



## **Compensation Committee Charter**

Adopted Dec 16, 2009

Effective on June 28, 2010

As Modified on December 12, 2017 and December 28, 2021

### **PURPOSE**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Tesla, Inc. (the "Company") shall be to discharge the Board's responsibilities relating to the compensation of the Company's executive officers and members of the Board and the administration of the Company's employee benefit plans.

The Committee shall assist the Board in administering and overseeing (i) the Company's compensation policies, plans and benefit programs, (ii) the compensation of the Company's executive officers and members of the Board, (iii) the administration of the Company's employee benefit plan and (iv) review of the human capital management practices related to the Company's talent generally (including how the Company recruits, develops and retains diverse talent).

### **MEMBERSHIP**

The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least two members of the Board. The Board may designate one member of the Committee as its chairperson. The Committee may form and delegate authority to one or more subcommittees where appropriate. Each member of the Committee shall be deemed independent under all applicable requirements of the Securities and Exchange Commission (the "SEC"), the Nasdaq Stock Market, Inc. rules (the "Nasdaq Rules") and any other applicable laws.

### **RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose, applicable law, rules and regulations and as the Board or Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

- Recommending to the Board a compensation philosophy designed to help the Company attract and retain the talent that the Company needs;
- Periodically reviewing and, as appropriate, making recommendations to the Board with respect to the Chief Executive Officer's (1) annual base salary, (2) bonus arrangements, if any, (3) equity compensation, (4) any employment agreement, severance arrangement or change in control arrangement and (5) any other benefits, compensation or arrangements, based on an evaluation of his or her performance and other relevant criteria as determined by the Committee. The Chief Executive Officer shall not be present during voting or deliberations regarding his or her compensation;
- In consultation with the Chief Executive Officer, periodically reviewing the compensation arrangements of the other executive officers with respect to (1) annual base salary, (2) bonus arrangements, if any, (3) equity

compensation, (4) any employment agreement, severance arrangement or change in control arrangement and (5) any other benefits, compensation or arrangements.

- Making recommendations to the Board with respect to compensation for service as a member of the Board or a Board committee;
- Making recommendations to the Board with respect to all forms of compensation plans;
- Considering the most recent “say on pay” vote and any other resolutions adopted by the stockholders of the Company relating to executive compensation, in evaluating and making recommendations to the Board with respect to executive and employee compensation;
- Having the sole authority to retain, as appropriate (including only after taking into consideration the factors prescribed by the Nasdaq Rules) and at the Company’s expense, any compensation consultant, outside legal, accounting or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this charter and terminate such engagements as the Committee may deem necessary;
- Overseeing and reviewing, on at least an annual basis, the assessment and mitigation of risks associated with the Company’s compensation practices;
- Reviewing and discussing with management the Company’s Compensation Discussion and Analysis (the “CD&A”) and related disclosures required by SEC rules, and determining whether to recommend the final CD&A to the Board for inclusion in the Company’s annual report on Form 10-K or proxy statement;
- Overseeing the preparation of the report of the Committee required by SEC rules to be included with the Company’s annual report on Form 10-K or proxy statement;
- Overseeing the administration of material employee benefit plans of the Company, including the Company’s equity plans, material benefit plans and any 401(k) plans or similar plans;
- Overseeing and reviewing the actions of any officers of the Company that may from time to time be designated by the Board or the Committee to administer any of the Company’s equity plans, including by determining the maximum equity awards that may be granted by such officers and any other limitations pursuant to applicable law or as the Committee may deem appropriate;
- Investigating, or authorizing on its behalf an investigation of, any matter relating to any purpose, responsibility, duty or power of the Committee set forth in this charter or applicable law, or delegated to the Committee by the Board, and obtaining unrestricted access to the Company’s books, records and employees in furtherance of any such investigation; and
- Reviewing, and recommending changes if appropriate to the Board with respect to, its own charter, structure, membership requirements and processes on an annual basis.

## **MEETINGS**

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, but not less than four times a year, to fulfill its responsibilities. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own schedule, which it will provide to the Board. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The chairperson of the Committee shall preside at each meeting; if a chairperson is not designated or present, an acting chairperson may be designated by the Committee members present.

## **MINUTES**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **REPORTS**

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

## **COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.