

## Vote Bulletin – Tesla, Inc.

**Meeting Type:** Annual Meeting

**Meeting Date:** 13 June 2024

### Management Proposals

Item number	Item description	Management recommendation	SSGA vote
1a	Elect Management Nominee Director	FOR	AGAINST
1b	Elect Management Nominee Director	FOR	AGAINST
2	Advisory Vote to Ratify Named Executive Officers' Compensation	FOR	AGAINST
3	Change State of Incorporation from Delaware to Texas	FOR	FOR
4	Ratify Performance Based Stock Options to Elon Musk	FOR	AGAINST
5	Ratify PricewaterhouseCoopers LLP as Auditors	FOR	FOR

### Shareholder Proposals

Item number	Item description	Management recommendation	SSGA vote
6	Declassify the Board of Directors	AGAINST	FOR
7	Adopt Simple Majority Vote	AGAINST	FOR
8	Report on Harassment and Discrimination Efforts	AGAINST	AGAINST
9	Adopt a Non-Interference Policy Respecting Freedom of Association	AGAINST	AGAINST
10	Report on Effects and Risks Associated with Electromagnetic Radiation and Wireless Technologies	AGAINST	AGAINST
11	Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation	AGAINST	AGAINST
12	Commit to a Moratorium on Sourcing Minerals from Deep Sea Mining	AGAINST	AGAINST

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## **SSGA Policy**

Please refer to the [Global Proxy Voting and Engagement Policy](#) for our voting policies on governance practices, board composition, director time commitments, compensation and remuneration, and shareholder rights.

## **Voting Rationale**

### **Effective Board Oversight, Governance and Shareholder Rights**

We withheld support from both director nominees due to concerns with the company's board composition, shareholder rights and governance disclosure. Specifically, the board is classified, not composed of at least 30 percent women directors, does not have a policy on director time commitments, and does not provide the right to call special meetings. We are also concerned that members of the audit committee have not properly addressed the risk presented by management's significant pledging of company stock.

In line with this logic and our belief that it is in the best interest of shareholders for companies to have appropriate shareholder rights and accountability mechanisms in place, we also supported two shareholder proposals calling for the reduction of director terms to one year and the implementing of a simple majority vote.

### **Executive Compensation**

In 2018, we voted against the company's say-on-pay proposal. We continue to have concerns with the magnitude of the award, its structure, and its ability to motivate sustained long-term returns to investors now that the targets of the plan have been met. Due to our persistent concerns, we did not support the ratification of the stock options plan proposal.

### **Change State of Incorporation from Delaware to Texas**

We believe company boards are best suited to decide what state to incorporate in if we have not identified significant concerns or a material reduction in shareholder rights.

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\*Pensions & Investments Research Center, as of 12/31/22.

<sup>†</sup>This figure is presented as of March 31, 2024 and includes ETF AUM of \$1,360.89 billion USD of which approximately \$65.87 billion USD is in gold assets with respect to SPDR products for which State Street Global Advisors Funds Distributors, LLC (SSGA FD) acts solely as the marketing agent. SSGA FD and State Street Global Advisors are affiliated. Please note all AUM is unaudited.

## Marketing Communication

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Global Entities Link

[https://www.ssga.com/ae/en\\_gb/institutional/ic/footer/state-streetglobal-advisors-worldwide-entities](https://www.ssga.com/ae/en_gb/institutional/ic/footer/state-streetglobal-advisors-worldwide-entities)

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Exp. Date: 9/30/2025