



Disclosure Controls Committee Charter

Adopted December 11, 2018

Clarified and Amended: August 4, 2022

PURPOSE

The purpose of the Disclosure Controls Committee (the "Committee") of the Board of Directors (the "Board") of Tesla, Inc. (the "Company") shall be to implement, review and monitor the Company's compliance with the specific responsibilities and duties listed below, to exercise the powers listed below and to perform such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. The Committee may form and delegate authority to subcommittees when appropriate. Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed "Independent Directors" as defined by the listing standards of the Nasdaq Stock Market, Inc.

RESPONSIBILITIES, DUTIES AND POWERS

The responsibilities, duties and powers of the Committee shall include:

- Overseeing the implementation of the terms of the consent agreement between the United States Securities and Exchange Commission and the Company dated September 29, 2018, along with the final judgment incorporated therein, the "Consent";
- Reviewing compliance with the terms of the Consent and 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 review;
- Overseeing the controls and processes governing the Company's and its senior executives' disclosures and/or public statements that relate to the Company, as set forth in the Senior Executive Communications Policy;
- Overseeing the review and resolution, by the appropriate committee of the Board, as applicable, of human resources issues or issues raising conflicts of interest that involve any member of executive management;
- Ratifying the employment or designation of an experienced securities law attorney of the

Company as Disclosure Counsel who will provide legal advice concerning (i) disclosures and compliance relating to the Company by the Company and its executive officers pursuant to the Company's Senior Executives Communications Policy and, if necessary, other applicable policies and procedures and (ii) securities law issues, including, but not limited to, compliance with federal securities laws and regulations; and

- Periodically reviewing and, if appropriate, recommending to the full Board amendment of the Committee's charter and processes.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, hire and obtain advice, reports or opinions from external legal counsel, search firms and expert advisors to assist with the execution of the Committee's duties and responsibilities as set forth in this charter, applicable law or the Consent, or delegated to the Committee by the Board.

MEETINGS

The Committee shall meet at least once each fiscal quarter. 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 meeting schedule, which it shall 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 chair 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.

OTHER

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.

This charter of the Committee may be amended or modified only by the action of the Board upon the recommendation of this Committee.