



Disclosure Controls Committee Charter

Adopted December 11, 2018

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 three 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 executive officers' (as defined in Rule 3b-7 under the Securities Exchange Act of 1934) public disclosures and public statements relating to the Company, including meeting periodically with the Company's management, internal audit and legal departments, and the Company's Management Disclosure Committee to review their assessment of such disclosures;
- Serving in an advisory role and facilitating Board review regarding the Company's policies relating to the public disclosure of information relating to the Company by the Company or its personnel, including its Disclosure Controls and Procedures and the Senior Executives Communications Policy;
- Reviewing and resolving any issues related to any actual or potential conflicts of interests, compensation, employment disputes, non-compliance with the Disclosure Controls and Procedures or any other human resources matter involving any executive officer of the Company, determining the materiality of any such issues, and ensuring appropriate disclosure, if needed, in compliance with the Company's Disclosure Controls and Procedures;
- Ratifying the employment or designation of an experienced securities law attorney of the Company as Disclosure

Counsel who will assist in (i) reviewing disclosures and compliance relating to the Company by the Company and its executive officers pursuant to the Company's Disclosure Controls and Procedures, Senior Executives Communications Policy and other applicable policies and procedures and (ii) advising the Company regarding 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.