INTUITIVE MACHINES, INC.

AUDIT COMMITTEE CHARTER

I. PURPOSE

The purpose of the Audit Committee (the "***Committee***") of the Board of Directors (the "Board") of Intuitive Machines, Inc. (the "***Company***") is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee's responsibilities are limited to oversight. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles ("***GAAP***") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditors are responsible for auditing and reviewing those financial statements.

II. COMPOSITION

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of The Nasdaq Stock Market LLC ("***Nasdaq***") and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the "***SEC***"), subject in each case to any applicable exception. Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be a financial expert as defined under the SEC rules.

Committee members must be appointed, and may be removed from the Committee, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor (if any) and with the Company's independent auditor.

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 may, in its sole discretion, retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

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 and SEC rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

IV. DUTIES AND RESPONSIBILITIES

Interaction with the Independent Auditor

1. *Appointment and Oversight*. The Committee is directly responsible for the appointment, compensation, retention, oversight of the work and assessment of qualifications, performance and independence of the Company's independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee.

The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence*. The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Annual Financial Statements and Annual Audit

3. *Audit Scope.* The Committee must discuss with the independent auditor the overall scope and plans for their audits and other financial reviews, as well as matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board and approved by the SEC from time to time, including any critical audit matters.

4. *Audit Issues.* The Committee must discuss separately with the independent auditor and management any audit issues or difficulties in connection with the preparation of the Company's financial statements and management's response.

5. *Form 10-K Review.* The Committee must review,discuss and recommend approval to the Board, the annual audited financial statements and related disclosures as well as critical

accounting policies with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for inclusion in the Company's Annual Report on Form 10-K.

6. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

7. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" for inclusion in the Company's Quarterly Report on Form 10-Q.

Other Duties and Responsibilities

8. *Review of Earnings Releases.* The Committee must review and discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

9. *Risk Assessment and Risk Management.* The Committee must review the Company's guidelines and policies with respect to risk assessment and risk management and oversee management of the Company's financial risks.

10. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. *Review of Related Person Transactions.* The Committee must review all related person transactions as defined by Item 404 of Regulation S-K ("***Item 404***") on an ongoing basis and all such transactions that are required to be disclosed pursuant to Item 404 must be, to the extent required by Item 404. approved or ratified by the Committee in accordance with the Company's Related Person Transaction Policy and Procedures. The Committee shall disclose to the Conflicts Committee all approved transactions. .

13. *Review of Code of Business Conduct and Ethics*. The Committee must periodically consider and discuss the Company's Code of Business Conduct and Ethics (the "***Code***") and the procedures in place to enforce the Code.

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

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

16. *Review of this Charter.* The Committee must annually 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 is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

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Effective: October 22, 2026.