegg, we are committed to the highest standards of business conduct in our relationships with one another, our student customers, our stockholders and our suppliers and partners. While we'll always compete hard and do our best to protect Chegg's interests, we won't cut legal or ethical corners to meet a business objective. And protecting Chegg's interests should never come at the expense of fairness to the students we serve nor to the companies with whom we do business. Integrity is at our core.

This Code of Business Conduct and Ethics applies to our Board of Directors, all Chegg employees and contractors with whom we do business. It's our textbook on complying with the laws and regulations that affect our business, and conducting ourselves every day with integrity. All of us are expected to be familiar with this Code, and follow both the spirit and the letter of the rules it sets out. I also know that textbooks can't always provide all the answers to the real life dilemmas we're going to face as we build a great company. That's why we have a Chegg Ethics Counselor who has been trained in these rules, and can help you when you aren't sure what to do. Our Ethics Counselor is also available to receive reports of potential violations of our Code.

Don't hesitate to speak up if you see something that appears to conflict with this Code, or if you have questions about how to handle a particular situation. Chegg will not retaliate—and will not tolerate retaliation—against any individual for filing a good-faith complaint with the company, or for providing information in an investigation of any such complaint. You can be confident that such a complaint will be taken seriously, and if action is needed to correct a confirmed violation, we'll take it.

You may contact a Chegg Ethics Counselor using any of the means below:

Phone: (408) 855-5700

Email: legal@chegg.com

Dan

Our Values

Dream big!

Purpose – we're here to help students succeed

Commitment – debate, decide, do

Integrity – be transparent, candid and authentic

Teamwork – add to the energy; make others around you better

Innovation – find better ways to do things

Reward – great results achieved with a great attitude

Add to the workplace energy by respecting each other

Anyone who has walked through Chegg's offices knows about the great energy created when smart people are committed to working together as a team to accomplish great things. We're committed to maintaining a workplace that's positive and fun, and that starts by treating others with dignity and respect. Each of us has a responsibility to promote a workplace that's positive, safe, and free from harassment or discrimination.

Chegg embraces skills and insights from varied backgrounds and cultures – they enrich our environment. We're an equal opportunity employer, and we strictly prohibit unlawful discrimination or harassment of any kind.

We're equally committed to providing a safe environment for our workers. Chegg employees are prohibited from using, possessing or being under the influence of any illegal substance on our premises or while conducting Chegg business. While alcohol may be served at a company function or expensed in moderation at an evening business-related meal, it should never be the focus of any business-related event and will not be reimbursed outside of a dinner or in excess. Similarly, firearms or other weapons are banned from our offices and may not be possessed while on company business. Acts of violence, threats or intimidation will not be tolerated. And, if you see or experience any unsafe condition in any of our facilities, report it to HR or your manager immediately.

Don't abuse our workplace with outside commercial activities, illegal activities (including downloading illegal software or other materials), or unauthorized personal activities that could reflect negatively on Chegg or generate costs without arranging for appropriate reimbursement. Don't engage in any activities that interfere with your work or the operation of our business.

Avoid even the appearance of a conflict

A conflict of interest can occur when you are in a position at Chegg to influence some decision that could result in personal gain for you, your friends or your family, at the expense of Chegg, our investors or our community of users. Even the appearance that your decision might be influenced by personal gain damages the integrity of the decision and hurts our company. Conflicts can take many forms, but here are some guidelines to help you avoid or work through conflicts. If in doubt, disclose the potential conflict to your manager and/or a Chegg Ethics Counselor – be open with Chegg about the issue, which can often be resolved by being transparent with the company and abstaining from involvement with the decision.

- Financial interests: A common conflict can occur if a Chegg employee has an investment in a supplier, partner, or creditor that is significant enough to raise a question as to whether a decision is being made to benefit Chegg, or the personal financial interest. You must disclose any such investments, regardless of the level, if the supplier, partner or creditor is a private company. If it is a public company, and your interest is substantial (either 1% or more of ownership in that company, or if the investment represents 1% or more of your net worth), it must be disclosed to your manager. Your manager may require you to abstain from working with the customer or supplier in the course of your job. In cases where your job requires involvement with the customer or supplier, you may be required to divest some or all of your investment. Managers are encouraged to consult with a Chegg Ethics Counselor in evaluating potential conflicts and appropriate responses.

If the financial interest is in a competitor, the same rules apply, though it may not always be possible to abstain from working on matters relating to a competitor, and divestment may be necessary. Work with your manager and an Ethics Counselor to determine whether a given company is a competitor and, if so, how to handle any investment.

Don't accept stocks, discounted stock or "friends and family" stock or stock options that are offered to you based on a relationship developed through your work at Chegg or based on the work you do at Chegg.

Non-employee members of Chegg's Board of Directors must disclose the relationship to the Board and recuse themselves from any matters involving companies in which they have any direct and material financial interest.

- Outside employment and Board memberships: As with financial interests, doing personal business with suppliers, partners or creditors can create a conflict, even if that work is as a consultant, adviser, or Board member. Avoid any personal business relationship with a competitor or with a supplier or business partner where you have any influence over Chegg's relationship with that company. You may not enter into any joint venture, partnership or other business relationship with Chegg without the prior written consent of the CEO. And you may not engage in any form of employment or venture that interferes with your duties at Chegg, or competes directly or indirectly with any current or planned Chegg effort.

Chegg attracts talented leaders who are often asked to serve as advisors to, or on Boards of, other companies. These opportunities create value for Chegg and its stockholders by giving our leaders different perspectives on approaching problems, opportunities to share best practices, and a chance to demonstrate social responsibility which is at the core of our business. All of these benefits broaden our people's experience and make them better leaders. Of course, these positions also create the potential for conflicts of interest and can distract

employees from their core responsibilities at Chegg. Chegg's CEO must obtain the approval of an Ethics Counselor, and the Nominating and Corporate Governance Committee of the Board, prior to taking on such outside roles. Chegg's executive team must obtain the approval of an Ethics Counselor and the CEO prior to taking on such outside roles. And, all other Chegg employees must obtain the approval of an Ethics Counselor and their manager prior to taking on such roles. Generally, nonprofit Boards do not raise conflict issues and will be approved, while others will be considered on a case-by-case basis. Chegg employees that are Board members of other companies may accept customary Board salaries and stock grants that are associated with such roles, provided that they promptly disclose the material terms of such compensation arrangements to the approving parties described above.

- Friends and family as co-workers: Don't hire or manage friends or relatives – these sorts of relationships inevitably put you in difficult positions where your judgment could be affected, or appear to be affected, by the connection. You should not even participate in key business or hiring decisions that involve such persons, as the relationship could be seen as impairing your best judgment on behalf of Chegg. Disclose the relationship and recuse yourself from the decision. It is natural to develop friendships with outside business partners or vendors, but you should disclose such relationships to your manager, and never let your relationship impact your responsibility to Chegg. If you feel that your personal friendship is impacting your ability to impartially and effectively manage the business relationship, you should work with your manager to, if possible, recuse yourself from handling the working relationship or otherwise protect the company's interests.
- Gifts and business courtesies: The exchange of gifts or "business courtesies" with those we do business with (or with those who seek to establish a business relationship) can easily create the appearance of a conflict, especially if the value of the gift is significant. The propriety of accepting gifts depends on the circumstances and the parties involved, and regardless of its value a gift should never be accepted if it creates a sense of obligation to the other party, or compromises your judgment such that you might be influenced by the gift, or would raise the appearance of impropriety.

Generally, it is fine to accept occasional business courtesies such as meals, drinks, baskets of food, entertainment, recreation, promotional items and equipment so long as the value is customary (not in excess of \$250) and would not reflect poorly on Chegg if publicly disclosed. We encourage sharing those items with your team. Repeated acceptance of customary business courtesies from the same vendor, or providing such courtesies to the same vendor more than once a quarter, may also violate this policy depending on the circumstances – if you find that you are being offered courtesies from the same vendor throughout the year with an aggregate value of more than \$250, consult with your

manager or the Ethics Counselor. Gifts of cash or cash equivalent (gift cards, securities, below market loans) are prohibited.

Significant gifts such as those that involve airfare or lodging, or tickets to events such as the Olympics, Super Bowl or World Cup, are presumptively improper and must be disclosed in advance; they may only be accepted if approved by your manager and an Ethics Counselor, where attendance at the event serves a legitimate Chegg business interest or where the company (rather than the employee) receives the benefit. If in doubt, or the value of gifts exceeds \$250, you must get the approval of your manager and a Chegg Ethics Counselor. It is never proper to solicit a business courtesy.

The same rules apply when giving business courtesies. Never give any business-related gift to directly influence a decision or create a sense of obligation – gifts should be a token gesture of appreciation as a small part of building a business relationship. Substantial gifts to others are presumptively improper and must be approved by your manager and a Chegg Ethics Counselor. Government employees are often subject to even stricter and more specific rules, and all business courtesies involving these persons must be approved in advance by the General Counsel.

Employees should review the company's Anti-Corruption Policy and discuss any uncertainties about proposed entertainment or gifts with an Ethics Counselor.

- **Employee loans:** Loans from the company to employees or their family members, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of such loans or guarantees. Accordingly, loans and guarantees from the company for executive officers and directors are expressly prohibited by law and Chegg policy. Any loans to employees require the prior approval of the Board.

Corporate Opportunities

Employees may not compete with Chegg, or take personal advantage of business opportunities that Chegg might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to Chegg's existing or proposed lines of business. Employees owe a duty to Chegg to advance Chegg's legitimate business interests when opportunities arise. Accordingly, participation by employees in an outside business opportunity that is related to our existing or proposed lines of business is prohibited.

Employees should consult a Chegg Ethics Counselor to determine an appropriate course of action if interested in pursuing an opportunity discovered through or in connection with such employee's position at Chegg, or use of Chegg property or information. Members of Chegg's Board of Directors must ethically handle their participation in any material business opportunity in which Chegg has already expressed an interest or which is closely related to Chegg's

business or its anticipated future plans. If a Board member believes a situation may exist in which he or she (or a person or entity which with he or she is affiliated) may participate in such a Chegg corporate opportunity in a manner that could conflict with the Board member's duty to advance Chegg's business interests, then he or she must promptly notify the Chair of the Nominating and Corporate Governance Committee (or, in the case of the Chair of the Nominating and Corporate Governance Committee, the Chair of the Audit Committee) and the Company's General Counsel.

Political Activities

Many employees take an active interest in public issues and political affairs. Other than involvement in any political action committee that Chegg may establish, employees should be careful to keep their political contributions and activities entirely separate from work. You may not use any company assets (phones, network, supplies and other materials) for political activities, and you may not make personal contributions on behalf of Chegg unless previously approved by an Ethics Counselor. Personal political statements and actions should not in any way suggest Chegg's support or endorsement. If your relationship with Chegg is mentioned while conducting political activities, you must make it clear that you are not representing Chegg.

As a manager, you should not approach employees (particularly those that report directly or indirectly to you) and solicit political contributions. And no employee should make payments of corporate funds to any political campaign without the approval of an Ethics Counselor. In addition, no employee should make contributions to any non-U.S. political party on behalf of Chegg or personally without prior approval of an Ethics Counselor.

Some jurisdictions require that you register as a lobbyist to engage in activities such as communicating with legislative branch persons to influence legislation, or communicating with government officials to influence government action. Unless your job at Chegg specifically involves working with government officials, work with the legal department before engaging in these activities.

Chegg does not make corporate contributions to political campaigns. However, some states attribute political contributions made by, or fundraising events hosted by, an officer, director, significant shareholder or employee of the company, and in some instances those states limit a company's ability to obtain contracts with the state if such contributions are made. Since Chegg works with state public educational institutions, our officers, directors, stockholders with a 10% or more ownership stake in any class of Chegg equity, or employees who work directly to obtain business from public institutions, must obtain the prior approval of an Ethics Counselor prior to donating to any state political campaign or party organization, or hosting a fundraiser for such campaigns or organizations.

Gifts and favors to government officials must be carefully evaluated – Chegg will not participate in any form of bribery or corrupt, unethical business practices. We will succeed based on the strength of our position. Again, work with the legal department when contemplating any form of gift or courtesy to any government official.

Academic Integrity

We serve a diverse academic community that operates on honesty and integrity. We seek to strengthen our nation's academic system by helping students learn, but we will not support or profit from unethical academic behavior. We will not promote plagiarism, sell pirated books, or provide materials designed to aid cheating. We do not condone piracy and will build systems to discourage our customers' unauthorized use of protected materials. Just as we strive to grow our business with integrity, we want to support the vast majority of our customers who only want to learn with integrity and compete fairly for grades.

Preserve our Confidential Information

All of us have to use care to protect our confidential information and trade secrets. As each of you recognized upon joining the company, you may have access to Chegg's confidential information, and you are responsible for safeguarding that information from theft or improper or accidental disclosure to the public, to competitors or even (for some information) to other employees. You may also have access to private information that belongs to our users or the brands, colleges, suppliers and partners with whom we work, such as contact, academic, account and financial information, and the use of all that information must be used only in accordance with our privacy policy. Don't disclose confidential information except as needed to perform your duties and then only with an approved non-disclosure agreement or other provision approved by our legal department.

Preserving confidential information means observing good security practices. Take care to ensure that our documents are marked with the appropriate designations set out in our document classification, and that (where applicable) they are transmitted and stored securely. Use the shred boxes located throughout our offices for all internal and confidential information. Refer to the Chegg employee handbook, the confidentiality agreement you signed when you joined the company, and Chegg's document classification policy, for more details. Remember, your obligation to preserve Chegg's confidential information continues even after you leave the company.

Chegg will also respect the confidentiality and trade secrets of others, including business partners and even competitors. You may gather information about

competitors and their products and services, but you may not obtain their confidential information or trade secrets in an unethical or illegal fashion. New employees should not divulge the confidential information of their previous employers; if you anticipate hiring someone who may have important confidential information from a prior employer and will be working for us in a related field, please contact the legal department before extending an offer so that we can put appropriate safeguards in place.

Copyrights and Open Source

Chegg respects the valid intellectual property rights of other parties. Do not use, copy or distribute third party intellectual property without permission or arranging with the legal department to obtain the appropriate rights. The absence of a copyright notice does not mean that the materials are not copyrighted. We license the use of software from outside companies and, in most cases, this software is protected by copyright – don't make or use unauthorized copies. Contact the legal department if you have any questions

We strictly comply with the license requirements under which open source software is distributed. Please seek guidance from the legal department before incorporating open source code into any Chegg product, service or internal project.

Protect our Assets

Our assets, which include computer and telephone equipment and systems, including computers, email, voicemail and cell phones, buildings, furniture and furnishings, office supplies and our textbook inventory, provide substantial benefits but also present potential security and liability risks for you and Chegg. We all have a responsibility to use and maintain these assets with care, and to guard against abuse – assets are not to be requisitioned purely or primarily for personal use. Theft, carelessness and waste have a direct impact on our profitability and our assets should be used for legitimate business purposes.

When you use Chegg resources to access the Internet or communicate, you are representing Chegg, and improper use could reflect poorly on Chegg, damage its reputation, and subject you and Chegg to potential liability. Remember, all of the computing and communications resources at Chegg are the property of Chegg and data from those resources may be inspected, monitored, collected or disclosed by Chegg in accordance with applicable law.

If you have reason to believe that there has been any security breach involving Chegg's networks or data (e.g., your laptop or smartphone has been lost, or your

network access password has been compromised), you must report the incident to IT immediately.

Physical security is important and requires vigilance from all Chegg personnel. Always secure your laptop, important equipment and personal belongings, even while in Chegg's offices. For offices that use badges, always wear your badge visibly when in the office, and remove the badge upon exiting the offices. Don't tamper with safety and security devices. Watch for people who attempt to "tailgate" into the office on your badge – if the person isn't wearing a badge, direct that person to the receptionist for assistance. Promptly report any suspicious activity to the receptionist.

We collect and store personal information from employees and users, and take our obligations to protect that data seriously. Access this data only as needed and only if you have been specifically authorized to review this data by internal standards, and secure it according to those standards as well.

Our intellectual property rights (including our trademarks, logos, copyrights, trade secrets and patents) are extremely valuable, and unauthorized or improper use can severely reduce their value. Any use of our trademarks or logos, even by Chegg employees, must be cleared by the marketing team, and alterations to these valuable assets without prior legal department approval are strictly prohibited. Report any suspected misuse, of Chegg intellectual property, or misuse of such property, to the legal department.

Obey the Law

Chegg takes its responsibility to comply with the law seriously, and all Chegg employees and Board members are expected to know the major laws and regulations that apply to their job, and follow all applicable legal requirements and prohibitions. This includes being familiar with Chegg's Legal Compliance Policy and the subject matter specific policies that are a component of our Legal Compliance Policy. A few laws are worth calling out specifically.

- Insider trading: Insider trading is both unethical and illegal. Employees, directors and their family members are prohibited from using "inside" or material non-public information about the company, or about companies with which we do business, in connection with buying or selling Chegg stock or the stock of other companies. This prohibition includes including "tipping" others who might make an investment decision on the basis of this information. Chegg has an open culture and believes in being open and transparent with its team. Yet this openness carries with it responsibility – much of our information is confidential and cannot be shared outside the company. Using this information, including non-public information regarding our suppliers and business partners, to buy or sell stock, or passing it to others so that they can trade stock, violates not only

this Code, but state and federal securities laws. It is your responsibility to familiarize yourself with Chegg's Insider Trading Policy, which lays out the procedures that you and the company will follow to avoid even the appearance of such activity.

- Money laundering: Money laundering involves the attempt to hide the proceeds of criminal activity by moving funds through a series of otherwise legitimate transactions. We will not knowingly engage in or facilitate any such transactions, nor will we tolerate the misuse of our systems to launder illicit monies. Chegg will be alert to detect and prevent money laundering, and will comply with our legal obligation to report any such activities that we discover through our systems.
- Antitrust and Unfair Competition: Many countries have laws that promote vigorous competition so that consumers can obtain the highest quality goods and services at the lowest prices. Agreeing not to compete, dividing up markets, setting prices, coordinating a boycott of particular suppliers, customers or competitors, or acting to harm our competitors or customers could violate antitrust laws, and Chegg will not participate in unlawful anti-competitive arrangements or activities. Some kinds of information, such as pricing, production and inventory, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because even where no formal arrangement exists, merely exchanging information can create the appearance of an improper arrangement. The application of competition laws can be complex, please contact the legal department if you have any antitrust related concerns.
- Bribery: Chegg will not pay bribes or engage in any other corrupt business practices – do not offer to make any payment, kickback or excessive gifts to other businesses or government officials (or related political parties) to get business. Such payments could subject you to civil or criminal penalties, so consult with the General Counsel before offering anything of value to a government official. We will earn business based on the merit of our products and services.

Competition and Fair Dealing

We strive to compete vigorously and to gain advantages over our competitors through superior business performance, not through unethical or illegal business practices. No employee may through improper means acquire proprietary information from others, possess trade secret information, or induce disclosure of confidential information from past or present employees of other companies. If you have obtained information of this variety by mistake, or if you have any questions about the legality of future actions, you must follow the Compliance Standards and Procedures in this Code.

You are expected to deal fairly and honestly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your duties to the company. Making false or misleading statements about our competitors is prohibited by this Code, inconsistent with our reputation for integrity and harmful to our business. You may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts or any other unfair business practice.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

Employees involved in sales and have a special responsibility to abide by all company policies regarding selling activities, including policies relevant to revenue recognition by the company.

The laws described above under Antitrust and Unfair Competition under Obey the Law also apply.

The Environment

Chegg strives to do business in an environmentally responsible manner. We promote the re-use of items that use natural resources such as textbooks wherever possible, and we are a leader in the digital delivery of e-textbooks, which reduces not only paper but energy and materials associated with printing, shipping and storing paper books. Where we profit from activities that use natural resources, we strive to give back, as our “plant a tree” program demonstrates. We will comply with all environmental laws and regulations, and consider the environment in all our routine activities from printing, shipping books and disposing of electronic equipment.

Accurate Records/Financial Integrity – Finance Code of Conduct

Chegg has developed the following code of conduct for its senior financial officers to promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure where appropriate, and compliance with applicable governmental rules and regulations. Senior financial officers include the Chief Executive Officer, Chief Financial Officer, the controller, and any persons performing similar functions.

- **Honest and Ethical Conduct:** Senior financial officers owe a duty to Chegg to act and perform their duties ethically and honestly and with the highest sense of integrity. This requires an officer to avoid actual or apparent conflicts of interest between personal and professional relationships, which requires observation of both the form and the spirit of technical and ethical accounting standards.

- Conflict of Interest: A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the company. Conflicts of interest are prohibited as a matter of Chegg policy, unless they have been waived by the company. In particular, a senior financial officer must never use or attempt to use his or her position at the company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person. Any senior financial officer who is aware of a conflict of interest, or is concerned that a conflict might develop, is required to promptly discuss the matter with Audit Committee of the Board of Directors or the Chief Executive Officer and the General Counsel.
- Disclosure: Senior financial officers are responsible for ensuring that the disclosure in the reports and documents that Chegg files with, or submits to, the Securities and Exchange Commission and in other public communications made by Chegg is full, fair, accurate, timely and understandable. Therefore, senior financial officers are required to familiarize themselves with the disclosure requirements applicable to the company as well as the business and financial operations of the company.

In addition, in the performance of their duties, senior financial officers are prohibited from knowingly misrepresenting facts. A senior financial officer will be considered to have knowingly misrepresented facts if he or she knowingly (i) makes, or permits or directs another to make, materially false or misleading entries in an entity's financial statements or records; (ii) fails to correct materially false and misleading financial statements or records; (iii) signs, or permits another to sign, a document containing materially false and misleading information; or (iv) falsely responds, or fails to respond, to specific inquiries of the company's external accountant.

Any senior financial officer who is aware of a material misrepresentation or omission in Chegg's financial disclosure is required to promptly report the matter to Audit Committee of the Board of Directors or the Chief Executive Officer and the General Counsel. Senior financial officers are responsible for adequately supervising the preparation of the financial disclosure in all reports the company is required to file. Adequate supervision includes closely reviewing and critically analyzing the financial information to be disclosed.

- Compliance: It is Chegg's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each senior financial officer to adhere to the standards and restrictions imposed by those laws, rules and regulations, and in particular, those relating to accounting and auditing matters. Each senior financial officer is accountable for his or her compliance with this Finance Code of Conduct as well as all those under supervision to whom this Finance Code of Conduct applies.

Any senior financial officer must promptly report violations of the Finance Code of Conduct to the Audit Committee. If any senior financial officer is unsure whether a situation violates any applicable law, rule, regulation or company policy should discuss the situation with the General Counsel or the Chief Financial Officer to prevent possible problems at a later date. Failure to do so is itself a violation of this Code. To encourage officers to report any violations, Chegg will not allow retaliation for reports made in good faith.

- Hiring of Auditor: The independence of our financial auditors is critical, and both complete impartiality, and the appearance of impartiality, are essential. Chegg will not hire or offer to hire any individual who has been part of any third party team assigned to provide audit related services to Chegg for a period of one year from the last date such person has provided such services, unless the proposed hire has been brought to the attention of, and approved by, the Audit Committee of the Board of Directors.

External Communications

We must communicate accurately and consistently with the public – it's important to our brand and may be necessary to meet our legal obligations. If you're approached by the press or asked to speak at a conference or tradeshow, get approval from the Public Relations department first – whenever you identify yourself as a Chegg employee, you're representing the company and must ensure that the message is approved.

Don't give an endorsement on behalf of Chegg except when approved in advance by Public Relations and the General Counsel. If you're giving a personal endorsement unrelated to you work at Chegg, don't use your affiliation with Chegg in any way.

We encourage employees to be active in social media. Whether you're blogging, tweeting or posting, you need to be mindful that your personal and business lives are likely to intersect -- you may be seen as a representative of Chegg, and your actions can reflect on the company. Get familiar with Chegg's Social Media Policy before going online and representing yourself as a Chegg employee, or engaging in a dialog about Chegg.

Compliance Standards and Procedures

Compliance Resources

Chegg has an obligation to promote ethical behavior. Every employee is encouraged to talk to his or her supervisor, managers, a Chegg Ethics Counselor and other appropriate personnel when in doubt about the application of any provision of this Code.

In addition to fielding questions with respect to interpretation or potential violations of this Code, Chegg Ethics Counselors are responsible for:

- investigating possible violations of this Code;
- implementing training programs for new employees regarding this Code and other Chegg policies;
- implementing training programs to refresh employees' familiarity with this Code;
- updating this Code as needed, with approval of the Nominating and Corporate Governance Committee, to reflect changes in the law, Chegg operations and recognized best practices, and to reflect Chegg's experience with this Code; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to this Code is your supervisor. He or she may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with a Chegg Ethics Counselor. If you are uncomfortable speaking with a Chegg Ethics Counselor because he or she works in your department or is one of your supervisors, please contact the Chair of the Audit Committee (for matters related to accounting, internal accounting, controls or auditing) or the Chair of the Nominating and Corporate Governance Committee (for matters related to violations of federal laws (including securities laws) and all other matters), or follow the procedures outlined in the Whistleblower and Complaint Policy, which includes procedures for anonymous submission of reports or complaints, if desired.

Clarifying Questions and Concerns; Reporting Possible Violations

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or a Chegg Ethics Counselor; even the appearance of impropriety can be very damaging to Chegg and should be avoided. If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are listed in the Whistleblower and Complaint Policy. You should raise questions or report potential violations of this Code without any fear of retaliation in any form – it is our policy not to retaliate in such circumstances and we will take prompt disciplinary action, up to and including termination of employment, against any employee who retaliates against you.

Supervisors must promptly report any complaints or observations of Code violations to a Chegg Ethics Counselor. The Chegg Ethics Counselor will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. As needed, the Chegg Ethics Counselor will consult with the Legal Department, the Human Resources Department, the Nominating and Corporate Governance Committee and/or Audit Committee.

If the investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment for cause and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

No Rights Created

This Code is a statement of fundamental principles, policies and procedures that govern Chegg's directors and employees in the conduct of Chegg business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other non-employee or entity.

Waivers and Amendments

Any waiver or amendment of this Code that applies to any of Chegg's directors or executive officers must be in writing, must be authorized only by the Board of Directors and must be promptly disclosed to stockholders, along with the reasons for the waiver. Any such amendment or waiver will be disclosed as required by applicable laws, rules and regulations.