Charter of the
Strategic Review Committee of
Intuitive Machines, Inc.

This Strategic Review Committee Charter (the "Charter") has been adopted by the Board of Directors (the "Board") of Intuitive Machines, Inc., a Delaware corporation (the "Company").

1. Introductory Matters

a. The Company has formed this Strategic Review Committee of the Board (the "Strategic Review Committee") consistent with the Company's Antitrust Compliance Policy (the "Antitrust Policy"), the Company's certificate of incorporation (as amended from time to time, the "Certificate of Incorporation") and the Bylaws of the Company, dated as of February 13, 2023 (as amended from time to time, the "Bylaws"). Capitalized terms used in this Charter but not otherwise defined have the meanings given to such terms in the Antitrust Policy.

b. For purposes of this Charter, "Affiliate" means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, another person.

2. Purpose and Authority

a. The purpose of the Strategic Review Committee is to provide a structure for the review and approval of specified business matters only when, and only to the extent that, the Company or any subsidiary has an actual or potential competitive overlap with any Board Member's Competitive Interest. "Competitive Interest" for purposes of this Charter means any entity or person a Board member is affiliated with, including but not limited to IBX, any IBX Affiliate.

b. The Committee's remit covers matters involving an actual or potential competitive overlap between the Company or any subsidiary and a Competitive Interest (each, a "Competitive Matter"). The Committee's remit includes, without limitation:

    i. corporate strategy,

    ii. approval of budgets and business plans,

    iii. capital raising or financing strategy,

    iv. mergers or acquisitions,

    v. approval of projects,

    vi. opportunities or bids, and

    vii. other matters that the Board would otherwise oversee,

    in each case to the extent such matter involves or may reasonably implicate Competitive Matters. The foregoing categories are illustrative and are not intended to limit the matters that may be covered by the Committee with respect to Competitive Matters. Management shall bring such Competitive Matters to the attention of the Strategic Review Committee, or the Committee may on its own, or at the direction of the Board, identify such a matter as falling within its delegated authority.

c. The Committee is not a related person transaction committee and shall not review, approve or ratify any transaction solely because a director, officer, stockholder, IBX, an

IBX Affiliate or any other person is a related party or has a financial or other interest in the transaction. Any related person transaction shall be addressed under the Company's Related Person Transaction Policy and Procedures and the Audit Committee.

d. The Strategic Review Committee shall evaluate, review and determine whether to approve a decision by management only where the decision presents an actual, potential or reasonably anticipated competitive overlap between the Company or a subsidiary, on the one hand, and a Competitive Interest, on the other hand. The Strategic Review Committee shall not report competitively sensitive details of Competitive Matters to any director whose activities or Affiliates give rise to the applicable competitive overlap, except to the extent required by applicable law and subject to appropriate information barriers. With respect to any Competitive Matter that under applicable law, the Certificate of Incorporation, the Bylaws or any delegation of authority or authorization matrix must be considered and determined by the full Board, the Strategic Review Committee shall make a recommendation to the full Board for its determination, with any director whose activities or Affiliates give rise to the competitive overlap recused to the extent determined appropriate by the disinterested directors. Any aspect of a matter outside the Committee's competitive-overlap remit, including any related person transaction approval or ratification, shall be referred to the Board or other committee with authority over that aspect of the matter. The existence of a related party relationship, standing alone, does not create a Competitive Matter.

e. In addition to the foregoing, the Strategic Review Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

f. The Strategic Review Committee shall review this Charter as needed and submit any recommended changes to the Board for its consideration and approval.

3. Authority and Reliance

a. The Strategic Review Committee is authorized to identify, review and approve the Competitive Matters within the scope of the Committee's purpose as set forth under "Purpose and Authority" above.

b. The Strategic Review Committee shall have the authority to act within the scope of its purpose. In furtherance thereof, the Strategic Review Committee shall have full authority to (i) access all books, records, facilities and personnel of the Company, (ii) retain, terminate and determine funding for such independent legal, financial or other advisors or consultants as the Strategic Review Committee deems necessary or appropriate for the Strategic Review Committee to fulfill its responsibilities and to rely on the guidance or opinions of such advisors or consultants, to the extent the Strategic Review Committee reasonably believes such guidance or opinions to be within the expertise of such advisors or consultants, as applicable, and (iii) request and direct any officer or personnel of the Company or its Affiliates, the Company's outside counsel, inside counsel, independent auditors or internal auditors to attend a meeting of the Strategic Review Committee or to meet with any members of, or consultants to, the Strategic Review Committee and to take such actions as the Strategic Review Committee may deem necessary or appropriate in furtherance of its purpose.

c. The Company shall provide appropriate funding, as determined by the Strategic Review Committee and without further action by the Board, for payment of: (i) any advisors employed by the Strategic Review Committee and (ii) ordinary administrative expenses of the Strategic Review Committee necessary or appropriate for carrying out its responsibilities.

d. The Strategic Review Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, the Certificate of Incorporation, the Bylaws or the rules of any applicable stock exchange, with respect to all matters encompassed by this Charter and within its scope of authority.

4. Members

a. The Strategic Review Committee will consist of at least three directors.

b. For the avoidance of doubt, no member of the Strategic Review Committee shall serve simultaneously as (i) a director, officer or employee of IBX or any other IBX Affiliate (other than Intuitive Machines) and (ii) a member of the Strategic Review Committee of any other IBX Affiliate (other than Intuitive Machines).

c. The Strategic Review Committee members shall elect a Chair from amongst their members by vote of a majority of the full Strategic Review Committee. The Chair shall be responsible for informing the Board of any decision taken at the Committee without revealing competitively sensitive information.

d. The members of the Strategic Review Committee shall serve until their successors are duly appointed and qualified (or until their earlier death, resignation or removal). The Board shall have the authority at any time to remove, with or without cause, one or more members of the Strategic Review Committee.

5. Conflict of Interest and Recusal.

a. If any member of the Strategic Review Committee has, directly or through any Affiliate, a material interest in, involvement with, or other relationship to a Competitive Matter under consideration by the Strategic Review Committee, including as a result of a potential competitive overlap between the Company and such member or any Affiliate of such member, such member shall promptly disclose the relevant circumstances to the other members of the Strategic Review Committee and shall recuse himself or herself from the Committee's consideration, discussion, deliberation and determination of such Competitive Matter. The recused member shall not receive confidential or competitively sensitive information relating to such Competitive Matter except to the extent determined by the remaining disinterested members of the Strategic Review Committee, with advice of counsel as appropriate, to be necessary or appropriate. For purposes of quorum and approval of such Competitive Matter, the recused member shall not be treated as participating in the matter, and the remaining disinterested members of the Strategic Review Committee shall exercise the authority of the Committee with respect thereto, subject to applicable law, the Certificate of Incorporation and the Bylaws.

6. Confidentiality

Under the Antitrust Policy, the members of the Strategic Review Committee and employees who participate in its meetings, discussions or determinations and its advisors, consultants, counsel and agents are bound by strict confidentiality restrictions and firewalls/information barriers that prohibit and prevent the exchange of confidential and/or competitively sensitive information beyond the Strategic Review Committee and others directly involved in such meetings, discussions or determinations with respect to a given matter.

7. Strategic Review Committee Meetings

a. The Strategic Review Committee shall meet at the call of the Chair of the Strategic Review Committee or any member of the Strategic Review Committee. The Strategic Review Committee will meet as often as necessary to accomplish its purpose as described herein. All Strategic Review Committee members are expected to attend each meeting, in person or via video or teleconference. Meetings may, at the discretion of the Strategic Review Committee, include members of the Company's management, independent advisors or consultants and such other persons as the Strategic Review Committee or the Chair may determine. Minutes of each meeting shall be prepared.

b. A majority of the total number of Strategic Review Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of the Strategic Review Committee membership present in person or via teleconference at a meeting duly called and held (or, if the quorum consists of two members of the Strategic Review Committee, both members present). The Strategic Review Committee may also act by unanimous written consent in lieu of a meeting.

8. Indemnification and Limitation of Liability

The Company shall indemnify and advance expenses to each member of the Strategic Review Committee in connection with such member's service on the Strategic Review Committee to the fullest extent permitted by applicable law and in accordance with the Certificate of Incorporation and Bylaws. No member of the Strategic Review Committee shall be liable to the Company or its stockholders in respect of their service on the Strategic Review Committee, or any acts or omissions in connection therewith, to the fullest extent permitted by law and in accordance with the Certificate of Incorporation.

9. Expense Reimbursement

The Company will reimburse the members of the Strategic Review Committee for all of their reasonable out-of-pocket costs of attending Strategic Review Committee meetings.

INTUITIVE MACHINES, INC.
August 24, 2023 revised October 22, 2026