

INTUITIVE MACHINES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Intuitive Machines, Inc. (the “*Company*”) is (i) to identify individuals qualified to become Board members consistent with criteria approved by the Board, (ii) to recommend that the Board select the director nominees for each annual meeting of stockholders, (iii) to develop and recommend to the Board the Corporate Governance Guidelines (as defined herein) and (iv) to oversee the evaluation of the Board and its committees.

II. COMPOSITION

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee will meet with such frequency and at such intervals as it deems necessary or advisable to carry out its duties and responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws and applicable Nasdaq rules.

IV. DUTIES AND RESPONSIBILITIES

1. *Director Nominees.* Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to designate directors, the Committee will identify individuals qualified to become members of the Board and ensure that the Board has

the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meetings of stockholders. The Committee will evaluate candidates recommended by stockholders on a substantially similar basis as it considers other nominees.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "***Corporate Governance Guidelines***").

3. *Board Committee Structure and Membership.* The Committee will, from time to time as it deems appropriate, review the Board committee structure and, except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to designate directors to serve on committees of the Board, recommend to the Board for its approval directors to serve as members of each committee.

4. *Board Leadership Structure.* The Committee will periodically review the Board's size and leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend to the Board for its approval changes to its size or leadership structure.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Request Director Resignations Pursuant to Corporate Governance Guidelines.* The Nominating and Corporate Governance Committee shall recommend whether or not the Board should request the resignation of a director from the Board, in accordance with the Corporate Governance Guidelines.

7. *Board and Board Committee Evaluations.* The Committee will oversee the periodic self-evaluations of the Board and its committees.

8. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

9. *Environmental and Social Matters.* The Committee shall, in consultation, as needed, with each of the other committees of the Board, periodically review, and provide oversight with respect to, the Company's strategy, initiatives and policies concerning corporate social responsibility, including environmental and social matters.

10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

* * * * *

Effective: February 10, 2023