



Compensation Committee Charter

Adopted December 16, 2009

Effective on June 28, 2010

As Modified on December 12, 2017, December 28, 2021 and September 3, 2025

PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Tesla, Inc. (the "Company") shall be to assist the Board in fulfilling its oversight responsibilities regarding (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 Company's employee benefit plans and (iv) the human capital management practices related to the Company's talent generally (including how the Company recruits, develops and retains talent).

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

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 Board may designate one or more members as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The Committee may form and delegate authority to subcommittees when appropriate, and may delegate any of its duties and responsibilities to one or more directors on the Committee, another director or other persons, unless otherwise prohibited by actual laws or listing standards. 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 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.

General Responsibilities

- Overseeing and recommending to the Board a global 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 (i) annual base salary, (ii) bonus arrangements, if any, (iii) equity compensation, (iv) any employment agreement, severance arrangement or change in control arrangement and (v) any other benefits, compensation or arrangements, based on an evaluation of the Chief Executive Officer's performance and other relevant criteria as determined by the Committee. The Chief Executive Officer shall not be present during voting or deliberations regarding the Chief Executive Officer's compensation;
- In consultation with the Chief Executive Officer, periodically reviewing the compensation arrangements of the other executive officers with respect to (i) annual base salary, (ii) bonus arrangements, if any, (iii) equity compensation, (iv) any employment agreement, severance arrangement or change in control arrangement and (v) 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 voted on by the shareholders of the Company relating to executive compensation, in evaluating and making recommendations to the Board with respect to executive and employee compensation;
- 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;
- Conducting an annual review and assessment of all compensation, including cash and equity-based compensation, paid by the Company to members of the Board who are not employees or officers of the Company ("Non-Employee Directors");

- Engaging an independent compensation consultant (the “Independent Consultant”) annually to advise the Committee in connection with the annual review and assessment the compensation of Non-Employee Directors, including with respect to (i) the amount and type of such compensation and (ii) any comparative data deemed appropriate by the Independent Consultant;
- Recommending to the Board, on the basis of such an annual review and assessment, the amount and type of compensation payable to Non-Employee Directors;
- Overseeing the preparation of an annual disclosure describing: (i) the Company’s philosophy relating to Non-Employee Director compensation; (ii) the process by which decisions were made concerning Non-Employee Director compensation, including with respect to the role and analysis of the Independent Consultant and any peer group or other comparative data deemed appropriate by the Independent Consultant (or that no such data was deemed appropriate); and (iii) the proposed compensation of Non-Employee Directors, including the cash and equity value of such compensation, on a director-by-director basis;
- 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 compensation and employee benefit plans of the Company, including the Company’s equity plans and any 401(k) plans or similar plans;
- Oversee the administration of the Company’s compensation “clawback” policy and any similar policy or agreement between the Company or its subsidiaries and the Company’s executive officers or other employees who perform policy-making functions for the Company;
- 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, performance 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 act by written consent and 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.

RESOURCES

In performing its duties, the Committee shall have the authority to retain, hire, terminate and obtain advice, reports or opinions from internal or external legal counsel and expert advisors (including persons already employed or engaged by the Company) (collectively, "Advisors") as it may deem necessary or appropriate, without consulting with, or obtaining approval from, management of the Company in advance.

The Company will provide for appropriate funding, as determined by the Committee, for the payment of: (i) compensation to any compensation consultants or other Advisors retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent required by the Nasdaq Rules, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- The provision of other services to the Company by the person or entity that employs the Advisor;
- The amount of fees received from the Company by the person or entity that employs the Advisor as a percentage of such person or entity's total revenue;
- The policies and procedures of the person or entity that employs the Advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Advisor with a member of the Committee;
- Any business or personal relationship of the Advisor or of the person or entity employing the Advisor with an executive officer of the Company; and

- Any stock of the Company owned by the Advisor.

Although the Committee is required to consider these factors, unless otherwise required by this charter it is free to select or receive advice from an Advisor that is not independent.

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.

OTHER

This charter of the Committee may be amended or modified only by the action of the Board upon the recommendation of the Nominating and Corporate Governance Committee.