

TESLA MOTORS INC AGM Date: 2013-06-04

1.01 Elect Brad W. Buss

For

Class III Director. Independent Non-Executive Director. Mr. Buss is the executive vice president of finance and administration and chief financial officer of Cypress. In 2012, Cypress provided semiconductors to a third party manufacturer engaged by Tesla to build certain components for use in its Model S automobile. Tesla does not directly engage Cypress, and Mr. Buss was not involved in the negotiations with the third party manufacturer or Tesla regarding these components. Payments by us to the third party manufacturer in respect of the semiconductors supplied by Cypress were approximately \$35,000 in 2012 and are expected to be approximately \$550,000 in 2013. This indirect supply relationship continues in 2013 but we do not consider that it impacts negatively on Mr. Buss' independence.

1.02 Elect Ira Ehrenpreis

Withhold

Class III Non-Executive Director. Independent by the Company, not independent by Triodos as he owns 1.46% of the Company and as he is a minority investor in SpaceX, of which Elon Musk is Chief Executive Officer, Chief Technology Officer, Chairman and a significant stockholder. There is insufficient independent representation on the Board as a whole.

2 Appoint the auditors

For