

# EXHIBIT D

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

CHRISTOPHER L. SAYCE, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

FORESCOUT TECHNOLOGIES, INC., *et*  
*al.*

Defendants.

CASE NO.: 20-CV-00076-SI

**DECLARATION OF LIAT COHEN-  
DAVID IN SUPPORT OF MOTION  
FOR FINAL APPROVAL OF  
SETTLEMENT AND MOTION FOR  
ATTORNEYS' FEES, LITIGATION  
EXPENSES AND  
REIMBURSEMENT AWARDS TO  
PLAINTIFFS**

1 I, Liat Cohen-David, declare as follows:

2 1. I currently serve as General Counsel at Meitav Mutual Funds Ltd. ("Meitav"),  
3 Court-appointed Co-Lead Plaintiff in the above-captioned action (the "Action"). I submit this  
4 declaration ("Declaration") in support of: (i) Plaintiffs' Notice of Motion and Motion for Final  
5 Approval of Class Action Settlement and Approval of the Proposed Plan of Allocation; and (ii)  
6 Plaintiffs' Notice of Motion and Motion for an Award of Attorneys' Fees, Litigation Expenses and  
7 Award to Plaintiffs, including the request of a \$35,000 reimbursement award for each Co-Lead  
8 Plaintiff for their representation of the Class in this Action. I have personal knowledge of the  
9 matters set forth in this Declaration, and I could and would testify competently as to these matters.

10 2. I, and other members of Meitav's Legal Department and its Investment Team, have  
11 been involved in this Action since filing the lead plaintiff papers on March 2, 2020. On March 23,  
12 2020, the Court appointed Meitav as Lead Plaintiff, and approved its selection of Pomerantz LLP  
13 as Lead Counsel. After the Court consolidated a related case into this Action, and re-opened the  
14 Lead Plaintiff process, on November 19, 2020, the Court appointed Meitav as Co-Lead Plaintiff  
15 with the Glazer Funds.

16 3. In fulfilling its responsibilities as the Co-Lead Plaintiff in this Action, Meitav  
17 worked with Co-Lead Counsel regarding all aspects of the litigation and resolution of this case. I,  
18 along with several other members of Meitav's Legal Department and its Investment Team, have  
19 been in regular contact with Co-Lead Counsel to monitor and contribute to the successful  
20 prosecution of this Action, and we have received regular status reports from Co-Lead Counsel on  
21 case developments. Meitav has always made its staff available to Co-Lead Counsel. The various  
22 tasks I and other Meitav personnel have performed include, but are not limited to:

- 23 a. participating in the preparation of the motions and supporting documents to  
24 request the appointment of Meitav as Lead Plaintiff;  
25 b. reviewing the original complaint and each amended complaint filed on behalf  
26 of Meitav and the factual bases of the allegations set forth therein;  
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- c. reviewing Defendants Forescout Technologies, Inc.'s, Michael DeCesare's, and Christopher Harms's ("Defendants") papers in support of their attempts to dismiss the complaints;
- d. participating in the successful appeal of the Court's granting of the Motion to Dismiss the Second Amended Complaint, including reviewing Plaintiffs' opening brief, Defendants' response, and Plaintiffs' reply brief;
- e. reviewing the Ninth Circuit Order reversing the dismissal of the Second Amended Complaint;
- f. discussing mediation with Co-Lead Counsel;
- g. coordinating Meitav's document production in response to Defendants' discovery requests;
- h. discussing and certifying Meitav's responses to multiple sets of interrogatories served by Defendants;
- i. preparing for and participating in multiple depositions, including the deposition of Tzahi Pais from Meitav's Legal Department, as well as the deposition of Meitav's Investment Fund Manager, Ori Shemesh.
- j. reviewing all briefing on Plaintiffs' Motion for Class Certification and the Court's Order granting class certification;
- k. discussing the proposed Settlement with Co-Lead Counsel, including evaluating the Settlement proposal, and ultimately approving the Settlement; and
- l. reviewing the Court's Order that preliminarily approved the Settlement and discussing the issues relevant to the final approval process, including Co-Lead Counsel's request for attorneys' fees and expenses, with Co-Lead Counsel.

4. I have done my best to promote the interests of the Class and to obtain the best recovery possible under the circumstances. Based on my involvement throughout the prosecution and resolution of the claims asserted in the Action, I believe that the Settlement provides a fair,



1 reasonable, and adequate recovery for the Class, particularly in light of the risks of continued  
2 litigation.

3 5. I understand that reimbursement of a plaintiff's reasonable costs and expenses is  
4 authorized under the Private Securities Litigation Reform Act of 1995. I estimate that my  
5 colleagues and I have spent at least 200 hours on this case. The time that my colleagues and I  
6 devoted to representing the Class in this Action was time that we would have otherwise spent on  
7 other activities at Meitav. As a result, the value of the time and resources committed by Meitav to  
8 oversee this Action far exceeds the total \$35,000 compensatory award requested.

9 6. While I understand that the ultimate determination of Co-Lead Counsel's request  
10 for an award of attorneys' fees and litigation expenses rests with the Court, I believe that Co-Lead  
11 Counsel's requested fee of one third (33 1/3%) of the Settlement Fund, plus interest, and requested  
12 expense reimbursement is fair and reasonable in light of the work performed on behalf of the Class.  
13 I note that while Meitav's retainer agreement with Co-Lead Counsel Pomerantz LLP stated that  
14 they would request a 25% fee award, Meitav believes that Co-Lead Counsel's efforts in this case  
15 have been extraordinary, which justify fees of a third of the Settlement Fund. Meitav agrees that  
16 an upward adjustment from the Ninth Circuit's benchmark is particularly appropriate here due in  
17 part to the fact that Co-Lead Counsel succeeded in having the claims dismissed by the Court  
18 revived by the Ninth Circuit, aggressively litigated the case for more than five years, and developed  
19 proof for the alleged claims during fact and expert discovery that lasted for over two years, which  
20 included taking and defending nearly 40 depositions. Meitav's belief that additional fees are  
21 warranted in this Action is also supported by Co-Lead Counsel's negative (or "fractional") lodestar  
22 multiplier of approximately 0.7.

23 7. I declare under penalty of perjury under the laws of the United States of America  
24 that the foregoing is true and correct to the best of my knowledge.

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26 Dated: October 22, 2025

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