

EXHIBIT A

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

STEVEN LEVENTHAL, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

CHEGG, INC., DANIEL L. ROSENSWEIG,
ANDREW J. BROWN, and NATHAN
SCHULTZ,

Defendants.

Case No.: 5:21-cv-09953-PCP

CLASS ACTION

**DECLARATION OF BART ELST OF
KBC ASSET MANAGEMENT NV IN
SUPPORT OF: (1) LEAD
PLAINTIFFS' MOTION FOR FINAL
APPROVAL OF SETTLEMENT AND
PLAN OF ALLOCATION, AND
(2) LEAD COUNSEL'S MOTION FOR
AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF
LITIGATION EXPENSES**

1 I, Bart Elst, declare as follows:

2 1. I am a Senior Company Lawyer at KBC Asset Management NV (“KBC”), an
3 asset management company based in Brussels, Belgium. KBC, along with Pompano Beach
4 Police and Firefighters’ Retirement System are the Court-appointed Lead Plaintiffs in the
5 above-captioned securities class action (the “Action”).¹

6 2. I respectfully submit this Declaration in support of (a) approval of the proposed
7 class action Settlement and Plan of Allocation; and (b) Lead Counsel’s motion for an award
8 of attorneys’ fees and litigation expenses, which includes KBC’s application for
9 reimbursement of costs and expenses pursuant to the Private Securities Litigation Reform
10 Act of 1995 (“PSLRA”). I have knowledge of the matters related to KBC’s application and
11 of the other matters set forth in this declaration as I, or others working at KBC, have been
12 directly involved in monitoring and overseeing the prosecution of the Action.

13 **Work Performed by KBC on Behalf of the Class**

14 3. KBC understands that the PSLRA was intended to encourage institutional
15 investors with large losses to seek to manage and direct securities fraud class actions.
16 KBC is a large, sophisticated institutional investor which, as part of its asset management
17 services, is responsible for managing mutual funds, private funds, and institutional funds.
18 KBC has in excess of €200 billion of assets under management. KBC committed itself to
19 vigorously prosecuting this Action through trial, if necessary. In seeking appointment as
20 Lead Plaintiff in the case, KBC understood its fiduciary duties to serve in the best interests
21 of the Class by participating in the management and prosecution of the case.

22 4. In its capacity as Lead Plaintiff, KBC provided value by, among other things:
23 (a) conferring with Motley Rice on the overall strategy for prosecuting the Action and
24 maximizing the value of the recovery for the Class; (b) reviewing pleadings and court filings;
25 (c) evaluating regular status reports from Motley Rice regarding developments in the Action;

26
27 ¹ All capitalized terms used herein, unless otherwise defined, have the same meanings as set forth
28 in the Stipulation and Agreement of Settlement (the “Stipulation”), dated November 5, 2024 (ECF
No. 189-2).

1 and (d) analyzing and responding to settlement proposals. After the Parties reached an
2 agreement in principle to resolve the Action, as part of KBC's fiduciary duties to the Class,
3 and independent of Lead Counsel's recommendation, KBC considered the reasonableness of
4 the \$55 million Settlement and Lead Counsel's proposed fee request.

5 **KBC Strongly Endorses Approval of the Settlement**

6 5. Based on its involvement throughout the prosecution and resolution of the
7 Action, KBC believes that the proposed Settlement is fair, reasonable, and adequate to the
8 Class. Because KBC believes that the proposed Settlement represents a substantial recovery
9 for the Class, particularly in light of the substantial risks of continuing the Action, it endorses
10 approval of the Settlement by the Court.

11 6. The risk of no recovery was very real here, and there was no guarantee that the
12 entirety (or any) of Lead Plaintiffs' claims would survive a motion for class certification or
13 motion for summary judgment, much less succeed at trial or potential appeals. The risk of
14 no recovery was compounded by Chegg's rapidly deteriorating business and financial
15 condition, and imminent erosion of its available insurance at the time the Settlement was
16 reached.

17 7. For these and additional reasons set forth in Lead Plaintiffs' moving papers,
18 KBC firmly believes that settling the Action with Defendants at this stage of the litigation is
19 in the best interest of the Settlement Class.

20 **KBC Supports Lead Counsel's Motion for an Award of Attorneys' Fees and**
21 **Reimbursement of Litigation Expenses**

22 8. Furthermore, KBC also believes that Lead Counsel's request for an award of
23 attorneys' fees in an amount of 25% of the Settlement is fair and reasonable. KBC has
24 evaluated the fee request in light of the work performed by Lead Counsel, the risks and
25 challenges in the Action, and the substantial recovery obtained for the Class. KBC
26 understands that Lead Counsel will also devote additional time in the future to administrating
27 the Settlement and distributing the Net Settlement Fund. KBC takes seriously its role as a
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1 Lead Plaintiff to ensure that attorneys' fees are fair in light of the result achieved for the
2 Settlement Class in this Action and authorized the requested 25% fee award to the Court for
3 its ultimate determination.

4 9. KBC further believes that Lead Counsel's request for reimbursement of
5 litigation expenses is reasonable given that the costs and expenses in question were necessary
6 for the successful prosecution and resolution of this Action. Based on the foregoing, and
7 consistent with its obligation to obtain the best result at the most efficient cost on behalf of
8 the Class, KBC fully supports Lead Counsel's motion for attorneys' fees and payment of
9 litigation expenses.

10 10. In addition, KBC understands that reimbursement of a plaintiff's reasonable
11 costs and expenses, including lost wages, is authorized under § 21D(a)(4) of the PSLRA, 15
12 U.S.C. § 78u-4(a)(4). Consequently, in connection with Lead Counsel's request for
13 reimbursement of litigation expenses, KBC seeks reimbursement in the amount of \$3,500, as
14 explained below.

15 11. I was the primary point of contact between KBC and Motley Rice during the
16 litigation. I consulted with attorneys from Motley Rice regularly throughout the course of
17 the Action, reviewed substantive Court filings, and worked with counsel regarding analyzing
18 settlement proposals and settlement documents. The time that other KBC staff members and
19 I devoted to the Class's interests in this Action was time we otherwise would have devoted
20 to KBC, and thus represents a direct cost to KBC. In total, KBC dedicated approximately 20
21 hours to the prosecution of this Action.² Our effective hourly rate claimed here is \$175 per
22 hour.³ The total cost of this time is \$3,500.

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25 ² While KBC devoted a significant amount of time to this Action, our request for reimbursement
26 of costs is based on a conservative estimate of the amount of time we collectively spent on this
litigation, as supported by our Lead Counsel's records.

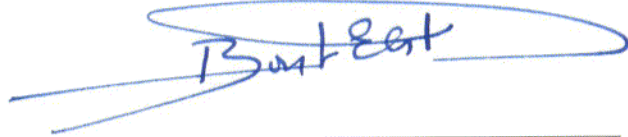
27 ³ In arriving at an appropriate hourly rate, KBC considered several factors, including the rates
28 approved by district courts in other PSLRA-governed cases.

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Conclusion

12. In conclusion, KBC endorses the Settlement as fair, reasonable, and adequate, and believes it represents a very favorable recovery for the Class. KBC further supports Lead Counsel’s attorneys’ fee and litigation expense request and believes that it represents fair and reasonable compensation for counsel in light of the extensive work performed, the recovery obtained for the Class, and the attendant litigation risks. Finally, KBC requests reimbursement for its costs in the amount of \$3,500. Accordingly, KBC respectfully requests that the Court approve the motion for final approval of the proposed Settlement and the motion for an award of attorneys’ fees and reimbursement of litigation expenses.

1 I declare under penalty of perjury under the laws of the United States that the foregoing
2 is true and correct. Executed this 18th day of February, 2025, at Brussels, Belgium.

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6 Bart Elst
7 Senior Company Lawyer
8 KBC Asset Management NV
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