UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-40823

INTUITIVE MACHINES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**36-5056189**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
13467 Columbia Shuttle Street	
Houston, Texas	**77059**
(Address of Principal Executive Offices)	(Zip Code)

(281) 520-3703
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.0001 per share	LUNR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of November 5, 2026, the Registrant had 177,394,607 shares of Class A common stock, $0.0001 par value per share, 0 shares of Class B common stock, $0.0001 par value per share, and 55,037,064 shares of Class C common stock, $0.0001 par value per share, outstanding.

INTUITIVE MACHINES, INC.

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Each of the terms the "Company," "Intuitive Machines," "IM," "we," "us," or "our" and similar terms used herein refer collectively to Intuitive Machines, Inc. and its consolidated subsidiaries, unless otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (the "Quarterly Report") contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. We intend the forward-looking statements contained in this Quarterly Report to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended, the ("Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report are forward-looking statements. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this Quarterly Report, words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "strive," "would," "strategy," "outlook," the negative of these words or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to statements regarding our expectations and plans relating to our missions to the Moon and other projects, including the expected timing thereof and our progress and preparation thereof; our expectations with respect to, among other things, demand for our product portfolio, our submission of bids for contracts; our expectations regarding protests of government contracts awarded to us; our operations, our financial performance and our industry; our business strategy, business plan, and plans to drive long term sustainable shareholder value; and our expectations on revenue and cash generation. These forward-looking statements reflect our predictions, projections or expectations based upon currently available information and data. Our actual results, performance or achievements may differ materially from those expressed or implied by the forward-looking statements, and you are cautioned not to place undue reliance on these forward-looking statements. The following important factors and uncertainties, among others, could cause actual outcomes or results to differ materially from those indicated by the forward-looking statements in this Quarterly Report:

- our reliance upon the efforts of our key personnel and Board of Directors (the "Board") to be successful;
- as part of growing our business, we have made and may continue to make acquisitions. Any acquisitions, partnerships or joint ventures into which we enter subject to integration risks and could disrupt our operations;
- our failure to manage our growth effectively and failure to win new contracts;
- our ability to generate a sustainable order rate for the satellite and space operations and develop new technologies to meet the needs of our customers or potential new customers;
- our customer concentration;
- our limited operating history;
- competition from existing or new companies;
- disruptions in U.S. government operations and funding, including government shutdowns;
- unsatisfactory safety performance of our spaceflight systems or security incidents at our facilities;
- failure of the market for commercial spaceflight to achieve the growth potential we expect;
- any delayed launches, launch failures, failure of landers to conduct all mission milestones, failure of our satellites to reach their planned orbital locations, failure of lunar landers to reach their planned locations, significant increases in the costs related to the launches of satellites and lunar landers, and insufficient capacity available from satellite developers and launch service providers;
- risks associated with commercial spaceflight, including any accident on launch or during the journey into space;
- risks associated with the handling, production and disposition of potentially explosive and ignitable energetic materials and other dangerous chemicals in our operations;
- our reliance on a limited number of suppliers for certain materials and supplied components, including a single launch service provider for our lunar missions;
- failure of our products to operate in the expected manner or defects in our sub-systems;

- the future revenue and operating results of the satellite integrated build capability are dependent on our ability to generate a sustainable order rate for the satellite and space operations and develop new technologies to meet the needs of our customers or potential new customers;
- counterparty risks on customer contracts and failure of our prime contractors to maintain their relationships with their counterparties and fulfill their contractual obligations;
- failure to successfully defend protest from other bidders for government contracts;
- failure to comply with various laws and regulations relating to various aspects of our business, uncertainty in the regulatory environment and any changes in the funding levels of various governmental entities with which we do business;
- our failure to protect the confidentiality of our trade secrets and unpatented know how;
- our failure to comply with the terms of third-party open source software our systems utilize;
- our ability to maintain an effective system of internal control over financial reporting, and to address and remediate any material weaknesses in our internal control over financial reporting, including our ability to successfully implement our remediation plan and remediate the identified material weakness and any other deficiencies that may be identified;;
- we may use artificial intelligence ("AI") in our business or systems, and challenges with properly managing its use could result in competitive and reputational harm;
- the U.S. government's budget deficit and the national debt, as well as any inability of the U.S. government to complete its budget process for any government fiscal year that may result in government shutdowns or extended continuing resolution and our dependence on U.S. government contracts and the available funding or changing funding priorities by the U.S. government;
- our failure to comply with U.S. export and import control laws and regulations and U.S. economic sanctions and trade control laws and regulations;
- uncertain macro-economic and U.S. domestic and foreign political conditions and elevated inflation and interest rates;
- uncertain impacts of geopolitical conflicts, including the ongoing wars in Ukraine, Israel, Iran or other global conflicts;
- our history of losses and failure to achieve profitability in the future or failure of our business to generate sufficient funds to continue operations;
- the cost and potential outcomes of pending and any future litigation;
- our public securities' potential liquidity and trading;
- the sufficiency and anticipated use of our existing capital resources to fund our future operating expenses and capital expenditure requirements and needs for additional financing in light of our recent acquisitions; and
- other factors detailed under the section titled Part I, Item 1A. "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "2025 Annual Report on Form 10-K"), the section titled Part II, Item 1A. "Risk Factors" and Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations in this Quarterly Report and in our subsequent filings with the U.S. Securities and Exchange Commission (the "SEC").

These forward-looking statements are based on information available as of the date of this Quarterly Report and current expectations, forecasts, and assumptions, and involve a number of judgments, risks, and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Quarterly Report, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

Available Information

Our website address is www.intuitivemachines.com. The contents of, or information accessible through, our website are not incorporated by reference herein and are not part of this quarterly report. We make our filings with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports, as well as beneficial ownership filings available free of charge on our website under the "Investors" section as soon as reasonably practical after we file such reports with, or furnish such reports to, the SEC.

We may use our website as a distribution channel of material information about us. Financial and other important information regarding the Company is routinely posted on and accessible through the Investors section of our website at www.intuitivemachines.com.

Part I – Financial Information

Item 1. Financial Statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Balance Sheets
(in thousands, except share data and par value)
(Unaudited)

	September 30, 2026	December 31, 2025
ASSETS		
Current assets		
Cash and cash equivalents	$ 463,810	$ 582,606
Restricted cash	13,171	2,733
Trade and other receivables, net of allowance for credit losses of $5,574 and $3,295, respectively	113,528	12,193
Contract assets	120,259	12,236
Inventory	70,622	—
Advances to suppliers	34,041	3,353
Prepaid and other current assets	25,063	5,693
Total current assets	840,494	618,814
Orbital receivables, non-current, net of allowance for credit losses of $7,919 and $0, respectively	208,246	—
Property and equipment, net	326,732	68,550
Intangible assets, net	274,866	12,968
Goodwill	406,653	18,697
Operating lease right-of-use assets	175,069	36,755
Finance lease right-of-use assets	70	94
Deferred income taxes	—	—
Other assets	3,271	1,276
Total assets	$ 2,235,401	$ 757,154
LIABILITIES, MEZZANINE EQUITY AND SHAREHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued expenses	$ 139,210	$ 22,199
Accounts payable - affiliated companies	5,368	1,723
Contract liabilities, current	293,506	57,368
Operating lease liabilities, current	25,023	10,466
Finance lease liabilities, current	20	48
Other current liabilities	104,080	33,028
Total current liabilities	567,207	124,832
Long-term debt, net	336,860	335,335
Contract liabilities, non-current	1,196	6,341
Pension and other postretirement benefits	43,049	—
Operating lease liabilities, non-current	147,659	26,290
Finance lease liabilities, non-current	14	20
Warrant liabilities	51,428	60,394
Other non-current liabilities	61,347	240
Total liabilities	1,208,760	553,452
Commitments and contingencies (Note 18)		
MEZZANINE EQUITY		
Series A preferred stock subject to possible redemption, $0.0001 par value, 25,000,000 shares authorized, 5,000 and 5,000 shares issued and outstanding	7,120	6,613
Redeemable noncontrolling interests	783,728	951,536
SHAREHOLDERS' EQUITY (DEFICIT)		
Class A common stock, $0.0001 par value, 500,000,000 shares authorized, 179,494,292 and 123,472,960 shares issued, and 177,303,212 and 121,281,880 outstanding	18	12
Class B common stock, $0.0001 par value, 100,000,000 shares authorized, 0 shares issued and outstanding	—	—
Class C common stock, $0.0001 par value, 100,000,000 shares authorized, 55,037,064 and 58,628,185 shares issued and outstanding	6	6
Treasury stock, at cost, 2,191,080 shares	(33,525)	(33,525)
Paid-in capital	—	—
Accumulated earnings (deficit)	268,336	(721,457)
Accumulated other comprehensive loss	(15)	—
Total shareholders' equity (deficit) attributable to the Company	234,820	(754,964)
Noncontrolling interests	973	517
Total shareholders' equity (deficit)	235,793	(754,447)
Total liabilities, mezzanine equity and shareholders' equity (deficit)	$ 2,235,401	$ 757,154

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Statements of Operations
(in thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues:				
Product revenue	$ 215,118	$ —	$ 523,407	$ —
Service revenue	54,138	50,987	132,891	163,824
Grant revenue	92	1,450	5,948	1,450
Total revenues	269,348	52,437	662,246	165,274
Operating expenses:				
Cost of product revenue (excluding depreciation and amortization)	152,588	—	385,829	—
Cost of service revenue (excluding depreciation and amortization)	39,595	39,574	114,381	144,546
Cost of grant revenue (excluding depreciation and amortization)	101	1,459	5,962	1,459
Cost of service revenue (excluding depreciation and amortization) - affiliated companies	7,762	5,736	20,799	18,767
Total cost of revenues	200,046	46,769	526,971	164,772
Depreciation and amortization	13,180	815	41,155	2,190
Research and development	7,458	3,957	20,776	5,329
General and administrative expense (excluding depreciation and amortization)	82,913	16,315	193,930	47,119
Total operating expenses	303,597	67,856	782,832	219,410
Operating loss	(34,249)	(15,419)	(120,586)	(54,136)
Other income (expense), net:				
Interest income	2,963	4,833	5,870	9,752
Interest expense	(4,532)	(1,344)	(13,900)	(1,442)
Change in fair value of earn-out liabilities	—	—	—	(33,369)
Change in fair value of warrant liabilities	30,010	1,950	8,966	31,919
Change in fair value of contingent consideration liabilities	3,618	—	2,207	—
Other income, net	(1,164)	25	(1,270)	90
Total other income, net	30,895	5,464	1,873	6,950
Loss before income taxes	(3,354)	(9,955)	(118,713)	(47,186)
Income tax expense	—	(5)	(10)	(5)
Net loss	(3,354)	(9,960)	(118,723)	(47,191)
Net income (loss) attributable to redeemable noncontrolling interest	256	(3,445)	(32,009)	(4,944)
Net income attributable to noncontrolling interest	406	327	1,134	1,172
Net loss attributable to the Company	(4,016)	(6,842)	(87,848)	(43,419)
Less: Preferred dividends	(173)	(158)	(502)	(456)
Net loss attributable to Class A common shareholders	$ (4,189)	$ (7,000)	$ (88,350)	$ (43,875)
Net loss per share				
Net loss per share of Class A common stock - basic and diluted	$ (0.02)	$ (0.06)	$ (0.55)	$ (0.38)
Weighted-average common shares outstanding				
Weighted average shares outstanding - basic and diluted	173,425,260	117,815,856	161,252,158	114,150,168

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Statements of Comprehensive Loss
(In thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss attributable to the Company	$ (4,016)	$ (6,842)	$ (87,848)	$ (43,419)
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(15)	—	(15)	—
Total other comprehensive income (loss), net of tax	(15)	—	(15)	—
Comprehensive loss, net of tax	$ (4,031)	$ (6,842)	$ (87,863)	$ (43,419)

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Statements of Mezzanine Equity
(In thousands except per share data)
(Unaudited)

Three Months Ended September 30, 2026

	Series A Preferred Stock		Redeemable Noncontrolling Interest
	Shares	Amount	
Balance, June 30, 2026	5,000	$ 6,945	$ 1,194,653
Cumulative preferred dividends	—	173	—
Accretion of preferred stock discount	—	2	—
Subsequent remeasurement of redeemable noncontrolling interests	—	—	(411,181)
Net income attributable to redeemable noncontrolling interests	—	—	256
Balance, September 30, 2026	5,000	$ 7,120	$ 783,728

Nine Months Ended September 30, 2026

	Series A Preferred Stock		Redeemable Noncontrolling Interest
	Shares	Amount	
Balance, December 31, 2025	5,000	$ 6,613	$ 951,536
Cumulative preferred dividends	—	502	—
Accretion of preferred stock discount	—	5	—
Subsequent remeasurement of redeemable noncontrolling interests	—	—	(135,799)
Net loss attributable to redeemable noncontrolling interests	—	—	(32,009)
Balance, September 30, 2026	5,000	$ 7,120	$ 783,728

Three Months Ended September 30, 2025

	Series A Preferred Stock		Redeemable Noncontrolling Interests
	Shares	Amount	
Balance, June 30, 2025	5,000	$ 6,291	$ 663,725
Cumulative preferred dividends	—	158	—
Accretion of preferred stock discount	—	2	—
Subsequent remeasurement of redeemable noncontrolling interests	—	—	(19,620)
Net loss attributable to redeemable noncontrolling interests	—	—	(3,445)
Balance, September 30, 2025	5,000	$ 6,451	$ 640,660

Nine Months Ended September 30, 2025

	Series A Preferred Stock		Redeemable Noncontrolling Interest
	Shares	Amount	
Balance, December 31, 2024	5,000	$ 5,990	$ 1,005,965
Cumulative preferred dividends	—	456	—
Accretion of preferred stock discount	—	5	—
Subsequent remeasurement of redeemable noncontrolling interests	—	—	(360,361)
Net loss attributable to redeemable noncontrolling interests	—	—	(4,944)
Balance, September 30, 2025	5,000	$ 6,451	$ 640,660

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Statements of Shareholders' Equity (Deficit)
(In thousands except per share data)
(Unaudited)

Three Months Ended September 30, 2026

	Common Stock Class A		Common Stock Class C							
	Shares	Amount	Shares	Amount	Treasury Stock	Paid-in Capital	Accumulated Equity (Deficit)	AOCI	Shareholders' Equity attributable to the Company	NCI	Total Shareholders' Equity
Balance, June 30, 2026	171,720,829	$ 17	55,851,004	$ 6	$ (33,525)	$ —	$ (257,147)	$ —	$ (290,649)	$ 567	$ (290,082)
Share-based compensation expense	—	—	—	—	—	10,610	—	—	10,610	—	10,610
Cumulative preferred dividends	—	—	—	—	—	(173)	—	—	(173)	—	(173)
Accretion of preferred stock discount	—	—	—	—	—	(2)	—	—	(2)	—	(2)
Acquisition of Goonhilly and related adjustments (Note 3)	960,649	—	—	—	—	11,635	—	—	11,635	—	11,635
Class A common stock issued related to contingency consideration release (Note 3)	95,324	—	—	—	—	—	—	—	—	—	—
Class A common stock issued related to the ATM Program (Note 12)	5,835,571	1	—	—	—	96,476	—	—	96,477	—	96,477
Class A common stock issued for stock options exercised	38,479	—	—	—	—	(226)	—	—	(226)	—	(226)
Class A common stock issued related to RSU and RSS awards	29,500	—	—	—	—	(2)	—	—	(2)	—	(2)
Class A common stock issued for Class C shares canceled	813,940	—	(813,940)	—	—	—	—	—	—	—	—
Subsequent remeasurement of redeemable noncontrolling interests	—	—	—	—	—	(118,318)	529,499	—	411,181	—	411,181
Foreign currency translation	—	—	—	—	—	—	—	(15)	(15)	—	(15)
Net income attributable to noncontrolling interest	—	—	—	—	—	—	—	—	—	406	406
Net loss attributable to the Company	—	—	—	—	—	—	(4,016)	—	(4,016)	—	(4,016)
Balance, September 30, 2026	**179,494,292**	**$ 18**	**55,037,064**	**$ 6**	**$ (33,525)**	**$ —**	**$ 268,336**	**$ (15)**	**$ 234,820**	**$ 973**	**$ 235,793**

Nine Months Ended September 30, 2026

	Common Stock Class A		Common Stock Class C							
	Shares	Amount	Shares	Amount	Treasury Stock	Paid-in Capital	Accumulated Equity (Deficit)	AOCI	Shareholders' Equity attributable to the Company	NCI	Total Shareholders' Equity
Balance, December 31, 2025	123,472,960	$ 12	58,628,185	$ 6	$ (33,525)	$ —	$ (721,457)	$ —	$ (754,964)	$ 517	$ (754,447)
Share-based compensation expense	—	—	—	—	—	29,943	—	—	29,943	—	29,943
Cumulative preferred dividends	—	—	—	—	—	(502)	—	—	(502)	—	(502)
Accretion of preferred stock discount	—	—	—	—	—	(5)	—	—	(5)	—	(5)
Acquisition of Lanteris and related adjustments (Notes 3)	22,991,028	2	—	—	—	403,694	—	—	403,696	—	403,696
Acquisition of Goonhilly and related adjustments (Note 3)	960,649	—	—	—	—	11,635	—	—	11,635	—	11,635
Class A common stock issued related to contingency consideration release (Note 3)	108,914	—	—	—	—	—	—	—	—	—	—
Class A common stock issued related to the ATM Program (Note 12)	14,094,950	2	—	—	—	331,089	—	—	331,091	—	331,091
Class A common stock issued related to Securities Purchase Agreement (Note 12)	11,574,069	1	—	—	—	167,449	—	—	167,450	—	167,450
Class A common stock issued for stock options exercised	120,628	—	—	—	—	(1,458)	—	—	(1,458)	—	(1,458)
Class A common stock issued related to RSU and RSS awards	2,579,973	1	—	—	—	(3)	—	—	(2)	—	(2)
Class A common stock issued for Class C shares canceled	3,591,121	—	(3,591,121)	—	—	—	—	—	—	—	—
Distribution to noncontrolling interests	—	—	—	—	—	—	—	—	—	(678)	(678)
Subsequent remeasurement of redeemable noncontrolling interests	—	—	—	—	—	(941,842)	1,077,641	—	135,799	—	135,799
Foreign currency translation	—	—	—	—	—	—	—	(15)	(15)	—	(15)
Net income attributable to noncontrolling interest	—	—	—	—	—	—	—	—	—	1,134	1,134
Net loss attributable to the Company	—	—	—	—	—	—	(87,848)	—	(87,848)	—	(87,848)
Balance, September 30, 2026	**179,494,292**	**$ 18**	**55,037,064**	**$ 6**	**$ (33,525)**	**$ —**	**$ 268,336**	**$ (15)**	**$ 234,820**	**$ 973**	**$ 235,793**

Three Months Ended September 30, 2025

	Common Stock Class A		Common Stock Class C					Shareholders' Deficit attributable to the Company	NCI	Total Shareholders' Deficit
	Shares	Amount	Shares	Amount	Treasury Stock	Paid-in Capital	Accumulated Deficit			
Balance, June 30, 2025	119,849,589	$ 12	61,060,280	$ 6	$ (33,525)	$ —	$ (347,689)	$ (381,196)	$ 2,073	$ (379,123)
Share-based compensation expense	—	—	—	—	—	1,416	—	1,416	—	1,416
Cumulative preferred dividends	—	—	—	—	—	(158)	—	(158)	—	(158)
Accretion of preferred stock discount	—	—	—	—	—	(2)	—	(2)	—	(2)
Capped call transactions (Note 10)	—	—	—	—	—	(36,777)	—	(36,777)	—	(36,777)
Class A common stock issued for stock options exercised	41,458	—	—	—	—	(179)	—	(179)	—	(179)
Class A common stock issued for vested RSUs and PSUs	21,950	—	—	—	—	(38)	—	(38)	—	(38)
Class A common stock issued for Class C shares canceled	161,016	—	(161,016)	—	—	—	—	—	—	—
Distribution to noncontrolling interests	—	—	—	—	—	(18)	—	(18)	(1,508)	(1,526)
Subsequent remeasurement of redeemable noncontrolling interests	—	—	—	—	—	35,756	(16,136)	19,620	—	19,620
Net income attributable to noncontrolling interest	—	—	—	—	—	—	—	—	327	327
Net loss attributable to the Company	—	—	—	—	—	—	(6,842)	(6,842)	—	(6,842)
Balance, September 30, 2025	**120,074,013**	**$ 12**	**60,899,264**	**$ 6**	**$ (33,525)**	**$ —**	**$ (370,667)**	**$ (404,174)**	**$ 892**	**$ (403,282)**

Nine Months Ended September 30, 2025

	Common Stock Class A		Common Stock Class C					Shareholders' Deficit attributable to the Company	NCI	Total Shareholders' Deficit
	Shares	Amount	Shares	Amount	Treasury Stock	Paid-in Capital	Accumulated Deficit			
Balance, December 31, 2024	101,859,000	$ 10	55,394,533	$ 6	$ (12,825)	$ —	$ (996,453)	$ (1,009,262)	$ 1,228	$ (1,008,034)
Share-based compensation expense	—	—	—	—	—	6,780	—	6,780	—	6,780
Cumulative preferred dividends	—	—	—	—	—	(456)	—	(456)	—	(456)
Accretion of preferred stock discount	—	—	—	—	—	(5)	—	(5)	—	(5)
Capped call transactions (Note 10)	—	—	—	—	—	(36,777)	—	(36,777)	—	(36,777)
Class A common stock issued for warrants exercised, net of redemption cost	15,358,229	2	—	—	—	176,552	—	176,554	—	176,554
Repurchase of Class A common stock	—	—	—	—	(20,700)	—	—	(20,700)	—	(20,700)
Class A common stock issued for stock options exercised	102,920	—	—	—	—	(521)	—	(521)	—	(521)
Class A common stock issued for vested RSUs and PSUs	758,595	—	—	—	—	(4,236)	—	(4,236)	—	(4,236)
Class A common stock issued for Class C shares canceled	1,995,269	—	(1,995,269)	—	—	—	—	—	—	—
Distribution to noncontrolling interests	—	—	—	—	—	(18)	—	(18)	(1,508)	(1,526)
Issuance of Class C common stock related to earn-out awards (Note 16)	—	—	7,500,000	—	—	167,525	—	167,525	—	167,525
Subsequent remeasurement of redeemable noncontrolling interests	—	—	—	—	—	(308,844)	669,205	360,361	—	360,361
Net income attributable to noncontrolling interest	—	—	—	—	—	—	—	—	1,172	1,172
Net loss attributable to the Company	—	—	—	—	—	—	(43,419)	(43,419)	—	(43,419)
Balance, September 30, 2025	**120,074,013**	**$ 12**	**60,899,264**	**$ 6**	**$ (33,525)**	**$ —**	**$ (370,667)**	**$ (404,174)**	**$ 892**	**$ (403,282)**

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2026	**2025**
Cash flows from operating activities:		
Net loss	$ (118,723)	$ (47,191)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	41,155	2,190
Provision for credit losses	9,897	135
Amortization of debt discount and issuance costs	1,525	243
Share-based compensation expense	29,943	6,780
Change in fair value of earn-out liabilities	—	33,369
Change in fair value of warrant liabilities	(8,966)	(31,919)
Change in fair value of contingent consideration liabilities	(2,207)	—
Other	(2,975)	177
Changes in operating assets and liabilities:		
Trade and other receivables, net	(12,441)	21,299
Inventory	(14,451)	—
Contract assets	(84,581)	24,417
Prepaid expenses	(24,535)	(5,493)
Orbital receivables, net	22,133	—
Other assets, net	(82,558)	1,991
Accounts payable and accrued expenses	54,574	(3,940)
Accounts payable – affiliated companies	3,645	(524)
Contract liabilities – current and long-term	68,218	(11,724)
Pension and other postretirement benefits	(11,757)	—
Other liabilities	86,398	3,167
Net cash used in operating activities	(45,706)	(7,023)
Cash flows from investing activities:		
Purchase of property and equipment	(66,641)	(25,987)
Acquisition of businesses, net of cash acquired	(464,887)	—
Net cash used in investing activities	(531,528)	(25,987)
Cash flows from financing activities:		
Proceeds from issuance of securities	511,875	—
Proceeds from issuance of convertible notes, net of discount	—	335,513
Purchase of capped call transactions	—	(36,777)
Warrants exercised	—	176,620
Redemption of warrants	—	(66)
Payment of debt issuance costs	—	(929)
Transaction costs related to the issuance of securities	(13,336)	—
Repurchase of Class A Common Stock	—	(20,700)
Repayment of loans	(8,872)	—
Settlement of securitization facility	(18,652)	—
Payment of withholding taxes from share-based awards	(1,461)	(4,757)
Distributions to noncontrolling interests	(678)	(1,526)
Net cash provided by financing activities	468,876	447,378
Net increase (decrease) in cash, cash equivalents and restricted cash	(108,358)	414,368
Cash, cash equivalents and restricted cash at beginning of the period	585,339	209,649
Cash, cash equivalents and restricted cash at end of the period	476,981	624,017
Less: restricted cash	13,171	2,042
Cash and cash equivalents at end of the period	$ 463,810	$ 621,975
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 61	$ —
Cash paid for income taxes	$ 9	$ 5
Accrued capital expenditures	$ 28,893	$ 2,309
Noncash operating activities:		
Right-of-use assets obtained in exchange for new operating liabilities	$ 9,478	$ 6,607
Right-of-use assets increased (reduced) due to lease modifications	$ 84,015	$ (7,103)
Noncash financing activities:		
Class A Common Stock issued in acquisition, at fair value (Note 3)	$ 415,683	$ —
Loan assumed as part of acquisition (Note 3)	$ 8,872	$ —
Issuance of Class C Common Stock related to earn-out awards (Note 16)	$ —	$ 167,525
Preferred dividends	$ (502)	$ (456)

The accompanying notes are an integral part of these condensed consolidated financial statements

INTUITIVE MACHINES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BUSINESS DESCRIPTION

Intuitive Machines, Inc. (formerly known as Inflection Point Acquisition Corp. or "IPAX"), collectively with its subsidiaries (the "Company," "IM," "Intuitive Machines," "we," "us" or "our") is a space technology, infrastructure, and services company that is contributing to the establishment of cislunar infrastructure and commerce. Cislunar encompasses objects in orbit in the Earth-Moon system and on the Lunar surface. We are focused on establishing the lunar infrastructure and basis for commerce to inform and sustain human presence off Earth. We believe our business is well positioned for continued growth and expansion as we scale these services. Our vision is that our infrastructure services enable our customers to focus on their unique contributions to create a thriving, diverse cislunar economy and expand the commercial space exploration marketplace. IM is currently headquartered in Houston, Texas.

Intuitive Machines, Inc. was a blank check company originally incorporated on January 27, 2021 as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses. On September 24, 2021, IPAX consummated an initial public offering, after which its securities began trading on the Nasdaq Stock Market LLC (the "Nasdaq").

IPAX Business Combination

On September 16, 2022, IPAX entered into a certain Business Combination Agreement (the "Business Combination Agreement") by and between IPAX and Intuitive Machines, LLC, a Delaware limited liability company (formerly, a Texas limited liability company). On February 10, 2023, IPAX filed a notice of deregistration with the Cayman Islands Registrar of Companies, together with the necessary accompanying documents, and filed a certificate of incorporation and certificate of corporate domestication with the Secretary of State of the State of Delaware, pursuant to which IPAX was domesticated and continues as a Delaware corporation, changing its name to "Intuitive Machines, Inc."

On February 13, 2023 (the "Closing Date"), Intuitive Machines, Inc. and Intuitive Machines, LLC consummated the previously announced business combination (the "Business Combination") and related transactions (the "Transactions") contemplated by the Business Combination Agreement. As a result of the Transactions, all of the issued and outstanding common units of Intuitive Machines, LLC were converted into common stock of Intuitive Machines, Inc. using an exchange ratio of 0.5562 shares of Intuitive Machines, Inc. common stock per each unit of Intuitive Machines, LLC Common Unit. In addition, Intuitive Machines, LLC's share-based compensation plan and related share-based compensation awards were exchanged or converted, as applicable, into common stock of Intuitive Machines, Inc.

In connection with the Transactions, the Company was reorganized into an umbrella partnership C corporation (or "Up-C") structure, in which substantially all of the assets and business of the Company are held by Intuitive Machines, LLC and continue to operate through Intuitive Machines, LLC and its subsidiaries. Intuitive Machines, Inc. is a holding company whose only material asset is its equity ownership interests of Intuitive Machines, LLC. While Intuitive Machines, LLC became a subsidiary of Intuitive Machines, Inc. and Intuitive Machines, Inc. was appointed as its managing member, Intuitive Machines, LLC was deemed to be the acquirer in the Business Combination for accounting purposes. Accordingly, the Business Combination was accounted for as a reverse recapitalization, in which case the consolidated financial statements of the Company represent a continuation of Intuitive Machines, LLC and the issuance of common stock in exchange for the net assets of Intuitive Machines, Inc. was recorded at historical cost with no recognition of goodwill or other intangible assets. Operations prior to the Business Combination are those of Intuitive Machines, LLC. In addition, the number of shares subject to, and the exercise price of, the Company's outstanding options were adjusted to reflect the Business Combination. The treatment of the Business Combination as a reverse recapitalization was based upon the pre-merger members of Intuitive Machines, LLC holding the majority of the voting interests of Intuitive Machines, Inc., Intuitive Machines, LLC's existing management team serving as the initial management team of Intuitive Machines, Inc., Intuitive Machines, LLC's appointment of the majority of the initial board of directors of Intuitive Machines, Inc., and the significance of Intuitive Machines, LLC's operations prior to the Business Combination which represent the entirety of Company's operations.

Beginning on February 14, 2023, the Company's Class A common stock, par value $0.0001 per share ("Class A Common Stock") and warrants to purchase the Class A Common Stock at an exercise price of $11.50 per share (the "Warrants" as further defined in Note 13) began trading on Nasdaq under the symbols "LUNR" and "LUNRW," respectively. On February 4, 2025, the Company announced the redemption of all of its outstanding publicly issued Warrants. In connection with the redemption, the unexercised Warrants ceased trading on the Nasdaq and were delisted, with the suspension of trading effective before the market opened on March 6, 2025.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The Company's unaudited condensed consolidated financial statements and related notes have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("U.S. GAAP") for interim reporting and pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements. Our condensed consolidated financial statements include the accounts of Intuitive Machines, Lanteris Space Holdings LLC ("Lanteris"), Goonhilly Earth Station Limited ("Goonhilly"), COMSAT LLC ("COMSAT"), and KinetX Inc. ("KinetX"), Space Network Solutions, LLC ("SNS" or "Space Network Solutions") a majority-owned subsidiary, and IX, LLC, a variable interest entity ("VIE") for which we are the primary beneficiary. All intercompany balances and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements as of and for the years ended December 31, 2025 and 2024 contained in our Annual Report on Form 10-K, filed with the SEC on March 19, 2026. Operating results for the three and nine months ended September 30, 2026 are not necessarily indicative of the results that may be expected for the year ending December 31, 2026. Management's opinion is that all adjustments for a fair statement of the results for the interim periods have been made, and all adjustments are of a normal recurring nature or a description of the nature and amount of any adjustments other than normal recurring adjustments have been appropriately disclosed.

Reclassifications

Certain prior period amounts have been reclassified to conform to current period presentation. The Company reclassed certain prior period amounts to a separate line item in the condensed consolidated balance sheets and condensed consolidated statement of operations. These reclassifications did not result in any changes to previously reported net income.

Use of Estimates

The preparation of our condensed consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and the accompanying notes. Due to the inherent uncertainty involved in making estimates, actual results could differ from those estimates.

The Company bases its estimates and assumptions on historical experience, other factors, including the current economic environment, and various other judgments that it believes to be reasonable under the circumstances. The Company adjusts such estimates and assumptions when facts and circumstances dictate. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future reporting periods.

Segment Reporting

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker ("CODM") in making decisions regarding resource allocation and assessing performance. While the Company engages in manufacturing, mission services, and related activities, these operations are highly integrated and are not managed or evaluated separately by the CODM. The Company has determined that it operates in one operating segment and one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources and evaluating financial performance. See Note 21 - Segment Information for additional disclosures on segment reporting.

Concentration of Credit Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. By their nature, all such financial instruments involve risks, including the credit risk of nonperformance by counterparties.

The majority of the Company's cash and cash equivalents are held at major financial institutions. Certain account balances exceed the Federal Deposit Insurance Corporation insurance limits of $250,000 per account. The Company generally does not require collateral to support the obligations of the counterparties and cash levels held at banks are more than federally

insured limits. The Company limits its exposure to credit loss by maintaining its cash and cash equivalents with highly rated financial institutions. The Company has not experienced material losses on its deposits of cash and cash equivalents.

The Company monitors the creditworthiness of its customers to whom it grants credit terms in the normal course of its business. The Company evaluates the collectability of its accounts receivable based on known collection risks and historical experience. In circumstances where the Company is aware of a specific customer's inability to meet its financial obligations to the Company (e.g., bankruptcy filings, substantial downgrading of credit ratings), the Company records a specific allowance for expected credit losses against amounts to reduce the net recognized receivable to the amount it reasonably believes will be collected and revenue recognition is deferred until the amount is collected and the contract is completed. For all other customers, the Company records allowances for credit losses based on the specific analysis of the customer's ability to pay on an as needed basis.

Major customers are defined as those individually comprising more than 10% of the Company's total revenue. There were three major customers that accounted for 36%, 25%, and 15% for the three months ended September 30, 2026, and 36%, 26%, and 10% for the nine months ended September 30, 2026, of the Company's total revenue. There was one major customer that accounted for 72% and 78%, respectively, of the Company's total revenue for the three and nine months ended September 30, 2025. As of September 30, 2026, there were four major customers that accounted for 36%, 23%, 15% and 14% of the accounts receivable balance as of September 30, 2026, and there were three major customer that accounted for 49%, 23%, and 11% of the accounts receivable balance as of December 31, 2025.

Major suppliers are defined as those individually comprising more than 10% of the annual goods or services purchased. There was no major supplier that accounted for more than 10% of the goods and services we purchased during the three and nine months ended September 30, 2026. There was one major supplier that accounted for 28% and 11% the goods and services purchased during the three and nine months ended September 30, 2025, respectively. As of September 30, 2026, there was one major supplier that accounted for 15% of the accounts payable balance, and as of December 31, 2025, there was one other major supplier representing 11% of the accounts payable balance.

Trade and other receivables, net

Trade and other receivables include amounts billed to customers, unbilled receivables in which the Company's right to consideration is unconditional and current portion of orbital receivables, net of allowance for expected credit losses. The Company bills customers as work progresses in accordance with agreed-upon contractual terms, either at periodic intervals, upon achievement of contractual milestones or upon deliveries. The Company estimates allowance for credit losses based on the credit worthiness of each customer, historical collections experience and other information, including the aging of the receivables. The Company writes off accounts receivable against the allowance for credit losses when a balance is unlikely to be collected.

Orbital Receivables

Orbital receivables relate to performance incentives under certain satellite construction contracts that are payable over the estimated in-orbit life of the satellite. The orbital payment terms are designed to protect customers against the risk that a satellite does not achieve or maintain specified in-orbit performance requirements. The Company's entitlement to orbital payments, including incremental contractual amounts calculated by reference to the orbital balance and payment period, is contingent on continued satellite performance and may be reduced or forfeited if specified performance requirements are not achieved.

The Company accounts for orbital performance incentives as variable consideration under ASC 606. Amounts are included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with satellite performance is subsequently resolved. The Company recognizes such consideration as product revenue using the cost-to-cost method during the construction period and recognizes amounts previously constrained as revenue as the associated in-orbit performance uncertainty is resolved.

Current orbital receivables are included in trade and other receivables, net, and the long-term portion of orbital receivables, net is included in Orbital receivables, non-current in the condensed consolidated balance sheets. See Note 5 - Trade and Other Receivables, net for additional information.

The Company evaluates orbital receivables for expected credit losses based on factors including customer credit quality, historical collection experience, current conditions, reasonable and supportable forecasts and other relevant credit-quality indicators. Changes in the allowance for expected credit losses are recognized in General and administrative expense.

Reductions in orbital consideration resulting from a satellite's failure to satisfy applicable in-orbit performance requirements are accounted for as changes in the transaction price under ASC 606 rather than as credit losses.

The Company has a revolving securitization facility with an international financial institution under which eligible orbital receivables may be securitized from time to time. Orbital receivables subject to these transactions remain recognized in the condensed consolidated balance sheets because the applicable accounting criteria for derecognition are not met. Proceeds received are recognized as securitization liabilities and subsequently measured at amortized cost using the effective interest method. The securitization liabilities are reduced as customer payments are received and remitted to the financial institution. Interest expense associated with the securitization liabilities is recognized over the applicable financing period.

Inventory

Inventories are measured at the lower of cost or net realizable value and consist primarily of parts and sub-assemblies used in the manufacturing of satellites. The cost of inventories is determined on a first-in-first-out basis or weighted average cost basis, depending on the nature of the inventory. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expense. Inventory is impaired when it is probable inventory values exceed their net realizable value.

Transaction Costs

Business Acquisitions

Transaction costs consists of direct legal, consulting, audit and other fees related to the business acquisition of Lanteris as and Goonhilly further described herein in Note 3 - Acquisitions. For the three and nine months ended September 30, 2026, transaction costs incurred related to acquisitions totaled approximately $9.6 million and $37.5 million, respectively, and was recorded to general and administrative expenses in our statement of operations.

Issuance of Securities

Transaction costs related to various agreements for the issuance of securities (as further described in Note 12), includes direct legal, broker, accounting and other fees. Transaction costs related to these activities totaled approximately $1.6 million and $13.3 million for the three and nine months ended September 30, 2026, respectively.

On-Orbit Support and Monitoring Obligations

In connection with the acquisition of Lanteris (as further discussed in Note 3 - Acquisitions), the Company assumed obligations to provide ongoing technical support, monitoring, and related services for certain satellites following their delivery and placement into orbit. These obligations generally extend over the remaining in-orbit lives of the satellites and include customer help-desk services, satellite performance monitoring, technical assistance, and other ongoing support activities.

The Company recognizes liabilities for the estimated future costs of fulfilling these obligations based on management's assessment of historical support costs, anticipated future service requirements, and the estimated remaining in-orbit lives of the underlying satellites. Management periodically reassesses these estimates based on actual experience and changes in expected future support costs.

The related liabilities are included in Other current liabilities and Other non-current liabilities in the condensed consolidated balance sheets. Costs associated with these obligations, including changes in estimated future fulfillment costs, are recognized within Cost of product revenue (excluding depreciation and amortization) in the condensed consolidated statements of operations.

The current and non-current portions of these obligations totaled $32.7 million as of September 30, 2026 and $35.2 million as of January 13, 2026, the acquisition date of Lanteris. The net decrease of $2.5 million reflects the utilization of accrued amounts as support services were provided, partially offset by additional expense accruals during the post-acquisition period.

Defined Benefit Pension and Other Postretirement Benefit Plans

The Company assumed defined benefit pension and other postretirement benefit plans for certain employees associated with the recent Lanteris acquisition. Pension and postretirement obligation balances and related costs reflected within the condensed consolidated financial statements include costs directly attributable to plans dedicated to the Company. The pension and other postretirement plan benefits were frozen on December 31, 2013. See Note 15 - Employee Benefit Plans

for additional information on the defined benefit and other postretirement plans and Note 3 - Acquisitions for more information on the acquisition of Lanteris.

The Company recognizes the funded status of each pension and other postretirement benefit plan in the condensed consolidated balance sheets. The calculation of pension and other postretirement benefit obligations is performed annually by qualified actuaries using the projected unit credit actuarial cost method. The projected benefit obligation is the sum of the actuarial present value of all pension benefits attributed to benefit service completed to the determination date.

Pension and other postretirement plan liabilities are revalued annually, or when an event occurs that requires remeasurement, based on updated assumptions and information about the individuals covered by the plan. The Company's net obligation in respect of the pension and other postretirement benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the prior periods, discounting that amount and deducting the fair value of associated plan assets.

The Company uses the net asset value ("NAV") practical expedient to measure the fair value of the plan's commingled fund investments. These commingled fund investments for which the fair value is measured using the NAV practical expedient are excluded from the fair value hierarchy.

The Company recognizes the amortization of prior service costs as a component of general and administrative expense (excluding depreciation and amortization). All other costs, including administrative expenses related to frozen plans, are recognized within other income (expense), net. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in the net benefit liability that relates to past service or the gain or loss on curtailment is recognized immediately in accumulated other comprehensive income (loss). The Company recognizes gains or losses on the settlement of a defined benefit plan when settlement occurs.

For the Company's pension and other postretirement benefit plans, accumulated actuarial gains and losses in excess of a 10 percent corridor and the prior service cost are amortized on a straight-line basis from the date recognized over the average remaining service period of active participants or over the average life expectancy for plans with significant inactive participants.

Other Current Liabilities

As of September 30, 2026 and December 31, 2025, other current liabilities consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
Accrued compensation and benefits	$ 39,007	$ 12,818
Income tax payable	609	143
Professional fees accruals	13,551	11,458
Commercial insurance financing	567	—
Loan interest payable	4,313	3,186
Securitization liabilities	21,901	—
Contingent consideration liabilities (Note 3 and 16)	3,146	5,353
Pension liability	1,868	—
On-orbit support and monitoring obligations	5,000	—
Transition service agreement ("TSA") accrual	2,997	—
Program cost accruals	1,725	—
Other accrued liabilities	9,396	70
Other current liabilities	$ 104,080	$ 33,028

Other Non-Current Liabilities

As of September 30, 2026 and December 31, 2025, other non-current liabilities consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
Securitization liabilities	$ 22,431	$ —
On-orbit support and monitoring obligations	27,682	—
Deferred tax liability	5,191	—
Other accrued liabilities	6,043	240
Other non-current liabilities	$ 61,347	$ 240

Liquidity and Capital Resources

The unaudited condensed consolidated financial statements as of September 30, 2026 and for the three and nine months ended September 30, 2026 and 2025, and related notes were prepared on the basis of a going concern, which contemplates that the Company will be able to realize assets and discharge liabilities in the normal course of business.

As of September 30, 2026, the Company had cash and cash equivalents of $463.8 million and working capital of $273.3 million. The Company invests excess cash in highly liquid, low risk interest-bearing overnight sweep and demand deposit accounts with major financial institutions. The Company has historically funded its operations through internally generated cash on hand, proceeds from sales of its capital stock, proceeds from warrant exercises, and proceeds from the issuance of bank debt.

Goonhilly Acquisition

On August 3, 2026, the Company completed the Goonhilly Acquisition (defined below) by acquiring all of the issued and outstanding shares of Goonhilly Earth Station Limited, a ground station and satellite communications company incorporated in England and Wales (the "UK Acquisition"), and all of the issued and outstanding membership interests of COMSAT LLC, formerly Goonhilly Inc., (the "US Acquisition," and together with the UK Acquisition, the “Goonhilly Acquisition”). The aggregate consideration transferred at the closing of the Goonhilly Acquisition was $32.2 million, consisting of $20.4 million in cash, $0.1 million of retention bonuses deemed to be part of consideration, and the issuance of 960,649 shares of the Company's Class A Common Stock valued at $11.7 million based on the acquisition-date opening

stock price of $12.21. The Company funded the cash consideration using cash on hand. See Note 3 - Acquisitions for more information on the Goonhilly Acquisition.

Lanteris Space Holdings LLC Acquisition

On January 13, 2026, the Company completed the acquisition of 100% of the issued and outstanding membership interests of Lanteris Space Holdings LLC ("Lanteris"), previously known as Maxar Space Systems, a spacecraft manufacturer, from Advent International LLC. The aggregate consideration transferred at the closing of the acquisition was $853.3 million, consisting of $405.6 million in cash plus $43.7 million of transaction bonuses deemed to be part of consideration and the issuance of 22,991,028 shares of the Company's Class A Common Stock valued at $404.0 million based on the acquisition date closing stock price of $17.57. The Company funded the cash consideration using cash on hand. See Note 3 - Acquisitions for more information on the acquisition of Lanteris.

February 2026 Securities Purchase Agreement

On February 27, 2026, the Company completed the issuance and sale to certain institutional investors or their affiliates (collectively, the "Investors") of 11,574,069 shares of the Company's Class A Common Stock at a price of $15.12 per share for an aggregate purchase price of $175.0 million pursuant to the terms of a definitive securities purchase agreement (the "Securities Purchase Agreement"), and incurred related transaction costs of $7.5 million for the nine months ended September 30, 2026. Refer to Note 12 for additional information on this issuance.

ATM Program

On June 2, 2026, the Company entered into a Sales Agreement (as defined in Note 12) with the selling agents named therein pursuant to which the Company may, from time to time, offer and sell shares of the Class A Common Stock for aggregate gross proceeds of up to $500.0 million pursuant to an at-the-market financing facility (the "ATM Program"). During the second and third quarters of 2026, the Company raised approximately $331.8 million in net proceeds and incurred additional transaction fees of approximately $0.6 million for the initial set-up costs pursuant to the ATM Program. Refer to Note 12 for additional information on the ATM Program. For further information on the related transaction costs, refer to the above disclosure, *Transaction Costs - Issuance of Securities,* within this Note 2.

Management believes that the cash and cash equivalents as of September 30, 2026 and the liquidity provided from the proceeds of the issuance of securities pursuant to the ATM Program and the February 2026 Securities Purchase Agreement will be sufficient to fund its operating and capital requirements and execute its business plan through at least the twelve-month period from the date the unaudited condensed consolidated financial statements are issued.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of the standard on the presentation of its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-04, Debt - Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments, which clarifies the requirements for determining whether to account for certain early settlements of convertible debt instruments as induced conversions or extinguishments. The standard is effective for fiscal years beginning after December 15, 2025, and interim reporting periods within those fiscal years. Early adoption is permitted. The standard can be applied either prospectively or retrospectively. The Company has adopted this ASU as of January 1, 2026, with no material impact to its consolidated financial statements.

In May 2025, the FASB issued ASU 2025-03, Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity, which changes how companies determine the accounting acquirer in certain business combinations involving variable interest entities. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim periods within those annual reporting periods. The standard can be adopted early and must be applied prospectively to any acquisition transaction that occurs after the initial application date. The Company early adopted the standard effective January 1, 2026 and applied the guidance prospectively in determining the accounting acquirer for the Lanteris and Goonhilly acquisitions.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses for Accounts Receivable and Contract Assets which provides all entities a practical expedient option when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under Topic 606, including those assets acquired in a transaction accounted for under Topic 805, Business Combinations. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025, and interim reporting periods within those annual reporting periods, and applied prospectively. Early adoption is permitted. The Company has adopted the amendments as of January 1, 2026, with no material impact to its consolidated financial statements.

In September 2025, FASB issued ASU 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. ASU 2025-06 modernizes the accounting for internal-use software costs by eliminating the prescriptive and sequential development stage model and introducing a principles-based framework requiring companies to capitalize internal-use software costs when management commits to funding the software project and it is probable the project will be completed. The amendment is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The Company has adopted this ASU as of January 1, 2026, with no material impact to its consolidated financial statements.

In December 2025, FASB issued ASU 2025-10, Government Grants (Topic 832) - Accounting for Government Grants Received by Business Entities ASU 2025-10 which establishes authoritative guidance for the accounting of government grants received by business entities. The guidance requires recognition of grants when it is probable that the entity will comply with the related conditions and that the grant will be received. Asset-related grants may be recorded as deferred income or as a reduction of the related asset, while income-related grants are recognized in earnings over the periods in which the related costs are incurred. The amendment is effective for annual reporting periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods. Early adoption is permitted. The Company is currently evaluating the potential impacts of adopting this ASU on its consolidated financial statements.

NOTE 3 - ACQUISITIONS

Goonhilly Acquisition

On August 3, 2026, the Company completed the acquisition of 100% of the issued and outstanding shares of Goonhilly Earth Station Limited, incorporated in England and Wales (the "UK Acquisition"), and 100% of the issued and outstanding membership interests of COMSAT LLC, formerly Goonhilly Inc., (the "US Acquisition," and together with the UK Acquisition, the "Goonhilly Acquisition", collectively "Goonhilly," a ground station and satellite communications company. The acquisition date fair value of consideration transferred totaled approximately $32.2 million consisting of $20.4 million in cash, $0.1 million of retention bonuses, and the issuance of 960,649 shares of the Company's Class A Common Stock valued at $11.7 million, based on the acquisition date opening stock price of $12.21 per share. The Company funded the cash consideration and cash transaction bonuses using cash on hand. The excess of the consideration transferred over the fair value of the acquired net assets was recorded as goodwill which primarily represents expected synergies, network expansion capabilities, developed workforce and infrastructure and future opportunities. The goodwill is partially deductible for income tax purposes. During the three and nine months ended September 30, 2026, the Company incurred transaction and integration costs related to the acquisition of $2.0 million and $3.4 million, respectively, which are recorded in general and administrative expense on our condensed consolidated statement of operations.

The following table presents the purchase consideration and the preliminary estimated fair values of the assets acquired and liabilities assumed by the Company as of the acquisition date (in thousands):

	August 3, 2026
Cash consideration	$ 20,381
Fair value of Class A Common Stock issued	11,730
Transaction bonuses and other adjustments	92
Purchase consideration	$ 32,203
Assets:	
Cash and cash equivalents	$ 2,648
Trade and other receivables	2,757
Contract assets	298
Inventory	24
Prepaid and other current assets	3,660
Property and equipment	19,862
Intangible assets	10,951
Finance lease right-of-use assets	127
Other assets	793
Total assets	41,120
Liabilities:	
Accounts payable and accrued expenses	2,981
Contract liabilities	1,059
Finance lease liabilities, current	34
Other current liabilities	917
Finance lease liabilities, non-current	93
Deferred tax liability, non-current	5,162
Other non-current liabilities	8,843
Total liabilities	19,089
Fair value of net identifiable assets acquired	22,031
Goodwill	$ 10,172

In connection with the Goonhilly Acquisition, which was negotiated on a debt-free basis, the Company assumed a loan of approximately $8.9 million payable by Goonhilly to its former parent and is included in Other non-current liabilities in the table above. The loan was settled shortly after the acquisition date as contemplated by the transaction terms. The subsequent repayment did not represent additional consideration transferred and was reflected as a financing cash outflow in the Company's condensed consolidated statement of cash flows.

The following table summarizes the preliminary estimated fair values of intangible assets acquired by class and the related estimated lives (in thousands, except useful life in years):

Intangible Asset	Estimated Life in Years	August 3, 2026
Trademark / trade name	10	$ 1,075
Customer relationships	10	9,272
Developed technologies	5	605
Total intangible assets		$ 10,951

The amounts presented in the tables above represent preliminary valuation analyses completed to assess the fair values of the assets acquired and liabilities assumed and the amount of goodwill to be recognized as of the acquisition date. These fair values were based on management's estimates and assumptions but are preliminary in nature and are subject to adjustment as additional information is obtained about the facts and circumstances that existed as of the acquisition date. All values remain preliminary including, but not limited to, intangible assets, including the preliminary assumptions used in their estimates of fair values and their respective estimated useful lives, the valuation of certain tangible and financial assets, working capital accounts, income taxes, and residual goodwill. The final determination of the fair values, purchase consideration, related income tax impacts and residual goodwill will be completed as soon as practicable, and within the measurement period of up to one year from the acquisition date as permitted under GAAP. Any adjustments to provisional amounts that are identified during the measurement period will be recorded in the reporting period in which the adjustment is determined.

The result of operations of Goonhilly have been included in the Company's condensed consolidated statement of operations since the date of acquisition, August 3, 2026. For the three and nine months ended September 30, 2026, Goonhilly contributed revenues of $2.5 million and incurred operating losses of $1.6 million.

Lanteris Space Holdings LLC Acquisition

On January 13, 2026, the Company completed the acquisition of 100% of the issued and outstanding membership interests of Lanteris, a spacecraft manufacturer serving national security, civil, and commercial customers. The acquisition expands the Company's spacecraft manufacturing and space systems capabilities. The acquisition date fair value of consideration transferred totaled approximately $853.3 million consisting of $405.6 million in cash, $43.7 million of cash transaction bonuses (which were included in consideration as they had no required service conditions and were deemed to be for the benefit of the Company), and the issuance of 22,991,028 shares of the Company's Class A Common Stock valued at $404.0 million, based on the acquisition date closing stock price of $17.57 per share. The Company funded the cash consideration and cash transaction bonuses using cash on hand. The excess of the consideration transferred over the fair value of the acquired net assets was recorded as goodwill which primarily represents expected growth synergies, developed workforce, and future opportunities. The goodwill is partially deductible for income tax purposes. As of September 30, 2026, the Company has incurred transaction and integration costs related to the acquisition of $44.4 million (consisting of $10.4 million incurred during the fourth quarter of 2025, and $7.6 million and $34.0 million, during the three and nine months ended September 30, 2026, respectively), which are recorded in general and administrative expense on our condensed consolidated statement of operations.

During the third quarter of 2026, the Company recorded adjustments to the preliminary purchase price allocation for the Lanteris acquisition, including corrections of identified accounting errors and measurement-period adjustments based on additional information regarding facts and circumstances existing as of the acquisition date. The following table presents the initial purchase price allocation, adjustments recorded during the third quarter, and the updated preliminary allocation of the assets acquired, liabilities assumed, and resulting goodwill (in thousands):

	January 13, 2026		
	As Previously Reported	Adjustments	As Adjusted
Cash consideration	$ 403,340	$ 2,282	$ 405,622
Fair value of Class A Common Stock issued	403,953	—	403,953
Transaction bonuses and other adjustments	43,689	—	43,689
Purchase consideration	$ 850,982	$ 2,282	$ 853,264
Assets:			
Cash and cash equivalents	$ 2,242	$ —	$ 2,242
Restricted cash	268	—	268
Trade and other receivables	97,152	—	97,152
Contract assets	23,144	—	23,144
Inventory	56,147	—	56,147
Advances to suppliers	17,125	—	17,125
Prepaid and other current assets	5,798	—	5,798
Property and equipment	162,908	2,907	165,815
Intangible assets	297,000	(28,000)	269,000
Operating lease right-of-use assets	32,174	23,193	55,367
Orbital receivables, non-current	223,366	5,976	229,342
Total assets	917,325	4,075	921,400
Liabilities:			
Accounts payable and accrued expenses	40,429	(188)	40,241
Contract liabilities	161,716	—	161,716
Operating lease liabilities, current	17,986	(178)	17,808
Other current liabilities	61,977	—	61,977
Pension and other postretirement benefits, non-current	54,792	—	54,792
Operating lease liabilities, non-current	40,578	(3,128)	37,450
Other non-current liabilities	49,535	21,929	71,464
Total liabilities	427,013	18,435	445,448
Noncontrolling interests	415	—	415
Fair value of net identifiable assets acquired	489,897	(14,359)	475,537
Goodwill	$ 361,085	$ 16,641	$ 377,726

The following table summarizes the preliminary estimated fair values of intangible assets acquired by class and the related estimated lives (in thousands, except useful life in years):

Intangible Asset	Estimated Life in Years	As Previously Reported	January 13, 2026 Adjustments	As Adjusted
Trademark / trade name	1	$ 5,000	$ —	$ 5,000
Customer relationships	15	138,000	(28,000)	110,000
Developed technologies	15	154,000	—	154,000
Total intangible assets		$ 297,000	$ (28,000)	$ 269,000

The amounts presented in the tables above represent the preliminary valuation analyses completed to assess the fair values of the assets acquired and liabilities assumed and the amount of goodwill to be recognized as of the acquisition date. These fair values were based on management's estimates and assumptions but are preliminary in nature and are subject to adjustment as additional information is obtained about the facts and circumstances that existed as of the acquisition date. All values remain preliminary including, but not limited to, intangible assets, including the preliminary assumptions used in their estimates of fair values and their respective estimated useful lives, the valuation of certain tangible and financial assets, working capital accounts, income taxes, and residual goodwill. The final determination of the fair values, purchase consideration, related income tax impacts and residual goodwill will be completed as soon as practicable, and within the measurement period of up to one year from the acquisition date as permitted under GAAP. Any adjustments to provisional amounts that are identified during the measurement period will be recorded in the reporting period in which the adjustment is determined.

During the third quarter of 2026, the Company recorded adjustments to the preliminary purchase price allocation associated with the Lanteris acquisition, including corrections of immaterial accounting errors and measurement-period adjustments based on additional information regarding facts and circumstances existing as of the acquisition date. The Company evaluated all accounting errors individually and in the aggregate and concluded that they were not material to the previously issued interim financial statements. Accordingly, the corrections were recorded during the third quarter of 2026.

The results of operations of Lanteris has been included in the Company's condensed consolidated statement of operations since the date of acquisition, January 13, 2026. For the three and nine months ended September 30, 2026, Lanteris contributed revenue of $215.1 million and $523.4 million, respectively, and operating income of $23.2 million and $47.9 million, respectively.

The following unaudited supplemental pro forma results of operations have been prepared based on the historical information of the Company and Lanteris, and reflects the combined results of operations as if the acquisition had been consummated on January 1, 2025.

The unaudited supplemental pro forma financial information does not give effect to the potential impact of current financial conditions, any anticipated synergies, operating efficiencies or cost savings that we may expect to result from the acquisitions. The unaudited pro forma financial information is for informational purposes only and is not necessarily indicative of what the actual results of operations would have been had these business combinations occurred on January 1, 2025.

	Unaudited Three Months Ended September 30,		Unaudited Nine Months Ended September 30,	
(in thousands)	2026	2025	2026	2025
Total revenues	$ 269,348	$ 198,413	$ 675,362	$ 620,002
Net income (loss)	$ (3,354)	$ (19,549)	$ (120,556)	$ (69,035)
Net income (loss) attributable to the Company	$ (4,016)	$ (16,431)	$ (89,681)	$ (65,263)
Net income (loss) attributable to Class A common shareholders	$ (4,189)	$ (16,589)	$ (90,183)	$ (65,719)

KinetX Acquisition

On October 1, 2025, the Company completed the stock purchase agreement to acquire 100% of the issued and outstanding capital stock of KinetX. KinetX is a privately-held, Arizona-based aerospace company with more than 30 years of experience delivering flight-proven, deep-space navigation, systems engineering, ground software, and constellation mission design to the U.S. government and international customers. The consideration for the acquisition totaled approximately $31.3 million, consisting of cash consideration of $15.0 million, seller payable adjustments of $1.1 million treated as consideration transferred, and the issuance of 1,104,178 shares of the Company's Class A Common Stock valued at $11.7 million based on the acquisition date closing stock price of $10.61. Approximately 329,827 shares of Class A Common Stock valued at $3.5 million, were held back in escrow to settle any post-closing adjustments and/or potential claims. The holdback was accounted for as contingent consideration and recorded as a liability based on its estimated fair value as of the acquisition date. The Company funded the cash consideration using cash on hand. Goodwill primarily represents expected synergies, assembled workforce, and future growth opportunities. The goodwill is not fully deductible for income tax purposes.

During the three months ended September 30, 2026, the Company completed its valuation of the assets acquired and liabilities assumed in connection with the KinetX acquisition and finalized the allocation of purchase consideration. The amounts presented in the table below reflect the final acquisition-date fair values (in thousands). Certain cash and shares remain in escrow pursuant to indemnification provisions of the acquisition agreement. The release or settlement of these amounts will be accounted for in accordance with the applicable accounting guidance.

		October 1, 2025
Cash consideration	$	15,000
Fair value of Class A Common Stock issued		11,715
Equity holdback in escrow		3,500
Transaction costs and other adjustments payable to the seller		1,130
Purchase consideration	$	31,345
Assets:		
Cash and cash equivalents	$	1,247
Trade accounts receivable		1,232
Contract assets		34
Prepaid and other current assets		306
Property and equipment, net		134
Intangible assets, net		13,300
Operating lease right-of-use assets		495
Total assets		16,748
Liabilities:		
Accounts payable and accrued expenses		232
Operating lease liabilities, current		114
Deferred tax liability, current		2,847
Other current liabilities		584
Operating lease liabilities, non-current		381
Total liabilities		4,159
Fair value of net identifiable assets acquired		12,589
Goodwill	$	18,756

The following table summarizes the final acquisition-date fair values of intangible assets acquired by class and the related estimated lives (in thousands, except useful life in years):

Intangible Asset	**Estimated Life in Years**	**October 1, 2025**
Customer relationships	10	$ 1,900
Developed technology	10	11,400
Total intangible assets		$ 13,300

The amounts presented in the tables above represent preliminary valuation analyses completed to assess the fair values of the assets acquired and liabilities assumed and the amount of goodwill to be recognized as of the acquisition date. These fair values were based on management's estimates and assumptions but are preliminary in nature and are subject to adjustment as additional information is obtained about the facts and circumstances that existed as of the acquisition date. All values remain preliminary including, but not limited to, intangible assets, including the preliminary assumptions used in their estimates of fair values and their respective estimated useful lives, the valuation of certain tangible assets, working capital accounts, income taxes, and residual goodwill. The final determination of the fair values, purchase consideration, related income tax impacts and residual goodwill will be completed as soon as practicable, and within the measurement period of up to one year from the acquisition date as permitted under GAAP. Any adjustments to provisional amounts that are identified during the measurement period will be recorded in the reporting period in which the adjustment is determined.

The result of operations of KinetX has been included in the Company's condensed consolidated statement of operations since the date of acquisition, October 1, 2025. For the three and nine months ended September 30, 2026, KinetX contributed revenues of $1.4 million and $4.4 million, respectively, and incurred operating loss of $1.2 million and $3.5 million, respectively.

NOTE 4 - REVENUE

Disaggregated Revenue

The following table disaggregates our revenue by contract type for the three and nine months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026		2025		2026		2025	
Revenue by contract type								
Fixed price	$ 234,159	87 %	$ 30,275	58 %	$ 576,264	87 %	$ 95,992	58 %
Cost reimbursable	32,879	12 %	19,190	36 %	73,377	11 %	62,877	38 %
Time and materials	2,218	1 %	1,522	3 %	6,657	1 %	4,955	3 %
Revenue from contracts with customers	269,256	100 %	50,987	97 %	656,298	99 %	163,824	99 %
Grant revenue	92	— %	1,450	3 %	5,948	1 %	1,450	1 %
Total revenue	$ 269,348	100 %	$ 52,437	100 %	$ 662,246	100 %	$ 165,274	100 %

The following table disaggregates our revenue by customer type for the three and nine months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2026		2025		2026		2025	
Revenue by customer type								
Commercial	$ 96,725	36 %	$ 6,525	12 %	$ 227,193	34 %	$ 18,709	11 %
Civil	103,082	38 %	41,539	80 %	247,936	38 %	140,139	85 %
National security	69,449	26 %	2,923	6 %	181,169	27 %	4,976	3 %
Revenue from contracts with customers	269,256	100 %	50,987	97 %	656,298	99 %	163,824	99 %
Grant revenue	92	— %	1,450	3 %	5,948	1 %	1,450	1 %
Total revenue	$ 269,348	100 %	$ 52,437	100 %	$ 662,246	100 %	$ 165,274	100 %

We geographically disaggregate revenue based on the customer's country of domicile. Most revenue is derived from customers in the United States. Revenue from foreign customers represented 0.9% and 0.6% of total revenue for the three

and nine months ended September 30, 2026, respectively, compared to 10.3% and 6.5%, respectively, for the three and nine months ended September 30, 2025.

Contract Assets and Liabilities

Contract assets primarily relate to deferred contract costs for subcontracted launch services, as well as work completed not yet billed for performance obligations that are satisfied over time. Deferred contract costs and unbilled receivables are recorded contract assets on our condensed consolidated balance sheets. Contract assets related to deferred contract costs are amortized straight-line across the life of the long-term service arrangement. Contract assets related to work completed for performance obligations that are satisfied over time are transferred to receivables when the right to consideration becomes unconditional. Contract liabilities relate to billings or consideration received in advance of performance (obligation to transfer goods or services to a customer) under the contract as well as provisions for loss contracts. Contract liabilities are recognized as revenue when the performance obligation has been performed. Current deferred revenue and provisions for loss contracts are recorded in current contract liabilities on our condensed consolidated balance sheets. Long-term deferred revenue and provisions for loss contracts are recorded in long-term contract liabilities on our condensed consolidated balance sheets.

The following table presents contract assets as of September 30, 2026 and December 31, 2025 (in thousands):

	September 30, 2026	December 31, 2025
Contract assets		
Unbilled receivables[(1)]	$ 29,880	$ 12,228
Deferred contract costs	90,379	8
Total	$ 120,259	$ 12,236

(1) The balance as of September 30, 2026 includes approximately $12.1 million related to Lanteris, which was acquired on January 13, 2026. See Note 3 for additional information on the Lanteris acquisition.

Amortization expense associated with deferred contract costs for subcontracted launch services was recorded in cost of service revenue and was $11.5 million and $25.8 million for the three and nine months ended September 30, 2026, respectively, compared to $7.1 million and $22.7 million for the three and nine months ended September 30, 2025, respectively. Launch delay fees are recorded directly to the cost of service revenue and were zero and $2.3 million for the three and nine months ended September 30, 2025 and no launch delay fees were incurred for the three and nine months ended September 30, 2026.

The following table presents contract liabilities as of September 30, 2026 and December 31, 2025 (in thousands):

	September 30, 2026	December 31, 2025
Contract liabilities – current		
Deferred revenue[(1)]	$ 211,089	$ 45,712
Contract loss provision	11,847	6,996
Accrued launch costs	70,570	4,660
Total contract liabilities – current	293,506	57,368
Contract liabilities – long-term		
Deferred revenue	502	5,900
Contract loss provision	694	441
Total contract liabilities – long-term	1,196	6,341
Total contract liabilities	$ 294,702	$ 63,709

(1) The balance as of September 30, 2026 includes approximately $157.1 million in contract liabilities, current, related to Lanteris, which was acquired on January 13, 2026. See Note 3 for additional information on the Lanteris acquisition.

Revenue recognized from amounts included in contract liabilities at the beginning of the period was $23.1 million and $40.9 million during the nine months ended September 30, 2026 and 2025, respectively.

Loss Contracts

A contract loss occurs when the current estimate of the consideration that we expect to receive is less than the current estimate of total estimating costs to complete the contract. For purposes of determining the existence of or amount of a contract loss, we consider total contract consideration, including any variable consideration constrained for revenue recognition purposes. We may experience favorable or unfavorable changes to contract losses from time to time due to changes in estimated contract costs and modifications that result in changes to contract price. We recorded net losses related to contracts with customers of $4.1 million and $26.6 million for the three and nine months ended September 30, 2026, respectively, and $1.7 million and $23.9 million for the three and nine months ended September 30, 2025, respectively.

The status of these loss contracts was as follows:

- Our IM-2 mission contract for lunar payload services, became a loss contract in 2023 due to estimated contract costs exceeding the estimated amount of consideration that we expected to receive. The IM-2 mission associated with this contract was completed in March 2025. For the three months ended March 31, 2025, changes in estimated contract costs resulted in an $1.0 million in contract loss. During the third quarter of 2025, the IM-2 mission contract was closed-out and we recognized revenue of approximately $5.5 million was recognized in revenue. As of December 31, 2025, there were no contract loss provisions remaining recorded in contract liabilities, current in our condensed consolidated balance sheets.

- Our IM-3 mission contract for lunar payload services became a loss contract in 2021 because estimated contract costs exceeded the estimated consideration expected to be received under the contract. For the nine months ended September 30, 2026 and 2025, changes in estimated contract costs resulted in additional contract losses of $9.1 million and $19.6 million, respectively. The higher estimated contract costs was primarily driven by schedule delays and alignment of the mission schedule with the completion of an internally-developed satellite to be placed in lunar orbit to meet NSN contract obligations. The period of performance for this contract currently runs through March 2027. As of September 30, 2026, this contract was approximately 94% complete. As of September 30, 2026 and December 31, 2025, the contract loss provision recorded in contract liabilities, current was $2.9 million and $6.5 million, respectively in our condensed consolidated balance sheets.

- Our IM-4 mission contract for lunar payload services, became a loss contract during the second quarter of 2025 due to estimated contract costs exceeding the estimated amount of consideration that we expect to receive. During the nine months ended September 30, 2026 and 2025, revisions to estimated contract costs resulted in additional contract losses of $17.6 million and $3.3 million, respectively. The increase in estimated contract costs was primarily driven by obligations to meet customer payload requirements. As of September 30, 2026 this contract was approximately 53% complete. The period of performance for this contract currently runs through August 2028. As of September 30, 2026 and December 31, 2025, the contract loss provision recorded in contract liabilities, current was $8.3 million and $0.5 million, respectively, and $0.7 million and $0.4 million, respectively, recorded in contract liabilities, non-current, in our condensed consolidated balance sheets.

- The remaining loss contracts are individually and collectively immaterial.

Remaining Performance Obligations

Remaining performance obligations represent the remaining transaction price of firm orders for which work has not yet been performed and excludes unexercised contract options. As of September 30, 2026, the aggregate amount of the transaction price allocated to remaining fixed price performance obligations was $1.0 billion. The Company expects to recognize revenue on approximately 10-15% of the remaining performance obligations over the remaining 3 months, 45-50% in 2027, 10%-15% in 2028, and the remaining thereafter over the next three years. Remaining performance obligations do not include variable consideration that was determined to be constrained as of September 30, 2026 due to the uncertainty of achieving performance milestones or other factors not yet resolved.

For time and materials contracts and cost reimbursable contracts, we have adopted the practical expedient that allows us to recognize revenue based on our right to invoice; therefore, we do not report unfulfilled performance obligations for time and materials and cost reimbursable agreements.

Grant Revenue and Related Matters

In April 2025, the Texas Space Commission (“TSC”) selected Intuitive Machines for a grant up to $10.0 million from the Space Exploration and Research Fund. This funding supports the development of an Earth reentry vehicle and orbital

fabrication lab designed to enable microgravity biomanufacturing and is intended to serve as a critical risk-reduction platform for the Company's future lunar sample return missions. Under the TSC grant, the Company has applied up to $10.0 million in funds pursuant to budget periods defined in the TSC award through June 30, 2026 as reimbursement for costs incurred in completing the tasks, specified by the Company, to complete the design of the Earth reentry vehicle. The TSC can terminate the TSC award for convenience. Under such a termination, the Company will be permitted to seek reimbursement of valid costs incurred through the date of termination. During the three and nine months ended September 30, 2026, the Company recognized grant revenue of $0.1 million and $5.9 million, respectively, compared to $1.5 million for the three and nine months ended September 30, 2025, with the corresponding cost of grant revenue recognized in the condensed consolidated statement of operations. Pursuant to the budget period disclosed above, the TSC grant has reached the end of its period of performance and has entered the close-out process.

NOTE 5 - TRADE AND OTHER RECEIVABLES, NET

	September 30, 2026	December 31, 2025
Trade receivables	$ 86,961	$ 12,637
Orbital receivables, current	32,141	—
Grant receivables	—	2,851
Allowance for credit losses	(5,574)	(3,295)
Trade and other receivables, net	$ 113,528	$ 12,193

Orbital Receivables

Orbital receivables arise from performance incentives under certain satellite construction contracts. The Company acquired substantially all of its existing orbital receivables in connection with the Lanteris acquisition in January 2026. Orbital receivables are payable over the estimated in-orbit life of the applicable satellite and remain contingent on the satellite achieving specified in-orbit performance requirements.

As of September 30, 2026, non-current orbital receivables, net of allowance for credit losses of $7.9 million (related to the EchoStar bankruptcy proceedings discussed below), were $208.2 million. Orbital receivables were outstanding from 11 customers, of which three customers individually represented approximately 36%, 29%, and 17%, respectively, of aggregate current and non-current orbital receivables, net of allowances. The Company did not enter into any new securitization transactions involving orbital receivables during the nine months ended September 30, 2026.

The expected timing of remaining contractual cash flows associated with orbital receivables, including incremental contractual consideration contingent on continued satellite performance, is as follows (in thousands):

	Total	2026	2027	2028	2029	2030	Thereafter
Contractual cash flows from orbital receivables	$ 301,885	$ 11,939	$ 51,279	$ 40,685	$ 35,846	$ 32,474	$ 129,662

Allowance for credit losses

The following table provides a roll-forward of the Company's allowance for credit losses related to our trade receivables (in thousands):

	Nine Months Ended September 30,	
	2026	2025
Beginning balance	$ 3,295	$ —
Provision for credit losses[(1)]	2,279	135
Write-offs	—	(135)
Ending balance	$ 5,574	$ —

Certain orbital receivables are pledged or otherwise subject to the Company's securitization facility. See Note 10 - Debt for additional information.

Customer credit and contract exposure

On June 30, 2026, certain subsidiaries and affiliates of EchoStar Corporation commenced voluntary proceedings under Chapter 11 of the United States Bankruptcy Code. As previously disclosed, the Company evaluated its receivable and contract exposure associated with these proceedings and did not record an incremental allowance for expected credit losses as of August 13, 2026, the filing date of our previous Quarterly Report. On September 29, 2026, the Bankruptcy Court confirmed the prepackaged Chapter 11 plan of reorganization for DISH DBS Corporation and certain of its subsidiaries, and the plan became effective and was substantially consummated on October 1, 2026. The restructuring did not adversely affect the Company's related receivables or contractual payment rights, and no scheduled payments associated with these receivables were delinquent or missed. The Company did not identify incremental expected credit losses associated with the DISH DBS bankruptcy proceedings as of September 30, 2026.

Separately, on August 2, 2026, Hughes Satellite Systems Corporation and certain additional Hughes Corporation-affiliated entities commenced separate voluntary Chapter 11 proceedings. One entity included in the August 2 proceedings is a direct contractual counterparty under one of the Company's completed satellite programs, while another debtor entity has historically served as a payor, sold-to party, or otherwise have been associated with certain Company contracts.

The Company also continues to perform under an active satellite construction contract with an EchoStar-affiliated entity that was not a debtor in either bankruptcy filing as of November 12, 2026. The Company evaluated the collectability of its accounts receivable and orbital receivables under the expected-credit-loss guidance and reassessed the effect of the bankruptcy proceedings on revenue recognition for its active construction contract. In performing this evaluation, the Company considered, among other factors, the identity and legal obligations of the contractual counterparties, historical and subsequent payment activity, the status of the applicable contracts, expected recoveries and information obtained through the bankruptcy proceedings. The Company did not identify incremental credit loss risk or a need to adjust revenue recognition with respect to the active construction contract.

As of September 30, 2026, the Company had approximately $1.6 million of accounts receivables and $30.3 million of orbital receivables associated with Hughes-affiliated entities. The Company had no contract assets associated with these entities at September 30, 2026.

With respect to the Hughes-related satellite programs, during the three months ended September 30, 2026, the Company recorded an allowance for expected credit losses of $9.5 million, consisting of a current allowance $1.6 million against trade receivables and a non-current allowance of $7.9 million against orbital receivables, non-current, in our condensed consolidated balance sheets, with a corresponding charge to bad debt expense in our condensed consolidated statement of operations. The Company also received one prepetition payment from a Hughes debtor during the period preceding the August 2, 2026 bankruptcy filing that could potentially be subject to a preference action or other recovery claims under applicable bankruptcy law. No such claim has been asserted against the Company as of the date of this filing.

The Hughes bankruptcy proceedings remain ongoing and the ultimate treatment of certain of the Company's affected claims and contracts has not been determined. Changes in expected recoveries or payment timing, the treatment of contracts or claims in bankruptcy, payment delays, additional affiliate filings or other adverse developments could result in future credit losses, changes in revenue recognition, delayed cash collections or disruption of contract performance. Management will continue contract-specific assessment of expected recoveries and payment timing, including amounts associated with contractual counterparties that are debtors, confirmation of subsequent payment activity, and evaluation of developments in the bankruptcy proceedings through the filing date.

NOTE 6 - INVENTORY

The Company acquired inventory in connection with its acquisition of Lanteris in January 2026, as further discussed in Note 3. As of September 30, 2026, inventories consisted of the following (in thousands):

	September 30, 2026
Raw materials	$ 33,953
Work in progress	36,669
Total Inventory	$ 70,622

NOTE 7 - PROPERTY AND EQUIPMENT, NET

As of September 30, 2026 and December 31, 2025, property and equipment, net consisted of the following (in thousands):

	September 30, 2026 [1]	December 31, 2025
Leasehold improvements	$ 48,008	$ 336
Vehicles and trailers	285	146
Computer equipment and software	17,125	7,931
Furniture and fixtures	4,523	3,097
Machinery and equipment	150,636	9,632
Construction in progress	152,599	54,964
Property and equipment, gross	373,176	76,106
Less: accumulated depreciation and amortization	(46,444)	(7,556)
Property and equipment, net	$ 326,732	$ 68,550

(1) The balance as of September 30, 2026 includes approximately $155.4 million of property and equipment, net (of which $18.9 million is for construction in progress) related to Lanteris which was acquired on January 13, 2026. See Note 3 for additional information on the Lanteris acquisition.

Total depreciation expense related to property and equipment for the three and nine months ended September 30, 2026 was $8.0 million and $23.1 million, and $0.8 million and $2.2 million, respectively, for the three and nine months ended September 30, 2025.

As of September 30, 2026 and December 31, 2025, construction in progress included $126.5 million and $50.8 million, respectively, in capitalized costs associated with the fabrication and development of communications satellites and ground network assets, primarily in support of the NASA Near Space Network ("NSN") contract.

NOTE 8 - GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill

The following table presents the changes in the Company's goodwill balance as of September 30, 2026 (in thousands):

	Gross Carrying Amount	Impairment	Net Carrying Amount
Balance, December 31, 2025	$ 18,697	$ —	$ 18,697
Acquisition of Goonhilly (Note 3)	10,172	—	10,172
Acquisition of Lanteris (Note 3)	377,726	—	377,726
Working capital adjustments	58	—	58
Balance, September 30, 2026	$ 406,653	$ —	$ 406,653

Intangible Assets, Net

Intangible assets, net consist of the following as of September 30, 2026 and December 31, 2025 (in thousands, except useful life in years):

		September 30, 2026		
	Weighted average useful life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired intangible assets				
Trademark / trade name	2.6	$ 6,075	$ (3,768)	$ 2,307
Customer relationships	14.5	121,171	(5,767)	115,404
Developed technology	14.6	166,005	(8,850)	157,155
Total intangible assets, net		$ 293,251	$ (18,385)	$ 274,866

	Weighted average useful life	December 31, 2025		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired intangible assets				
Customer relationships	10	$ 1,900	$ (47)	$ 1,853
Developed technology	10	11,400	(285)	11,115
Total intangible assets, net		$ 13,300	$ (332)	$ 12,968

Our acquired intangible assets are amortized to expense on a straight-line basis over their estimated useful lives. Amortization expense was $5.2 million and $18.1 million for the three and nine months ended September 30, 2026, respectively. No amortization expense was recorded during the three and nine months ended September 30, 2025. During the three and nine months ended September 30, 2026 and 2025, the Company did not recognize any impairment losses related to intangible assets.

The table below includes the estimated future amortization expense for acquired intangible assets as of September 30, 2026 (in thousands):

	Amortization Expense
2026	$ 6,140
2027	19,562
2028	19,562
2029	19,562
2030	19,562
Thereafter	190,478
Total estimated future amortization expense	$ 274,866

For additional information on our acquired intangible assets, see Note 3.

NOTE 9 - LEASES

The Company leases real estate for administrative office space, research, marketing and light manufacturing operations of the lessee's aerospace related research and development business under operating leases.

The Company has operating and finance leases for real estate and equipment with remaining lease terms ranging from 6 months to 265 months, some of which contain options to extend and some of which contain options to terminate the lease without cause at the option of lessee.

The Company's real estate leasing agreements include terms requiring the Company to reimburse the lessor for its share of real estate taxes, insurance, operating costs and utilities which the Company accounts for as variable lease costs when incurred since the Company has elected to not separate lease and components, and hence are not included in the measurement of lease liability. There are no restrictions or covenants imposed by any of the leases, and none of the Company's leases contain material residual value guarantees.

Palo Alto Campus - Lease Amendment

In July 2026, the Company executed an amendment to the lease agreement for its Palo Alto, California facility that supports spacecraft design, systems engineering, and program management. The amendment extended the lease term by 17 years through July 2043 with an option to extend for an additional 10 years through July 2053, resulting in estimated remeasured right-of-use asset and lease liability of $108.1 million.

The following table presents the balance sheet information related to leases as follows (in thousands):

	September 30, 2026 [1]	December 31, 2025
Operating lease right-of-use assets	$ 175,069	$ 36,755
Finance lease right-of-use assets	70	94
Total right-of-use assets	$ 175,139	$ 36,849
Operating lease liabilities, current	$ 25,023	$ 10,466
Operating lease liabilities, non-current	147,659	26,290
Total operating lease liabilities	172,682	36,756
Finance lease liabilities, current	$ 20	$ 48
Finance lease liabilities, non-current	14	20
Total finance lease liabilities	34	68
Total lease liabilities	$ 172,716	$ 36,824

(1) As of September 30, 2026, the lease balances included approximately $134.6 million of operating right-of-use assets, $18.8 million of operating lease liabilities, current, and $116.9 million of operating lease liabilities, non-current related to Lanteris which was acquired on January 13, 2026. See Note 3 for additional information regarding the acquisition of Lanteris.

The components of total lease expense recorded in cost of product revenue (excluding depreciation and amortization) and general and administrative expense (excluding depreciation and amortization) are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Operating lease cost	$ 11,465	$ 1,232	$ 19,462	$ 3,547
Finance lease cost	9	10	27	30
Variable lease cost	(406)	96	1,169	264
Short-term lease cost	339	137	577	401
Total lease cost	$ 11,407	$ 1,475	$ 21,235	$ 4,242

The components of supplemental cash flow information are as follows (in thousands):

	Nine Months Ended September 30,			
	2026		2025	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Cash paid for amounts included in the measurement of lease liabilities:				
Cash flows from operating activities	$ 22,808	$ 3	$ 2,695	$ 6
Cash flows from financing activities	$ —	$ 35	$ —	$ 32
Right-of-use assets obtained in exchange for new lease liabilities	$ 9,478	$ —	$ 6,607	$ —
Right-of-use assets increased (reduced) due to lease modifications	$ 84,015	$ —	$ (7,103)	$ —
Weighted average remaining lease term (months)	175	20	215	25
Weighted average discount rate	8.8 %	8.1 %	11.3 %	8.0 %

The table below includes the estimated future undiscounted cash flows for operating and finance leases as of September 30, 2026 (in thousands):

	Operating Leases	Finance Leases
Remainder of 2026	$ 11,728	$ 7
2027	22,007	21
2028	21,460	8
2029	21,227	—
2030	18,651	—
Thereafter	243,039	—
Total undiscounted lease payments	$ 338,112	$ 36
Less: imputed interest	165,430	2
Present value of lease liabilities	$ 172,682	$ 34

NOTE 10 - DEBT

The following table summarizes our outstanding debt (in thousands):

	September 30, 2026	December 31, 2025
Convertible Notes	$ 345,000	$ 345,000
Less: unamortized debt discount	(7,414)	(8,803)
Less: unamortized debt issuance costs	(726)	(862)
Total long-term debt	$ 336,860	$ 335,335

Convertible Notes

On August 18, 2025, the Company issued $345.0 million aggregate principal amount of 2.500% convertible senior notes due 2030 (the "Convertible Notes"). The Convertible Notes are general, unsecured obligations of the Company and bear interest at a fixed rate of 2.500% per year, payable semiannually in arrears on April 1 and October 1 of each year, beginning on April 1, 2026. The Convertible Notes will mature on October 1, 2030, unless earlier converted, redeemed, or repurchased.

The Convertible Notes are convertible at the option of the holders at any time prior to the close of business on the business day immediately preceding July 1, 2030 only under the following conditions: (1) during any calendar quarter commencing after the calendar quarter ending on December 31, 2025 (and only during such calendar quarter), if the last reported sale price of the Company's Class A Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period (the "Measurement Period") in which the trading price per $1,000 principal amount of the Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of the Class A Common Stock and the conversion rate on each such trading day; (3) if the Company issues a notice of redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. On or after July 1, 2030 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their notes at any time, in integral multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing conditions. Upon conversion, the Company may satisfy its conversion obligation by paying or delivering, as the case may be, cash, shares of Class A Common Stock or a combination of cash and shares of Class A Common Stock, at the Company's election.

The Company may not redeem the notes prior to October 6, 2028. The Company may redeem for cash all or any portion of the notes, at the Company's option, on or after October 6, 2028 and prior to the 26th scheduled trading day immediately preceding the maturity date, but only if the "liquidity condition" (as defined below) is satisfied and the last reported sale price of the Class A Common Stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of

redemption, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. The "liquidity condition" is satisfied if the Company has filed all reports and other materials required to be filed by Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months, after giving effect to all applicable grace periods thereunder and other than current reports on Form 8-K; or if the Company has elected to settle all conversions by cash settlement. If the Company redeems less than all the outstanding Convertible Notes, at least $75.0 million aggregate principal amount must be outstanding and not subject to redemption as of, and after giving effect to, delivery of the relevant notice of redemption (unless the Company makes an "all notes election" with respect to such partial redemption, in which case such partial redemption limitation shall not apply). No sinking fund is provided for the notes.

The initial conversion rate for the Convertible Notes is 76.2631 shares of Class A Common Stock per $1,000 principal amount of the notes, which represents an initial conversion price of approximately $13.1125 per share of Class A Common Stock. The conversion rate and conversion price are subject to customary adjustments upon the occurrence of certain events. In addition, holders who convert their notes in connection with a make-whole fundamental change or a notice of redemption may be entitled to an increase in the conversion rate. For the potential dilutive impact of the Convertible Notes if-converted, refer to Note 17 - Net Loss per Share.

The Convertible Notes include customary covenants and certain events of default after which the notes may be declared immediately due and payable and set forth certain types of bankruptcy or insolvency events of default involving the Company after which the notes become automatically due and payable. As of September 30, 2026, the Company was in compliance with all debt covenant requirements related to the Convertible Notes.

As of September 30, 2026, the aggregate fair value of the Convertible Notes was $508.2 million based on an observable market quote in an active market (Level 2 inputs). Debt discount and issuance costs are comprised of costs incurred in connection with debt issuance and are presented in the accompanying condensed consolidated balance sheet as a deduction to the carrying amount of the debt and amortized using the effective interest method to interest expense over the term of the debt. The conversion feature was evaluated under ASC 815, "Derivatives and Hedging" and ASC 470-20 "Debt with Conversion and Other Options" and was not separated as a derivative because it met the equity scope exception; therefore, the Convertible Notes are accounted for entirely as a liability. As of September 30, 2026, the effective interest rate on the Convertible Notes, including the impact of the debt discount and issuance costs, was approximately 3.06%. During the three and nine months ended September 30, 2026, the Company recognized $2.7 million and $8.0 million, respectively, of interest expense related to the Convertible Notes which included the amortization of the debt discount and issuance costs of $0.5 million and $1.5 million, respectively. During the three and nine months ended September 30, 2025, the Company recognized $1.3 million of interest expense related to the Convertible Notes which included the amortization of the debt discount and issuance costs of $0.2 million.

Capped Calls

On August 18, 2025, in connection with the issuance of the Convertible Notes (as described above), the Company entered into capped call transactions (the "Capped Calls") with certain financial institutions at an aggregate cost of approximately $36.8 million. The Capped Calls cover, subject to anti-dilution adjustments, the number of Class A Common Stock underlying the Convertible Notes. The Capped Calls can be settled in cash or shares at the Company's option and are expected generally to reduce the potential dilution to the Class A Common Stock upon any conversion of the Convertible Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the Convertible Notes. The Capped Calls have an initial strike price of $13.1125 and an initial cap price of $20.9800 per share, which are subject to certain adjustments under the terms of the Capped Calls. The Capped Calls meet the criteria for equity classification under ASC 815-40 as they are indexed to the Company's own stock and require settlement in shares or cash at the Company's option. The Capped Calls cover approximately 26,310,770 of Class A Common Stock. These instruments are excluded from diluted earnings per share calculations as they are currently anti-dilutive.

Stifel Loan Agreement

On March 4, 2025, we entered into a loan and security agreement (the "Loan Agreement") with Stifel Bank. The Loan Agreement provides for a secured revolving credit facility in an aggregate principal amount of up to $40.0 million (the "Revolving Facility"). The proceeds of the loans (and any letters of credit issued thereunder) may be used for the funding of growth initiatives, including working capital needs and general corporate purposes as the Company continues to focus on minimizing its cost of capital while maximizing available funding alternatives. Amounts outstanding under the Revolving Facility bear interest at a rate per annum equal to the greater of (a) Term SOFR (secured overnight financing rate) plus 2.75% and (b) 6.00% and requires the Company to meet certain financial and other covenants. The Loan

Agreement matures on April 30, 2027 (the "Maturity Date"). Subject to certain conditions in the Loan Agreement, amounts borrowed thereunder may be repaid and reborrowed at any time prior to the Maturity Date.

On January 12, 2026, the Company and Stifel Bank entered into a waiver, in respect to the Loan Agreement pursuant to which Stifel Bank consented to the acquisition of Lanteris (as discussed in Note 3) and halted any borrowing and covenant obligations by the Company under the Revolving Facility. As of September 30, 2026, there was no outstanding debt under the Stifel Loan Agreement.

Orbital Receivable Securitization Facility

The Company maintains a revolving securitization facility with ING Belgium NV/SA ("ING") pursuant to which certain eligible orbital receivables (as discussed in Note 5) may be transferred to the financial institution. Because the transfers do not meet the criteria for sale accounting under ASC 860, the transferred orbital receivables remain recognized in the condensed consolidated balance sheets and proceeds received are accounted for as secured borrowings.

The related securitization liabilities are subsequently measured at amortized cost using the effective interest method and are classified as current or non-current based on the expected timing of settlement. Customer collections on the underlying orbital receivables are remitted to the financial institution and reduce the related securitization liabilities. Interest expense associated with the securitization liabilities is recognized over the applicable borrowing period.

Securitization liabilities current and non-current are included in other current liabilities, and other non-current liabilities, respectively, in our condensed consolidated balance sheet are as follows (in thousands):

	September 30, 2026
Current portion	$ 21,901
Non-current portion	22,431
Total securitization liabilities	$ 44,332

NOTE 11 - INCOME TAXES

The Company is a corporation and thus is subject to United States ("U.S.") federal, state and local income taxes. Intuitive Machines, LLC is a partnership for U.S. federal income tax purposes and therefore does not pay U.S. federal income tax on its taxable income. Instead, the Intuitive Machines, LLC unitholders, including the Company, are liable for U.S. federal income tax on their respective shares of Intuitive Machines, LLC's taxable income. Intuitive Machines, LLC is liable for income taxes in those states which tax entities classified as partnerships for U.S. federal income tax purposes.

For the three and nine months ended September 30, 2026, we recognized U.S federal and state tax expense of zero and $10 thousand, respectively. For the corresponding periods in 2025, we recognized $5 thousand U.S. federal and state expense for income taxes. Our effective combined effective tax rates were nil for the three and nine months ended September 30, 2026 and 2025.

In conjunction with the consummation of the Transactions, Intuitive Machines, Inc. entered into a tax receivable agreement (the "TRA"). Pursuant to the TRA, the Company is required to pay the TRA Holders (certain Intuitive Machines, LLC members and related parties to the Company) 85% of the amount of the cash tax savings, if any, in U.S. federal, state, and local taxes that are based on, or measured with respect to, net income or profits, and any interest related thereto that the Company realizes, or is deemed to realize, as a result of certain tax attributes, including:

- existing tax basis in certain assets of Intuitive Machines, LLC and its subsidiaries;
- tax basis adjustments resulting from taxable exchanges of Intuitive Machines, LLC Common Units acquired by the Company;
- certain tax benefits realized by the Company as a result of the Business Combination; and
- tax deductions in respect of portions of certain payments made under the TRA.

All such payments to the TRA Holders are the obligations of the Company, and not that of Intuitive Machines, LLC. As of September 30, 2026, based primarily on historical losses of the Company, management has determined it is more-likely-than-not that the Company will be unable to utilize its deferred tax assets subject to the TRA; therefore, management applies a full valuation allowance to deferred tax asset for a corresponding liability under the TRA related to the tax savings the Company may realize from the utilization of tax deductions related to basis adjustments created by the

transactions in the Business Combination Agreement. As of September 30, 2026, management does not expect a TRA liability to be recorded.

On July 4, 2025, President Trump signed into law the One Big Beautiful Bill Act ("OBBBA"). The OBBBA makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. ASC 740, “Income Taxes”, requires the effects of changes in tax rates and laws on deferred tax balances to be recognized in the period in which the legislation is enacted. We have assessed the impact of the OBBBA and determined that the impact on our condensed consolidated financial statements is not material.

NOTE 12 - MEZZANINE EQUITY AND EQUITY

Capital Stock

The table below reflects share information about the Company’s capital stock as of September 30, 2026.

	Par Value	Authorized	Issued	Treasury Stock	Outstanding
Class A Common Stock	$ 0.0001	500,000,000	179,494,292	(2,191,080)	177,303,212
Class B Common Stock	$ 0.0001	100,000,000	—	—	—
Class C Common Stock	$ 0.0001	100,000,000	55,037,064	—	55,037,064
Series A Preferred Stock	$ 0.0001	25,000,000	5,000	—	5,000
Total shares		725,000,000	234,536,356	(2,191,080)	232,345,276

ATM Program

In connection with the filing of a Registration Statement on Form S-3 (File No. 333-296442) with the SEC, which became effective on June 2, 2026, the Company entered into a Sales Agreement (the “Sales Agreement”), dated June 2, 2026, with Barclays Capital Inc., Cantor Fitzgerald & Co., B. Riley Securities, Inc., Canaccord Genuity LLC, Clear Street LLC, Craig-Hallum Capital Group LLC, Deutsche Bank Securities Inc., KeyBanc Capital Markets Inc., Roth Capital Partners, LLC and Stifel, Nicolaus & Company, Incorporated (collectively, the “Agents”) to sell shares of Class A Common Stock having an aggregate sale price of up to $500.0 million through our ATM Program. The sales of the shares under the ATM Program may be made by any method permitted by law deemed to be an “at the market offering” as defined in Rule 415 promulgated under the Securities Act of 1933, as amended. The agents sell the Class A Common Stock based upon the Company’s instructions (including any price, time or size limits or other customary parameters or conditions the Company may impose). Under the ATM Program, the agents are entitled to total compensation at a commission rate of up to 3.0% of the sales price per share sold.

During the second and third quarters of 2026, the Company sold and issued an aggregate of 14,094,950 shares of Class A Common Stock under the ATM Program and received cash proceeds of approximately $331.8 million, net of $5.2 million in commissions and transaction fees.

February 2026 Securities Purchase Agreement

On February 27, 2026, the Company completed the issuance and sale to the Investors of 11,574,069 shares of Class A Common Stock at a price of $15.12 per share for an aggregate purchase price of $175.0 million pursuant to the terms of the Securities Purchase Agreement.

Series A Preferred Stock *(Mezzanine Equity)*

As a result of the Private Placement Transaction on September 5, 2023 (as discussed below) and in accordance with the terms of the Certificate of Designation, the Series A Preferred Stock conversion price was reduced from $12.00 per share to $5.10 per share. Additionally, as a result of the Warrant Exercise Agreement on January 10, 2024 in conjunction with the warrant transactions discussed in Note 13, the Series A Preferred Stock conversion price was further reduced from $5.10 per share to $3.00 per share.

Redeemable Noncontrolling Interests *(Mezzanine Equity)*

As of September 30, 2026, the prior investors of Intuitive Machines, LLC own 23.7% of the outstanding common units of Intuitive Machines, LLC. The prior investors of Intuitive Machines, LLC have the right to exchange their common units in Intuitive Machines, LLC (along with the cancellation of the paired shares of Class B Common Stock or Class C Common

Stock in Intuitive Machines, Inc.) for shares of Class A Common Stock on a one-to-one basis or cash proceeds for an equivalent amount. The option to redeem Intuitive Machines, LLC's common units for cash proceeds must be approved by the Board. The ability to put common units is solely within the control of the holder of the redeemable noncontrolling interests. If the prior investors elect the redemption to be settled in cash, the cash used to settle the redemption must be funded through a private or public offering of Class A Common Stock and subject to the Company's Board approval.

The financial results of Intuitive Machines, LLC and its subsidiaries are consolidated with Intuitive Machines, Inc. with the redeemable noncontrolling interests' share of our net loss separately allocated.

NOTE 13 - WARRANTS

Preferred Investor Warrants

In conjunction with the issuance of Series A Preferred Stock at closing of the Business Combination, the Company issued 541,667 Preferred Investor Warrants (of which, 104,157 are owned by a related party, Ghaffarian Enterprises, LLC) to purchase one share of the Company's Class A Common Stock with an exercise price of $15.00, subject to adjustment. The Company evaluated the terms of the Preferred Investor Warrants and determined they meet the criteria to be classified in shareholders' equity upon issuance.

The Preferred Investor Warrants were immediately exercisable upon issuance and expire five years from the closing of the Business Combination. The Preferred Investor Warrants include customary cash and cashless exercise provisions and may be exercised on a cashless basis if, at any time after the six month anniversary of the Closing Date, there is not an effective registration statement with respect to the Class A Common Stock. The Preferred Investor Warrants have the same terms and conditions as the Public Warrants. The Preferred Investor Warrants do not entitle the holder to any voting rights, dividends or other rights as a shareholder of the Company prior to exercise.

As result of the Private Placement Transaction on September 5, 2023 discussed in Note 12 and in accordance with the terms of the Certificate of Designation, the Preferred Investor Warrants exercise price was reduced from $15.00 to $11.50 per share and the aggregate number of shares of Class A Common Stock issuable upon exercise of the Preferred Investor Warrants was proportionally increased to 706,522.

As of September 30, 2026, there have been no exercises of the Preferred Investor Warrants.

Conversion Warrants

In connection with the January 2024 Bridge Loan Conversion, the Company agreed to issue to the Guarantor, pursuant to Section 4(a)(2) of the Securities Act of 1933, (i) a new unregistered Series A Common Stock Purchase Warrant to purchase up to an aggregate of 4,150,780 shares of, at the Guarantor's election, Class A Common Stock (at an exercise price per share equal to $2.57 per share), Class C Common Stock (at an exercise price per share equal to $0.0001 per share), or a combination thereof, and a term of 5 years, (the "Conversion Series A Warrant") and (ii) a new unregistered Series B Common Stock Purchase Warrant to purchase up to an aggregate of 4,150,780 shares of, at the guarantor's election, Class A Common Stock (at an exercise price per share equal to $2.57 per share), Class C Common Stock (at an exercise price per share equal to $0.0001 per share), or a combination thereof, and a term of 18 months (the "Conversion Series B Warrant"), collectively (the "Conversion Warrants"). On May 31, 2024, the guarantor assigned the Conversion Warrants to a third party investor in a private transaction. Pursuant to the assignment to a third party investor, the Conversion Warrants are no longer exercisable for Class C Common Stock. All other terms related to the Conversion Warrants remain the same as previously discussed. Pursuant to the guidance under ASC 480 "Distinguishing Liabilities from Equity," the Company determined that the Conversion Warrants should be recorded as liabilities as of the issuance date and March 31, 2024 and subsequently determined that they meet the criteria in ASC 815, "Derivatives and Hedging", to be classified as a derivative liability as of May 31, 2024 and June 30, 2024, initially measured at fair value with changes in fair value recognized in earnings in other income (expense) on the condensed consolidated statement of operations.

During the period from June 5, 2024 to June 7, 2024, the investor exercised 300,000 Conversion Series B Warrants, resulting in the issuance of an equal number of shares of Class A Common Stock. During the period from November 21, 2024 to November 29, 2024, the investor exercised the remaining 3,850,780 Conversion Series B Warrants, resulting in the

issuance of an equal number of Class A Common Stock. As of September 30, 2026, there have been no exercises of the Conversion Series A Warrants.

During the three and nine months ended September 30, 2026, the Company recognized gains of $30.0 million and $9.0 million, respectively, and $2.0 million and $31.9 million, respectively, for the three and nine months ended September 30, 2025, from the change in fair value of the Conversion Series A Warrant liability in our condensed consolidated statement of operations. See Note 16 for additional information on the fair value measurement of the Conversion Series A Warrants.

NOTE 14 - SHARE-BASED COMPENSATION

2021 Unit Option Plan

On May 25, 2021, the Intuitive Machines, LLC's board of directors adopted, and its members approved the 2021 Unit Option Plan (the "2021 Plan"). The 2021 Plan allowed Intuitive Machines, LLC to grant incentive unit options ("Incentive Unit Options") to purchase Class B unit interests. Pursuant to the 2021 Plan, up to 6,125,000 shares of Class B units were reserved for issuance, upon exercise of the aforementioned Incentive Unit Options made to employees, directors and consultants.

As a result of the Business Combination discussed in Note 1 and per the terms of the Second Amended and Restated Intuitive Machines, LLC Operating Agreement, the unexpired and unexercised outstanding Incentive Unit Options at the closing of the Business Combination, whether vested or unvested, were proportionately adjusted using a conversion ratio of 0.5562 (rounded down to the nearest whole number of options). The exercise price of each option was adjusted accordingly. Each Incentive Unit Option continues to be subject to the terms and conditions of the 2021 Plan and will be exercisable for Class B common units of Intuitive Machines, LLC (the "Class B Common Units"). When an option is exercised, the participant will receive Class A Common Stock. As a result of the conversions, there was no incremental compensation cost and the terms of the outstanding options, including fair value, vesting conditions and classification, were unchanged.

As of September 30, 2026, Intuitive Machines, LLC was authorized to issue a total of 546,720 Class B Common Units upon exercise of the Incentive Unit Options under the 2021 Plan. The following table provides a summary of the option activity under the 2021 Plan for the nine months ended September 30, 2026:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (000's)
Outstanding as of December 31, 2025	748,357	$ 4.09	5.84	
Granted	—	—		
Exercised	(201,637)	3.90		
Forfeited	—	—		
Balance as of September 30, 2026	546,720	$ 4.17	5.11	$ 5,506,589
Exercisable as of September 30, 2026	496,657	$ 3.72	5.03	$ 5,227,238

Aggregate intrinsic value represents the difference between the exercise price of the options and the market price of our Class A Common Stock.

The following table provides a summary of weighted-average grant-date fair value of unit options under the 2021 Plan:

	Weighted-Average Grant Date Fair Value
Non-vested as of December 31, 2025	$ 3.17
Granted	—
Vested	0.66
Forfeited	—
Non-vested as of September 30, 2026	$ 5.53

Share-based compensation expense related to options was $21 thousand and $87 thousand for the three and nine months ended September 30, 2026, respectively, $50 thousand and $153 thousand for the three and nine months ended September 30, 2025, respectively, and was classified in the condensed consolidated statement of operations under general and administrative expense. As of September 30, 2026, the Company had $47 thousand in estimated unrecognized share-based compensation costs related to outstanding unit options that is expected to be recognized over a weighted average period of 0.85 years.

Following the consummation of the Business Combination, no new awards will be granted under the 2021 Plan.

Intuitive Machines, Inc. 2023 Long Term Omnibus Incentive Plan (the "2023 Plan")

The 2023 Plan, which became effective in conjunction with closing of the Business Combination, provides for the award to certain directors, officers, employees, consultants and advisors of the Company of incentive and nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, other stock-based awards as well as cash-based awards and dividend equivalents, as determined, and subject to the terms and conditions established, by the Company's Compensation Committee. Under the 2023 Plan, a maximum of 12,706,811 shares of Class A Common Stock are authorized to be issued. As of September 30, 2026, the Company has issued restricted stock units ("RSUs"), restricted stock shares ("RSSs"), and performance stock units ("PSUs"). No other awards have been granted under the 2023 Plan. As of September 30, 2026, approximately 4,797,002 shares were available for future grants under the 2023 Plan.

Pursuant to the 2023 Plan, the Company grants RSUs and RSSs with time-based vesting requirements which typically vest over one to four years and PSUs with target performance-based vesting requirements based on continuous service. The fair value of these awards are based on the Company's closing stock price on the date of grant. As of April 2025, all PSU grants were fully vested.

The following table provides a summary of the Company's 2023 Plan activity:

	Number of Units[1]	Weighted Average Grant Date Fair Value
Outstanding as of December 31, 2025	2,752,419	$ 7.58
Granted	2,883,203	17.69
Vested	(995,411)	7.18
Forfeited	(26,033)	14.25
Balance as of September 30, 2026	4,614,178	$ 13.95

(1) Includes the Company's issuance of 1,518,163 RSSs associated with the Lanteris acquisition in January 2026. The fair value of the RSSs granted was $19.76 per share based on the grant date of when all terms and conditions were approved and communicated to employees. The RSSs have service-only vesting conditions and vest in one year. See Note 3 for more information on the Lanteris acquisition.

For the three and nine months ended September 30, 2026, the Company recognized share-based compensation expense related to awards granted under the 2023 Plan of $10.6 million and $29.9 million, respectively, within general and administrative expense on our condensed consolidated statement of operations, compared to $1.4 million and $6.6 million for the corresponding periods in 2025, respectively. As of September 30, 2026, the estimated unrecognized share-based compensation costs related to unvested RSUs and RSSs was $27.2 million and $8.6 million, respectively, that is expected to be recognized over a weighted average period of 2.78 years and 0.29 years, respectively.

NOTE 15 - EMPLOYEE BENEFIT PLANS

On January 13, 2026, we acquired Lanteris, and assumed its company-sponsored defined benefit pension and other postretirement plans covering certain employees, for which we recorded net liabilities of approximately $56.7 million (consisting of $1.9 million included in other current liabilities and $54.8 million in non-current liabilities), reflecting an approximate fair value of plan assets of $336.1 million and a projected benefit obligation of $392.8 million. The pension and other postretirement plan benefits were frozen on December 31, 2013. The defined benefit plan provides pension benefits based on various factors including prior earnings and length of service. The defined benefit plan is funded, and the Company's funding requirements are based on the plans' actuarial measurement framework as established by the plan agreements or applicable laws. The funded plans' assets are legally separated from the Company and are held by an independent trustee. The trustee is responsible for ensuring that the funds are protected as per applicable laws. The other postretirement benefits, comprised of life insurance is primarily funded out of operating income (loss).

As of September 30, 2026, the Company recorded net pension liabilities of $44.9 million on our condensed consolidated balance sheet, consisting of $1.9 million recorded in other current liabilities and the non-current portion of $43.0 million recorded in pension and other post-retirement benefits.

The service cost component of net periodic benefit cost is recorded in operating expenses, and the other components are recorded in other income (expense), net, in our condensed consolidated statements of operations. The following table summarizes the components of net periodic benefit cost for the Company's pension plans (in thousands):

	Three Months Ended September 30, 2026	Nine Months Ended September 30, 2026
Service cost	$ 550	$ 1,650
Interest cost	4,777	14,332
Expected return on plans assets	(6,137)	(18,360)
Net periodic benefit	$ (810)	$ (2,378)

The funding policy for the Company's pension and postretirement benefit plans is to contribute at least the minimum required by applicable laws and regulations. During the period from January 13, 2026 to September 30, 2026, the Company contributed approximately $7.4 million to the pension plan of the estimated fiscal year 2026 minimum contributions of $8.4 million, and approximately $2.4 million related to the final residual contribution for fiscal year 2025. Additionally, the Company contributed approximately $0.4 million to the other postretirement benefit plans.

NOTE 16 - FAIR VALUE MEASUREMENTS

The following tables summarize the fair value of assets and liabilities that are recorded in the Company's condensed consolidated balance sheets as of September 30, 2026 and December 31, 2025 at fair value on a recurring basis.

	September 30, 2026				
	Frequency of Measurement	Total	Level 1	Level 2	Level 3
Liabilities					
Warrant liabilities - Conversion Series A	Recurring	$ 51,428	$ —	$ —	$ 51,428
Contingent consideration liabilities	Recurring	3,146	3,146	$ —	—
Total liabilities measured at fair value		$ 54,574	$ 3,146	$ —	$ 51,428

	December 31, 2025				
	Frequency of Measurement	Total	Level 1	Level 2	Level 3
Liabilities					
Warrant liabilities - Conversion Series A	Recurring	$ 60,394	$ —	$ —	$ 60,394
Contingent consideration liabilities	Recurring	5,353	5,353	—	—
Total liabilities measured at fair value		$ 65,747	$ 5,353	$ —	$ 60,394

Cash and cash equivalents consist of cash in bank, time deposits and other highly liquid investments purchased with original maturities of less than 90 days. Because of the short-term nature of these instruments, the carrying amounts approximate fair value and therefore are considered Level 1 measurements under the fair value hierarchy.

The following tables provide roll-forwards of the Company's Level 3 liabilities (in thousands):

	Warrant liabilities - Series A
Balance, December 31, 2025	$ 60,394
Change in fair value	(8,966)
Balance, September 30, 2026	$ 51,428

	Earn-out liabilities	Warrant liabilities - Series A
Balance, December 31, 2024	$ 134,156	$ 68,778
Change in fair value	33,369	(31,919)
Converted to equity	(167,525)	—
Balance, September 30, 2025	$ —	$ 36,859

Earn-out Liabilities

As a result of the Business Combination, certain Intuitive Machines, LLC members received 10,000,000 earn out units of Intuitive Machines, LLC ("Earn Out Units") subject to certain triggering events. Upon the vesting of any Earn Out Units, each of the certain Intuitive Machines, LLC members will be issued (i) by Intuitive Machines, LLC an equal number of Intuitive Machines, LLC Common Units and (ii) by Intuitive Machines, an equal number of shares of Class C Common Stock, in exchange for surrender of the applicable Earn Out Units and the payment to Intuitive Machines, Inc. of a per-share price equal to the par value per share of the Class C Common Stock. Under the earn out agreement, Earn Out Units of 2,500,000 vested during the year ended December 31, 2023, and the remaining 7,500,000 Earn Out Units vested during nine months ended September 30, 2025.

Conversion Series A Warrant Liabilities

The fair value of the Conversion Series A Warrant liabilities as of September 30, 2026 was estimated using a Black-Scholes-Merton model. The significant assumptions utilized in estimating the fair value of the Conversion Series A Warrant liabilities include: (i) a per share price of the Class A Common Stock of $14.24, (ii) a dividend yield of 0.0%; (iii) a risk-free rate of 4.92%; and (iv) expected volatility of 103%.

Contingent Consideration Liability

On October 1, 2025 and in connection with the purchase consideration related to our acquisition of KinetX, approximately 329,827 shares of Class A Common Stock were held back in escrow to fund post-closing adjustments, in the amount of $3.5 million, based on the acquisition date closing stock price of $10.61, and recorded as a contingent consideration liability in our condensed consolidated balance sheets. During the nine months ended September 30, 2026, 108,914 shares of Class A Common Stock were released from escrow and issued. The fair value of the contingent consideration liability of the remaining 220,913 shares of Class A Common Stock held in escrow as of September 30, 2026 was estimated based on our Class A Common Stock closing stock price of $14.24. See Note 3 - Acquisitions for additional information on the acquisition of KinetX.

NOTE 17 - NET LOSS PER SHARE

Basic net income (loss) per share of Class A common stock is computed by dividing net income (loss) attributable to Class A common shareholders for the three and nine months ended September 30, 2026 and 2025 by the weighted-average number of shares of Class A common stock outstanding for the same periods.

Diluted net income (loss) per share of Class A common stock includes additional weighted average common shares that would have been outstanding if potential common shares with a dilutive effect had been issued using the if-converted method for the Series A Preferred Stock and Convertible Notes, and the treasury method for our RSUs, PSUs, options, and warrants. During loss periods, diluted net loss per share for all periods presented is the same as basic net loss per share as the inclusion of the potentially issuable shares would be anti-dilutive. The Capped Call transactions entered into in connection with the Convertible Notes (as discussed in Note 10) are excluded from diluted net income (loss) per share calculations as they are designed to reduce potential dilution and are currently anti-dilutive

The following table presents the computation of the basic and diluted loss per share of Class A Common Stock (in thousands, except share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Numerator				
Net loss	$ (3,354)	$ (9,960)	$ (118,723)	$ (47,191)
Less: Net income (loss) attributable to redeemable noncontrolling interest	256	(3,445)	(32,009)	(4,944)
Less: Net income attributable to noncontrolling interest	406	327	1,134	1,172
Net loss attributable to the Company	(4,016)	(6,842)	(87,848)	(43,419)
Less: Cumulative preferred dividends	(173)	(158)	(502)	(456)
Net loss attributable to Class A common shareholders	$ (4,189)	$ (7,000)	$ (88,350)	$ (43,875)
Denominator				
Basic and diluted weighted-average shares of Class A common stock outstanding	173,425,260	117,815,856	161,252,158	114,150,168
Net loss per share of Class A common stock - basic and diluted	$ (0.02)	$ (0.06)	$ (0.55)	$ (0.38)

The following table presents potentially dilutive securities, as of the end of the periods, excluded from the computation of diluted net loss per share of Class A Common Stock as their effect would be anti-dilutive, their exercise price was out-of-the-money, or because of unsatisfied contingent issuance conditions.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
2023 Plan Awards (RSU and RSS awards)[1]	4,881,617	2,963,588	4,881,617	2,963,588
Options[1]	546,720	765,042	546,720	765,042
Series A Preferred Stock[2]	2,338,300	2,117,362	2,281,157	2,065,532
Warrants (Conversion Warrants and Preferred Investor Warrants)[1]	4,857,302	4,857,302	4,857,302	4,857,302
Escrow Shares[3]	220,913	—	220,913	—
Convertible Notes[2]	26,310,770	12,297,425	26,310,770	4,099,142

(1) Represents number of instruments outstanding at the end of the period that were evaluated under the treasury stock method for potentially dilutive effects and were determined to be anti-dilutive. The number of 2023 Plan awards outstanding as of September 30, 2026 consists of 4,614,178 unvested RSU and RSS awards and 267,439 vested RSUs with elected deferrals of the issuance of Class A common stock.

(2) Represents number of instruments outstanding as converted at the end of the period that were evaluated under the if-converted method for potentially dilutive effects and were determined to be anti-dilutive.

(3) Represents the number of escrow shares outstanding at the end of the period due to unsatisfied contingent issuance conditions and were determined to be anti-dilutive.

NOTE 18 - COMMITMENTS AND CONTINGENCIES

Legal Proceedings

We are subject to legal proceedings, claims and liabilities that arise in the ordinary course of business. We accrue for losses associated with legal claims when such losses are considered probable and the amounts can be reasonably estimated. The Company bases any accrual for losses on a variety of factors, including informal settlement discussions. As of September 30, 2026 and December 31, 2025, the aggregate amount accrued on our condensed consolidated balance sheet is approximately $13.1 million and $2.1 million, respectively, and represents management's best estimate of probable losses. For matters for which no accrual has currently been made or for potential losses in excess of amounts accrued, the Company currently believes, based on management's assessment, that losses that are reasonably possible and estimable will not, in the aggregate, have a material adverse effect on its financial position, results of operations, or cash flows. There is a reasonable possibility that losses may be incurred in excess of our accrual for these matters; however, such incremental loss or range of losses cannot be reasonably estimated due to inherent uncertainties in the resolution of these matters. The ultimate outcome of legal proceedings involves judgments, estimates, and inherent uncertainties and cannot be predicted with certainty. Actual losses may be in excess of any established accrual or range of reasonably possible loss. Should the ultimate outcome of any legal matter be unfavorable, it could have a material adverse effect on our business, financial condition and results of operations. The Company may also incur substantial legal fees, which are expensed as incurred, in defending against legal claims.

On November 22, 2024, Starlight Strategies IV LLC ("Plaintiff"), an alleged successor in interest to a purported former holder of shares of the Company's 10% Series A Cumulative Convertible Preferred Stock, par value $0.0001 per share (the "Series A Preferred Stock") filed a breach of contract action in Delaware Chancery Court. The complaint alleges that the Plaintiff's predecessor received fewer shares of common stock upon conversion of its shares of Series A Preferred Stock than it was allegedly entitled to receive under the terms of the applicable certificate of designation. The Plaintiff is seeking unspecified contractual damages and equitable relief. The Company has filed its answer to the complaint and asserted counterclaims against the Plaintiff and third-party claims against certain entities affiliated with the Plaintiff. Also, on January 24, 2025, Kingstown 1740 Fund L.P. and Kingstown Capital Partners LLC (together, "Kingstown") moved to intervene, seeking to file a complaint in intervention against Starlight. The court granted Kingstown leave to intervene. In connection with the intervention, the Company has agreed to pay Kingstown's legal fees. In February 2026, the Court granted leave for the parties to file motions for summary judgment, which Motions have been filed, and pending the Motions, it removed deadlines for Expert reports and trial date. The Company has recorded an accrual related to this matter that is included in the aggregate estimate of probable losses disclosed above.

On October 27, 2026, the U.S. Department of Justice served a Civil Investigative Demand on Intuitive Machines, Inc. in connection with a False Claims Act investigation to determine whether there is or has been a violation of the False Claims

Act. The Company intends to cooperate fully with the investigation. The investigation is in its preliminary stages, and at this time, the Company is unable to predict its outcome or determine whether any liability or damages may result. Accordingly, the Company cannot reasonably estimate the amount or range of any potential loss, if any, arising from this matter.

In October 2023, the Civil Division of the U.S. Department of Justice issued a Civil Investigative Demand as part of an investigation into allegations that Lanteris submitted, or caused to be submitted, false claims to the federal government by failing to meet cybersecurity requirements in federal regulations and government contracts issued to Lanteris and made or used false records or statements material to these false claims. In late 2025, the Department of Justice presented its initial civil investigation review to Lanteris that it alleged constitute False Claims Act violations related to certain federal government contracts awarded to Lanteris. Lanteris is cooperating with the investigation. Discussions with the Department of Justice regarding resolution of the investigation are ongoing. In connection with the Company's acquisition of Lanteris, the Seller Parent, Vantor Holdings Inc., agreed to indemnify Intuitive Machines and its affiliates for the liability of Lanteris related to this investigation.

Purchase Commitments

From time-to-time, we enter into long-term commitments with vendors to purchase launch services and for the development of certain components in conjunction with our obligations under revenue contracts with our customers. Our aggregate purchases under these commitments totaled approximately $35.9 million and $54.7 million for the three and nine months ended September 30, 2026, respectively, and $20.4 million and $49.4 million for the three and nine months ended September 30, 2025, respectively. As of September 30, 2026, we had remaining purchase obligations under non-cancelable commitments with various vendors totaling $41.5 million of which approximately $8.2 million is due during the remaining of 2026 and $33.3 million due in 2027.

NOTE 19 - RELATED PARTY TRANSACTIONS

Intuitive Machines, IX LLC and Space Network Solutions, LLC have entered into recurring transaction agreements with certain related parties, including sales agreements and loan agreements.

KBR, Inc.

KBR, Inc. ("KBR"), a U.S.-based firm operating in the science, technology and engineering industries holds approximately 10% of the equity of Space Network Solutions, LLC ("SNS"), one of our operating subsidiaries. The Company recognized affiliate revenue from KBR related to engineering services of $0.1 million and $0.4 million for the three months ended September 30, 2026 and 2025, respectively, and $0.8 million and $1.5 million for the nine months ended September 30, 2026 and 2025, respectively. As of September 30, 2026 and December 31, 2025, there was $0.1 million and $0.3 million, respectively, of affiliate accounts receivable related to KBR revenue.

In addition, SNS incurred cost of revenue with KBR related to the OMES III contract of $7.4 million and $5.3 million for the three months ended September 30, 2026 and 2025, respectively, and $19.4 million and $17.1 million for the nine months ended September 30, 2026 and 2025, respectively. As of September 30, 2026 and December 31, 2025, there was $5.1 million and $1.6 million, respectively, of affiliate accounts payable related to cost of revenue with KBR. See Note 20 - Variable Interest Entities for more information on the OMES III contract with KBR.

Revenue and expenses related to KBR are incurred in the normal course of business and amounts are settled under normal business terms.

ASES

The Company recognized revenue from Aerodyne-SGT Engineering Services, LLC ("ASES") related to engineering services of $0.2 million and $0.3 million for the three months ended September 30, 2026 and 2025, respectively, and $0.6 million and $0.9 million for the nine months ended September 30, 2026 and 2025, respectively. There was and $0.2 million of affiliate accounts receivable related to ASES revenue as of September 30, 2026 and December 31, 2025, respectively. ASES is a joint venture between Aerodyne and KBR. Kamal Ghaffarian, the Chairman of the Board and one of the co-founders of Intuitive Machines, LLC is a current member of management of Aerodyne Industries, LLC.

In addition, SNS incurred cost of revenue with Aerodyne related to the OMES III contract of $0.4 million and $0.4 million for the three months ended September 30, 2026 and 2025, respectively and $1.4 million and $1.6 million for the nine months ended September 30, 2026 and 2025, respectively. As of September 30, 2026 and December 31, 2025, there was $0.3 million and $0.1 million of affiliate accounts payable related to cost of revenue with Aerodyne. See Note 20 - Variable Interest Entities for more information on the OMES III contract.

Revenue and expenses related to ASES are incurred in the normal course of business and amounts are settled under normal business terms.

X-energy, LLC

The Company incurred no expenses with X-energy, LLC ("X-energy") for the three months ended September 30, 2026 and 2025, respectively, and zero and $0.5 million for the nine months ended September 30, 2026 and 2025, respectively. As of September 30, 2026 and December 31, 2025, there was no affiliate accounts payable related to X-energy expenses. Expenses related to X-energy are incurred in the normal course of business and amounts are settled under normal business terms. Kamal Ghaffarian, the Chairman of the Board and one of the co-founders of Intuitive Machines, LLC is the Executive Chairman of X-Energy Reactor Company, LLC, which is the parent company of X-Energy.

IBX, LLC and PTX, LLC

From time to time, the Company may incur expenses with IBX, LLC and PTX, LLC ("IBX/PTX") for the provision of management and professional services in the day-to-day operation of our business. These expenses include, among others, fees for the provision of administrative, accounting and legal services. As such, expenses incurred in relation to IBX/PTX are incurred in the normal course of business and amounts are settled under normal business terms. IBX/PTX is an innovation and investment firm committed to advancing the state of humanity and human knowledge. Kamal Ghaffarian, the Chairman of the Board and one of the co-founders of Intuitive Machines, is a co-founder and current member of management of IBX/PTX. For the three and nine months ended September 30, 2026 and 2025, the Company incurred no expenses. As of September 30, 2026 and December 31, 2025, there was zero and $26 thousand, respectively, of affiliate accounts payable related to IBX/PTX expenses.

NOTE 20 - VARIABLE INTEREST ENTITIES

The Company determines whether joint ventures in which it has invested meet the criteria of a variable interest entity or "VIE" at the start of each new venture and when a reconsideration event has occurred. A VIE is a legal entity that satisfies any of the following characteristics: (a) the legal entity does not have sufficient equity investment at risk; (b) the equity investors at risk as a group, lack the characteristics of a controlling financial interest; or (the legal entity is structured with disproportionate voting rights.

The Company consolidates a VIE if it is determined to be the primary beneficiary of the VIE. The primary beneficiary has both the power to direct the activities of the VIE that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

Space Network Solutions, LLC

The Company participates in the Space Network Solutions joint venture with KBR, a leading provider of specialized engineering, and professional, scientific and technical services primarily to the U.S. federal government. Under the terms of the Amended Space Network Solutions limited liability company agreement, we hold a 90% interest in the Space Network Solutions and KBR hold a 10% interest. Space Network Solutions is a VIE and Intuitive Machines is the primary beneficiary.

Space Network Solutions was formed to provide cyber security as well as communication & tracking services using its expertise in developing secure ground system architecture for lunar space missions. In the second quarter of 2023, NASA awarded Space Network Solutions a cost-plus-fixed-fee indefinite-delivery, indefinite quantity contract to support work related to the Joint Polar Satellite System, NASA's Exploration and In-space Services. Intuitive Machines and KBR entered into a separate joint venture agreement (the "OMES III JV Agreement") within Space Network Solutions to execute the OMES III contract with a profits interest of 47% for Intuitive Machines and 53% for KBR. We have determined that the OMES III JV Agreement represents a silo within Space Network Solutions and is a standalone VIE. Intuitive Machines is the primary beneficiary of this silo based on the governance structure of the OMES III JV Agreement. As of September 30, 2026, SNS LLC had total assets of $16.5 million and total liabilities of $13.2 million. As of December 31, 2025, SNS LLC had total assets of $7.8 million and total liabilities of $5.5 million.

NOTE 21 - SEGMENT INFORMATION

The Company operates in one operating segment and one reportable segment underpinned by three core pillars (delivery services, data transmission services, and infrastructure as a service) that have similar capabilities, customers, and economic characteristics. The Company's chief operating decision-maker ("CODM") is our chief executive officer. Our CODM reviews and evaluates consolidated Net income (loss), a U.S. GAAP measure, and Adjusted Earnings before Interest, Taxes, Depreciation, and Amortization ("Adjusted EBITDA"), a non-GAAP measure, and Total assets for purposes of evaluating financial performance, making operating decisions, allocating resources, and planning and forecasting for future periods. Although we utilize a non-GAAP measure of Adjusted EBITDA to evaluate our ability to generate cash and as an alternative measure of profitability, our primary profitability measure is the GAAP measure of Net income (loss).

All of the Company's long-lived assets are maintained in the U.S. We geographically disaggregate our revenues based on the customer's country of domicile and most of our revenues are derived from customers in the U.S. Refer to Note 2 for information regarding our major customers and Note 4 for further information on revenues.

The following presents the significant financial information with respect to the Company's reportable segment for the three and nine months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues	$ 269,348	$ 52,437	$ 662,246	$ 165,274
Less:				
Cost of revenues (excluding depreciation and amortization)[1]	200,046	46,769	526,971	164,772
Depreciation and amortization	13,180	815	41,155	2,190
Research and development	7,458	3,957	20,776	5,329
General and administrative expense (excluding depreciation and amortization)[2][3]	82,913	16,315	193,930	47,119
Operating loss	(34,249)	(15,419)	(120,586)	(54,136)
Interest income	2,963	4,833	5,870	9,752
Interest expense	(4,532)	(1,344)	(13,900)	(1,442)
Change in fair value of earn-out liabilities	—	—	—	(33,369)
Change in fair value of warrant liabilities	30,010	1,950	8,966	31,919
Change in fair value of contingent consideration liabilities	3,618	—	2,207	—
Other income, net	(1,164)	25	(1,270)	90
Income tax expense	—	(5)	(10)	(5)
Net loss	$ (3,354)	$ (9,960)	$ (118,723)	$ (47,191)

(1) Cost of revenue consists primarily of direct material and labor costs, launch costs, manufacturing overhead, freight expense, and other personnel-related expenses, which include employee compensation and benefits and stock-based compensation.

(2) General and administrative expense includes sales and marketing expense primarily related to business development expenses such as, employee compensation and benefits, subcontract costs, marketing, and materials and supplies costs. Costs incurred for business development were $4.4 million and $1.2 million, for the three months ended September 30, 2026 and 2025, respectively, and $10.8 million and $2.6 million for the nine months ended September 30, 2026 and 2025, respectively.

(3) Other general and administrative expense primarily includes all other employee compensation and benefits, stock-based compensation, facilities costs, professional services, software licenses, and other administrative costs.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our unaudited condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report, as well as our audited consolidated financial statements as of and for the years ended December 31, 2025 and 2024 which was filed with the Securities and Exchange Commission (the "SEC") on March 19, 2026. Certain of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the sections titled "Cautionary Note Regarding Forward-Looking Statements," Part II. Item 1A. "Risk Factors" included in this Quarterly Report, and the section titled Part I. Item 1A. "Risk Factors" in our 2025 Annual Report on Form 10-K filed with the SEC on March 19, 2026, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Unless otherwise indicated or the context otherwise requires, references in this section to the "Company," "IM," "Intuitive Machines," "we," "us,", or "our" refer to Intuitive Machines, Inc. and its consolidated subsidiaries.

Overview

Intuitive Machines, Inc., collectively with its subsidiaries (the "Company," "IM," "Intuitive Machines," "we," "us" or "our") is a space infrastructure and services company founded in 2013 and focused on enabling sustained infrastructure and human activity beyond Earth. We believe the United States is transitioning from episodic space missions to long-duration operations and persistent presence, and we are building the systems and services required to support this evolution across civil, national security, and commercial markets.

We design, build, integrate and operate spacecraft, communications networks, and space systems that support operations across low Earth orbit ("LEO"), geostationary orbit ("GEO"), cislunar space, and deep space. Our strategy is to evolve space activity from single-mission execution toward continuously operating infrastructure by combining spacecraft delivery with network connectivity and long-term operations. We believe this approach positions us to support enduring government requirements while enabling the development of a commercial space economy.

Our operating model is organized around three integrated capabilities:

- **Build** — designing, manufacturing, and delivering spacecraft, landers, satellites, surface systems, propulsion, and avionics for government and commercial customers;
- **Connect** — integrating deployed assets into communications, navigation, command and control, and data relay networks that enable persistent connectivity; and
- **Operate** — providing mission operations, hosted payload services, data services, navigation and timing capabilities, and other infrastructure-based offerings.

We believe that operating deployed systems as infrastructure, rather than concluding at delivery, creates opportunities for longer-duration contracts, recurring revenue, and margin expansion over time.

Recent Developments

Goonhilly Acquisition

On August 3, 2026, the Company completed the Goonhilly Acquisition by acquiring all of the issued and outstanding shares of Goonhilly Earth Station Limited, a ground station and satellite communications company incorporated in England and Wales (the "UK Acquisition"), and all of the issued and outstanding membership interests of COMSAT LLC, formerly Goonhilly Inc., (the "US Acquisition," and together with the UK Acquisition, the "Goonhilly Acquisition"). The acquisition strengthens the Company's space infrastructure service with a network of ground stations, increasing visibility across major Earth viewing arcs, enhancing contact opportunities for lunar and deep space missions, and expanding capacity on the Company's space data network for communications, data transport, and position, navigation, and timing. The aggregate consideration transferred at the closing of the acquisition was $32.2 million, consisting of $20.4 million in cash, $0.1 million of retention bonuses deemed to be part of consideration, and the issuance of 960,649 shares of the Company's Class A Common Stock valued at $11.7 million based on the acquisition-date opening stock price of $12.21. See Note 3 - Acquisitions for more information on the acquisition of Goonhilly.

Recent Awards

In August 2026, the Company was selected by L3Harris Technologies to support the development and production of 18 advanced spacecraft platforms for the Space Development Agency's Accelerated Missile Defense Tranche 3 (AMDT3) mission. The spacecraft platforms will enable L3Harris' advanced missile defense solutions for hypersonic and ballistic missile tracking in support of the Golden Dome for America's spaced-based capabilities and will help homeland defense, deterrence, and ensure U.S. space operations remain resilient and responsive.

In August 2026, the Company was selected by NASA's Jet Propulsion Laboratory in Southern California to provide the spacecraft platform, system-level integration, and mission solutions for EAGLE-VSWIR, an Earth observation mission under NASA's Earth Science Division to perform surface biology and geology observations from Earth orbit while demonstrating technologies that could support future lunar and Mars exploration missions. The payload will fly on the IM 300 series platform and is targeted for launch in 2028.

In September 2026, the Company was awarded a contract to build two IM 300 series platforms for Hartford, a National Security Space application.

In October 2026, the Company was selected by NASA for its next-generation Commercial Lunar Payload Services 2 ("CLPS 2") contract, a multiple-award, indefinite-delivery/indefinite-quantity ("IDIQ") contract. The base award has a 10-year term and a combined ceiling of $10 billion across all awardees with an optional 5-year extension for an additional $5 billion. CLPS 2 significantly expands the services NASA can procure, including complete payload delivery missions, direct lander acquisitions, and funded technology and payload development.

In November 2026, the Company was selected by NASA's Jet Propulsion Laboratory ("JPL") to provide spacecraft platform and system-level integration for FALCON-RADAR, an Earth observation mission that will study clouds and convection from space. The mission will fly on the IM 300 series platform and is targeted for launch no earlier than 2029.

Key Factors Affecting Our Performance

We believe that our future success and financial performance depend on several factors that present significant opportunities for our business, but also pose risks and challenges, including those discussed below and in the sections titled Part I., Item 1A. "Risk Factors" in the 2025 Annual Report on Form 10-K, and Part II., Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q.

Inflation and Macroeconomic Pressures

The global economy continues to experience volatile disruptions including to the commodity and labor markets. These disruptions have contributed to an inflationary environment which has affected, and may continue to adversely affect, the price and availability of certain products and services necessary for our operations, which in turn, has adversely impacted, and may continue to adversely impact our business, financial condition and results of operations.

We continue to monitor economic conditions and the impact of macroeconomic pressures, including repercussions from elevated interest rates, sustained inflation and recession risks, supply chain disruptions, monetary and fiscal policy measures including future actions or inactions of the United States government related to the "debt-ceiling", heightened geopolitical tensions and armed conflicts, including the ongoing war in the Ukraine and conflict in the Middle East, the current budgetary and deficit funding environment, future government shutdowns, and the political and regulatory environment (including changes as a result of policy shifts implemented by the current administration) on our business, customers, suppliers and other third parties. While rising costs and other inflationary pressures have not had a material impact on our business to date, we are monitoring the situation and assessing its impact on our business, including to our partners and customers.

U.S. trade policy continues to evolve, including through the imposition of new or increased tariffs that could impact our supply chain and our business. These trade policy decisions are outside of our control and may have consequences for our business. Changes in trade policies, such as new tariffs or increases in tariffs, or responsive measures, including retaliatory tariffs or legal challenges, could have an adverse impact on our business. Although we primarily sell our products and services to U.S. Government customers and our suppliers are primarily domestic, we have some exposure to imported materials and components. Based on current conditions, we have not experienced to date and do not expect a material

impact on our results of operations or financial condition over the next year. We will continue to monitor the evolving trade landscape and assess potential implications on our supply chain and business.

Any future U.S. government shutdown may cause our business, program performance and results of operations to be impacted by the disruptions to federal government offices, workers, and operations, including risks relating to the funding of certain programs, stop-work orders, delay in contract awards and new program starts, payments for work performed from U.S. government entities, and other actions. We may also experience similar impacts in the event of a series of short-term continuing resolutions rather than full-year fiscal year appropriations. Generally, the significance of these impacts will primarily be based on the length of any shutdown and the timing of passage of a new continuing resolution or full-year appropriations.

Our ability to expand our product and services offerings

We are in the preliminary stages of developing our full space infrastructure offerings. These services are expected to grant customers access to cislunar space and the lunar surface at lower price points than previous lunar missions. We are also working to provide data transmission services at lunar distance to include far-side connectivity, along with ancillary services that are likely to include orbital servicing, earth reentry, and payload development and manufacture.

Our growth opportunity is dependent on our ability to win lunar missions and expand our portfolio of services. Our ability to sell additional products and services to existing customers is a key part of our success, as follow-on purchases indicate customer satisfaction and decrease the likelihood of competitive substitution. To sell additional products and services to new and existing customers, we will need to continue to invest significant resources in our products and services as well as demonstrate reliability through a successful lunar landing. If we fail to make the right investment decisions, are unable to raise capital, if customers do not adopt our products and services, or if our competitors are able to develop technology or products and services that are superior to ours, our business, prospects, financial condition and operating results could be adversely affected.

We expect to make significant investments in our lunar and data programs in the short term. Although we believe that our financial resources will be sufficient to meet our capital needs in the short term, our timeline and budgeted costs for these offerings are subject to substantial uncertainty, including due to compliance requirements of U.S. federal export control laws and applicable foreign and local regulations, the impact of political and economic conditions, and the need to identify opportunities and negotiate long-term agreements with customers for these services, among other factors. Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves to pay any additional indebtedness that we may incur.

Our ability to expand spaceflight mission operations

Our success will partially depend on our ability to expand our lunar mission operations and win government contracts in 2026 and beyond. We completed the first mission in February 2024 and completed our second mission in March 2025. With binding agreements for additional launches as of September 30, 2026, we have $1.87 billion in contracted backlog, and we are in active discussions with numerous potential customers, including government agencies and private companies, to potentially add to our contracted revenue backlog. See “Key Business Metrics and Non-GAAP Financial Measures,” for information on, and definition, of backlog.

Prior to commencing missions, we must complete internal integration activities as well as launch vehicle integration with our launch provider, SpaceX. Any delays to our targeted mission launch date or in commencing our missions, including due to congestion at the pad launch site or delays in obtaining various approvals or licenses, could adversely impact our results and growth plans. As we improve production efficiency and schedule reliability and begin to launch our satellites for our lunar data network, we expect to improve our market penetration, which we believe will lead to higher revenue from both volume and mission complexity as well as increased operating leverage.

Ability to continue to capitalize on government expenditures and private enterprise investment in the space economy

Our future growth is largely dependent on our ability to continue to capitalize on increased government spending and private investment in the space economy. U.S. federal government expenditures and private enterprise investment have fueled our growth in recent years, and it has resulted in our continued ability to secure increasingly valuable contracts for products and services. An increased focus on U.S. federal government spending could unfavorably impact the space exploration sector in the future. Pressures on and uncertainty surrounding the U.S. federal government’s budget and potential changes in budgetary priorities, could adversely affect the funding for individual programs and delay purchasing decisions by our customers. If our existing programs and project pursuits are not focused on the federal government’s higher priorities, our business, prospects, financial condition and operating results could be adversely affected.

Ability to improve profit margins and scale our business

The growth of our business is dependent on our ability to improve our profit margins over time while successfully scaling our business. We intend to continue investing in initiatives to improve our operating leverage and significantly increase utilization. Our ability to achieve our production-efficiency objectives could be negatively impacted by a variety of factors including, among other things, lower-than-expected facility utilization rates, manufacturing and production cost overruns, increased purchased material costs and unexpected supply-chain quality issues or interruptions. If we are unable to achieve our goals, we may not be able to increase operating margin, which would negatively impact gross margin and profitability.

Our ability to continue to innovate

We design, build, and test our landers, satellites, spacecraft and subsystems in-house and operate at the forefront of composite structures, liquid rocket engines, guidance, navigation and control software, precision landing and hazard avoidance software, and advanced manufacturing techniques. We believe the synergy of these technologies enables greater responsiveness to the commercial and government requirements for lunar exploration. To continue establishing market share and attracting customers, we plan to continue to make substantial investments in research and development for the continued enhancements of our landers, lunar data network, and other space systems. Over time, we expect our research and development expenditures to continue to grow on an absolute basis, but remain consistent or decrease as a percent of our total revenue as we expand our service offerings.

Components of Results of Operations

Revenues

We perform work under contracts that broadly consist of fixed-price, cost-reimbursable, time-and-materials or a combination of the three. Pricing for all customers is based on specific negotiations with each customer. For a description of our revenue recognition policies, see the section titled “Critical Accounting Policies and Estimates.”

The Company’s revenue is primarily generated from fixed-price, long-term construction contracts to develop satellite systems and long-term service contracts for the delivery of payloads to the lunar surface. In order to satisfy these contracts, we undertake the engineering for the research, design, development, manufacturing, integration and sustainment of advanced technology space systems. The integration of these technologies and systems lead to an organic and integrated capability to provide lunar access on a commercial services basis. Revenue is measured based on the amount of consideration specified in a contract with the customer.

We recognize revenue when we transfer control of a promised good or service to a customer in an amount that reflects the consideration we expect to be entitled to in exchange for the good or service. Under the overtime revenue recognition model, revenue and gross profit are recognized over the contract period as work is performed based on actual costs incurred and an estimate of costs to complete and resulting total estimated costs at completion.

Revenue from long-term contracts can fluctuate from period to period largely based on the stage of the project and overall mission. These projects will typically have a ramp up period in the beginning stage and wind down as the mission nears launch date. A significant portion of the revenue (approximately 10% of the contract price) contains variable considerations which is constrained to nil for accounting purposes as it is dependent on a successful mission landing. This may cause fluctuations in future revenue, profits and cash flows.

Under cost-reimbursable contracts, the price is generally variable based upon our actual allowable costs incurred for materials, equipment, reimbursable labor hours, overhead and G&A expenses. Profit on cost-reimbursable contracts may be in the form of a fixed fee or a mark-up applied to costs incurred, or a combination of the two. The fee may also be an incentive fee based on performance indicators, milestones or targets and can be based on customer discretion or in the form of an award fee determined based on customer evaluation of the Company's performance against contractual criteria. Cost-reimbursable contracts are generally less risky because the owner/customer retains many of the project risks, however it generally requires us to use our best efforts to accomplish the scope of the work within a specified time and budget.

Cost-reimbursable contracts with the U.S. government are generally subject to the Federal Acquisition Regulation (“FAR”) and are competitively priced based on estimated or actual costs of providing the contractual goods or services. The FAR provides guidance on types of costs that are allowable in establishing prices for goods and services provided to the U.S. government and its agencies. Pricing for non-U.S. government agencies and commercial customers is based on specific negotiations with each customer.

Grant revenue

From time to time, the Company may be awarded government grants. Government grants or awards are initially recognized when there is reasonable assurance the conditions of the grant or award will be met and the grant or award will be received. After initial recognition, government grants or awards are recognized as income under revenue within the statement of operations on a systematic basis in a manner consistent with the manner in which the Company recognizes the underlying costs included in the cost of revenue within the statement of operations for which the grant or award is intended to compensate.

Cost of revenues (excluding depreciation and amortization)

Cost of revenues (excluding depreciation and amortization) consists primarily of direct material and labor costs, subcontract costs, launch services, manufacturing overhead, freight expense, and other personnel-related expenses, which include salaries, bonuses, benefits and stock-based compensation expense. We expect our cost of revenue to increase in absolute dollars in future periods as we sell more products and services. As we grow into our current capacity and execute on cost-optimization initiatives, we expect our cost of revenue as a percentage of revenue to decrease over time.

Depreciation and amortization

Depreciation consists of the depreciation of tangible fixed assets for the relevant period based on the straight-line method over the useful life of the assets. Tangible fixed assets include property and equipment. Amortization consists of the amortization of finite-lived intangibles for the relevant period based on the straight-line method over the useful life of the assets. Our finite-lived intangible assets include customer relationships and developed technology.

Research and development

Research and development ("R&D") represents costs incurred for the Company's continued enhancements of our landers, lunar data network, other space systems, and also for the development and innovation of our proprietary technology platforms. R&D costs primarily include engineering personnel salaries and benefits, subcontractor costs, materials and supplies, and other related expenses.

General and administrative expense (excluding depreciation and amortization)

Selling, general and administrative expense (excluding depreciation and amortization) consist primarily of personnel-related expenses for our sales, marketing, supply chain, finance, legal, human resources and administrative personnel, as well as the costs of customer service, information technology, professional services, insurance, travel, allocated overhead and other marketing, communications and administrative expenses. We expect to invest in our corporate organization and incur additional expenses associated with growing and operating as a public company, including increased legal and accounting costs, investor relations costs, higher insurance premiums and compliance costs.

Interest income

Interest income consists of interest income earned on cash and cash equivalent balances held by us in interest-bearing demand deposit accounts, money market funds, and certificates of deposit.

Interest expense

Interest expense is primarily incurred on the Convertible Notes as discussed in Note 10 - Debt, in addition to interest expense on our finance leases.

Change in fair value of earn-out liabilities

Earn Out Units are classified as liabilities transactions at initial issuance which were offset against paid-in capital as of the closing of the Business Combination. At each period end, the Earn Out Units are remeasured to their fair value with the changes during that period recognized in other income (expense) on the condensed consolidated statement of operations. Upon issuance and release of the shares after each Triggering Event is met, the related Earn Out Units will be remeasured to fair value at that time with the changes recognized in other income (expense), and such Earn Out Units will be reclassed to stockholders' equity (deficit) on the consolidated balance sheet. See Note 16 of the condensed consolidated financial statements for additional information on the earn-out liabilities.

Change in fair value of warrant liabilities

In connection with the Private Placement, Warrant Exercise Agreement, and the Bridge Loan Conversion, the Company has issued warrants which are classified as liabilities on our balance sheet. At each period end, the warrants are remeasured to their fair value with the changes during the period recognized in other income (expense) on our condensed consolidated statement of operations. As of September 30, 2026, only the Bridge Loan Conversion warrants remain outstanding. See Notes 13 and 16 of the condensed consolidated financial statements for additional information on the warrant liabilities.

Change in fair value of contingent consideration liabilities

In connection with the acquisition of KinetX, the purchase price included a contingent consideration if certain future events or conditions are met and required the Company to holdback a number of shares of Class A Common Stock in escrow. The holdback was accounted for as contingent consideration and recorded as a liability based on its estimated fair value as of the acquisition date. We remeasure the contingent consideration at fair value each period with changes in fair value recorded in other income (expense) on our condensed consolidated statement of operations. See Notes 3 and 16 of the condensed consolidated financial statements for additional information on the contingent consideration liabilities.

Other income, net

Other income, net primarily consists of immaterial miscellaneous income sources.

Income tax expense

Intuitive Machines, Inc. is a corporation and thus is subject to United States ("U.S.") federal, state and local income taxes. Intuitive Machines, LLC is a partnership for U.S. federal income tax purposes and therefore does not pay United States federal income tax on its taxable income. Instead, the Intuitive Machines, LLC unitholders, including Intuitive Machines, Inc., are liable for U.S. federal income tax on their respective shares of Intuitive Machines, LLC's taxable income. Intuitive Machines, LLC is liable for income taxes in those states which tax entities classified as partnerships for U.S. federal income tax purposes.

Net income (loss) attributable to redeemable noncontrolling interest

Redeemable noncontrolling interest represents the portion of Intuitive Machines, LLC that the Company controls and consolidates but does not own. The noncontrolling interest was created as a result of the Business Combination and represented the common units issued by Intuitive Machines, LLC to the prior investors. The Company allocates net income or loss attributable to the noncontrolling interest based on the weighted average ownership interest during the period. The net income or loss attributable to noncontrolling interests is reflected in the condensed consolidated statement of operations. As of September 30, 2026, the financial results of Intuitive Machines, LLC were consolidated into Intuitive Machines, Inc. and resulted in the allocation of approximately 23.7% of Intuitive Machines, LLC's net loss to noncontrolling interest.

Net income attributable to noncontrolling interest

Intuitive Machines and KBR entered into a joint venture agreement (the "OMES III JV Agreement") within Space Network Solutions to execute the OMES III contract with a profits interest of 47% for Intuitive Machines and 53% for KBR, which represents the noncontrolling interest. We have determined that the OMES III JV Agreement represents a silo within Space Network Solutions and is a standalone VIE.

Results of Operations

The following tables set forth our results of operations for the periods presented. The period-period comparison of financial results is not necessarily indicative of future results.

The following table sets forth information regarding our consolidated results of operations for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, and for the nine months ended September 30, 2026 compared to the nine months ended September 30, 2025.

	Three Months Ended September 30,			Nine Months Ended September 30,		
(in thousands)	**2026**	**2025**	**$ Change**	**2026**	**2025**	**$ Change**
Revenues:						
Product revenue	$ 215,118	$ —	$ 215,118	$ 523,407	$ —	$ 523,407
Service revenue	54,138	50,987	3,151	132,891	163,824	(30,933)
Grant revenue	92	1,450	(1,358)	5,948	1,450	4,498
Total revenues	269,348	52,437	216,911	662,246	165,274	496,972
Operating expenses:						
Cost of product revenue (excluding depreciation and amortization)	152,588	—	152,588	385,829	—	385,829
Cost of service revenue (excluding depreciation and amortization)	39,595	39,574	21	114,381	144,546	(30,165)
Cost of grant revenue (excluding depreciation and amortization)	101	1,459	(1,358)	5,962	1,459	4,503
Cost of service revenue (excluding depreciation and amortization) - affiliated companies	7,762	5,736	2,026	20,799	18,767	2,032
Total cost of revenues	200,046	46,769	153,277	526,971	164,772	362,199
Depreciation and amortization	13,180	815	12,365	41,155	2,190	38,965
Research and development	7,458	3,957	3,501	20,776	5,329	15,447
General and administrative expense (excluding depreciation and amortization)	82,913	16,315	66,598	193,930	47,119	146,811
Total operating expenses	303,597	67,856	235,741	782,832	219,410	563,422
Operating loss	(34,249)	(15,419)	(18,830)	(120,586)	(54,136)	(66,450)
Other income (expense), net:						
Interest income	2,963	4,833	(1,870)	5,870	9,752	(3,882)
Interest expense	(4,532)	(1,344)	(3,188)	(13,900)	(1,442)	(12,458)
Change in fair value of earn-out liabilities	—	—	—	—	(33,369)	33,369
Change in fair value of warrant liabilities	30,010	1,950	28,060	8,966	31,919	(22,953)
Change in fair value of contingent consideration liabilities	3,618	—	3,618	2,207	—	2,207
Other income, net	(1,164)	25	(1,189)	(1,270)	90	(1,360)
Total other income, net	30,895	5,464	25,431	1,873	6,950	(5,077)
Loss before income taxes	(3,354)	(9,955)	6,601	(118,713)	(47,186)	(71,527)
Income tax expense	—	(5)	5	(10)	(5)	(5)
Net loss	(3,354)	(9,960)	6,606	(118,723)	(47,191)	(71,532)
Net income (loss) attributable to redeemable noncontrolling interest	256	(3,445)	3,701	(32,009)	(4,944)	(27,065)
Net income attributable to noncontrolling interest	406	327	79	1,134	1,172	(38)
Net loss attributable to the Company	(4,016)	(6,842)	2,826	(87,848)	(43,419)	(44,429)
Less: Preferred dividends	(173)	(158)	(15)	(502)	(456)	(46)
Net loss attributable to Class A common shareholders	$ (4,189)	$ (7,000)	$ 2,811	$ (88,350)	$ (43,875)	$ (44,475)

Product and services revenues

The following provides a summary of the significant contracts and estimated mission launch dates for each lunar payload mission impacting our results of operations:

- The NASA payload contract for the IM-3 mission was awarded in November 2021. Total IM-3 mission estimated revenue under fixed-priced contracts is $91.3 million (excluding constrained revenue of $9.7 million) as of September 30, 2026. The IM-3 period of performance runs through March 2027.

- The NASA payload contract for the IM-4 mission was awarded in August 2024. Total IM-4 mission estimated revenue under fixed-priced contracts is $124.5 million (excluding constrained revenue of $16.2 million) as of September 30, 2026. The IM-4 period of performance runs through August 2028.

- The fifth NASA payload contract, the IM-6 mission was awarded in March 2026 and has an estimated revenue under fixed-priced contracts of $160.1 million (excluding constrained revenue of $18.3 million) as of September 30, 2026. The IM-6 period of performance runs through May 2031.

- The sixth NASA payload contract, the IM-5 mission was awarded in June 2026 and has an estimated revenue under a fixed-priced contract with a base-period value of $68.6 million as of September 30, 2026. The contract also includes a customer option period with a value of $79.7 million and a performance incentive of up to $15.0 million. As of September 30, 2026, the option period has not been exercised by the customer. The IM-5 base-period of performance runs through August 2027.

Comparison of three months ended September 30, 2026 and 2025

Total revenue increased by $216.9 million for the three months ended September 30, 2026 compared to the same period in 2025. The increase was primarily attributable to the January 2026 acquisition of Lanteris, which contributed $215.1 million in revenue during the quarter, consisting of $92.9 million from commercial satellite contracts, $67.6 million from national security contracts, and $54.5 million from civil contracts.

For the three months ended September 30, 2026, revenue from CLPS mission contracts increased slightly by $1.1 million compared to the same period in 2025. The increase was primarily driven by revenue recognized on contracts awarded in 2026 for the IM-5 and IM-6 missions of $12.9 million and $0.4 million, respectively. These increases were partially offset by a $5.1 million decrease in revenue from the IM-4 mission, primarily due to an unfavorable change in estimated contract costs associated with fulfilling payload customer obligations; a $5.5 million decrease from the IM-2 mission, which was completed in 2025; and a $1.5 million decrease from the IM-3 mission as it prepares for its upcoming launch. Revenue from various other contracts and engineering services increased by a net $0.7 million.

Comparison of nine months ended September 30, 2026 and 2025

Total revenue increased by $497.0 million for the nine months ended September 30, 2026 compared to the same period in 2025. The increase was primarily attributable to the January 2026 acquisition of Lanteris, which contributed $523.4 million in revenue, consisting of $220.6 million commercial satellite contracts, $172.9 million from national security contracts, and $130.0 million from civil contracts.

For the nine months ended September 30, 2026, revenue from CLPS mission contracts decreased by $12.3 million compared to the same period in 2025. The decrease was primarily attributable to the completion of the IM-2 mission in 2025, which contributed $18.3 million in revenue during the prior-year period, as well as revenue decreases of $3.3 million and $4.9 million from the IM-3 and IM-4 missions, respectively. These decreases were partially offset by revenue from contracts awarded in 2026 for the IM-5 and IM-6 missions of $12.9 million and $1.2 million, respectively.

Revenue from the LTV contract decreased by $12.8 million following its completion in the second quarter of 2025, while revenue from the NSN contract declined by $8.9 million, primarily due to schedule delays and an unfavorable change in the EAC. These decreases were partially offset by a net increase of $7.5 million from various other contracts and engineering services.

Cost of revenue (excluding depreciation and amortization)

Comparison of three months ended September 30, 2026 and 2025

Total cost of revenue increased by $153.3 million, for the three months ended September 30, 2026 compared to the same period in 2025. This increase was primarily attributable to the January 2026 acquisition of Lanteris, which incurred $152.6 million in costs during the quarter consisting of $74.6 million related to product costs for commercial satellite contracts, $53.8 million for national security contracts, and $24.2 million for civil contracts.

For the three months ended September 30, 2026, cost of revenue associated with the CLPS mission contracts increased by $5.5 million compared to the same period in 2025. The increase was primarily attributable to costs incurred under contracts awarded in 2026 for the IM-5 and IM-6 missions of $8.5 million and $0.9 million, respectively. These increases were partially offset by a $3.8 million decrease in cost of revenue associated with the IM-4 mission. Cost of revenue associated with various other contracts and engineering services decreased by approximately $4.8 million.

As of September 30, 2026, the IM-3 and IM-4 contracts were in a loss position. Compared to the same period in 2025, accrued contract losses for the three months ended September 30, 2026, increased by approximately $1.6 million for IM-3 and $0.8 million for IM-4.

Comparison of nine months ended September 30, 2026 and 2025

Total cost of revenue increased by $362.2 million for the nine months ended September 30, 2026, compared to the same period in 2025. The increase was primarily attributable to the January 2026 acquisition of Lanteris, which incurred $385.8 million in costs, consisting of $168.7 million related to product costs for commercial satellite contracts, $139.0 million for national security contracts, and $78.1 million for civil contracts.

For the nine months ended September 30, 2026, cost of revenue associated with the CLPS mission contracts decreased by $2.2 million compared to the same period in 2025. The decrease was primarily attributable to a $9.3 million reduction in cost of revenue for the IM-2 mission, as the mission was completed in March 2025, and an $11.9 million reduction for the IM-3 mission as higher EAC adjustments were recorded in 2025. These decreases were partially offset by a $9.1 million increase in cost of revenue for the IM-4 mission, driven by higher costs to meet payload customer obligations, as well as costs incurred under contracts awarded in 2026 for the IM-5 and IM-6 missions of $8.5 million and $1.4 million, respectively.

As of September 30, 2026, the IM-3 and IM-4 contracts were in a loss position. For the nine months ended September 30, 2026, accrued contract losses for the IM-3 mission decreased by approximately $10.5 million compared to the same period in 2025. This decrease was partially offset by a $14.2 million increase in accrued contract losses for the IM-4 mission, for the reasons discussed above.

Cost of revenue decreased by $12.8 million on the LTV contract, as the contract was completed in the second quarter of 2025; by $5.4 million on the OMES III contract, due to NASA's cancellation of the OSAM project; and by $3.6 million on the NSN contract, due to schedule delays. These decreases were partially offset by a $0.5 million increase in cost of revenue associated with various engineering services.

Research and development

Research and development increased by $3.5 million and $15.4 million for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. These increases were primarily attributable to investments in initiatives focused on expanding the Company's product and service capabilities.

General and administrative expense (excluding depreciation and amortization)

General and administrative expense (excluding depreciation and amortization) ("G&A") increased by $66.6 million and $146.8 million for the three and nine months ended September 30, 2026, respectively, compared to the same periods in 2025. These increases were primarily driven by investments in the Company's workforce and business infrastructure to support ongoing operations and business development, as well as investments in information technology to enhance corporate and operational processes and systems and research and development initiatives to expand the Company's product and service capabilities. Additionally, the increases reflect the impact of the Company's acquisition of Lanteris on January 13, 2026. The components of these increases are summarized below.

The $66.6 million increase for the three months ended September 30, 2026, compared to the same period in 2025, was primarily attributable to higher employee compensation and benefits expense of $20.8 million and increased non-cash share-based compensation expense of $9.2 million. Additionally, professional services increased by $18.8 million, primarily driven by higher accounting, legal, and other consulting fees. Other increases included business development expenses of $2.3 million, software license fees of $1.8 million, credit loss expense of $9.5 million, and various other administrative costs of $4.4 million.

The $146.8 million increase for the nine months ended September 30, 2026, compared to the same period in 2025, was primarily attributable to increases in employee compensation and benefits expense of $50.8 million and non-cash share-based compensation expense of $23.2 million. Additionally, professional services increased by $41.8 million, primarily driven by higher accounting, legal, and other consulting fees. Other increases included business development expenses of $6.8 million, software license fees of $4.7 million, credit losses of $9.8 million, and various other administrative costs of $9.8 million.

Other income (expense), net

Total other income, net favorable change of $25.4 million for the three months ended September 30, 2026 compared to the same period in 2025 was primarily due to favorable changes in the fair value of warrant liabilities of $28.1 million and contingent consideration liabilities of $3.6 million, and miscellaneous other income of $(1.2) million partially offset by higher interest expense mostly related to the Convertible Notes of $3.2 million, reduction in interest income of $1.9 million.

Total other income, net unfavorable change of $5.1 million for the nine months ended September 30, 2026 compared to the same period in 2025 was primarily due to the unfavorable change in the fair value of warrant liabilities of $23.0 million, higher interest expense mostly related to the Convertible Notes of $12.5 million, and reduction in interest income of $3.9 million, partially offset by the $33.4 million favorable changes in the fair value of earn out liabilities as the earn out units fully vested during the first quarter of 2025 and contingent consideration liabilities of $2.2 million, and miscellaneous other income of $(1.4) million.

Key Business Metrics and Non-GAAP Financial Measures

We monitor the following key business metrics and non-GAAP financial measures that assist us in evaluating our business, measuring our performance, identifying trends and making strategic decisions.

Backlog

We define backlog as our total estimate of the revenue we expect to realize in the future as a result of performing work on customer commitments established through legally binding contractual arrangements or other binding customer authorizations, less the amount of revenue we have previously recognized. We monitor our backlog because we believe it is a forward-looking indicator of potential sales which can be helpful to investors in evaluating the performance of our business and identifying trends over time.

In connection with the Lanteris acquisition, we reassessed our backlog policy to reflect the broader range of contractual arrangements and binding customer authorizations utilized across our combined business. We generally include total expected revenue in backlog when management concludes that a customer has made a substantive commercial commitment to a defined scope of work under a legally binding contractual arrangement or other binding customer authorization. Management considers whether the scope of work and pricing are substantially defined, the customer has authorized performance, and remaining contractual or administrative steps are not expected to materially change the overall commercial economics of the program.

Our backlog does not include any estimate of future potential orders that might be awarded under government-wide acquisition contracts, agency-specific indefinite delivery/indefinite quantity contracts or other multiple-award contract vehicles, nor does it include option periods that have not been exercised by the customer or opportunities for which a substantive customer commitment has not been established. Nearly all government contracts allow customers to terminate the agreement at any time for convenience. Management reassesses backlog each reporting period based on changes in contractual status and other relevant facts and circumstances.

The following table presents our backlog as of the periods indicated:

(in thousands)	September 30, 2026	December 31, 2025
Backlog	$ 1,866,758	$ 213,070

Orders comprising backlog as of a given balance sheet date are typically invoiced in subsequent periods. As of September 30, 2026, we expect to recognize approximately 13%-15% of our backlog over the remainder of 2026, approximately 40%-45% over the subsequent twelve months of 2027 and the remaining thereafter. Our backlog could experience volatility between periods, including as a result of customer order volumes and the speed of our fulfillment, which in turn may be impacted by the nature of products and services ordered, the amount of inventory on hand to satisfy orders and the necessary development and manufacturing lead time required to satisfy certain orders.

Backlog increased by approximately $1.65 billion as of September 30, 2026, compared to December 31, 2025. This increase includes $612.8 million of acquired backlog from the January 2026 Lanteris acquisition and $31.7 million from the August 2026 Goonhilly acquisition, as well as $1.77 billion in new awards. The new awards were primarily driven by a multi-satellite program supporting three commercial satellites, Space Development Agency Proliferated Warfighter Space Architecture tranche 3 tracking layer, Accelerated Missile Defense Tranche 3 ("AMDT3") constellation, NASA's Jet Propulsion Laboratory Explorer for Artemis Geology, Lunar, and Earth – Visible to Shortwave Infrared (“EAGLE-VSWIR”), and Hartford, two IM 300™ series platforms for a National Security Space application. Additionally, we recognized new awards or expanded contract values for the IM-5 and IM-6 missions, the NSN contract, and various other contract awards. These increases were partially offset by continued performance on existing contracts of $662.2 million, and several adjustments of $94.7 million primarily related to the descoping of the remaining Power Propulsion Element (“PPE”) contract as well as partial descoping of a rideshare contract associated with the IM-4 mission.

As of September 30, 2026, our backlog of $1.87 billion exceeded our remaining performance obligations of $1.00 billion as reported in Note 4 - Revenue to our unaudited condensed consolidated financial statements. The difference of $862.5 million was primarily related to approximately $586.8 million recorded in backlog related to the multi-satellite program discussed above, $226.8 million in backlog related to the funded value of various contracts where revenue is recognized when services are performed and contractually billable and therefore not included in remaining performance obligations, and $48.9 million of variable consideration associated with constrained revenue.

Non-GAAP Financial Measures

Adjusted EBITDA

Adjusted EBITDA is a key performance measure that our management team uses to assess our operating performance. We calculate Adjusted EBITDA as net income (loss) excluding results from non-operating sources including interest income, interest expense, transaction and integration costs related to acquisitions, non-recurring legal expenses, share-based compensation, change in fair value instruments, gain or loss on issuance of securities, depreciation, impairment of property and equipment, and provision for income taxes.

We present Adjusted EBITDA because we believe it is helpful in highlighting trends in our operating results and because it is frequently used by analysts, investors, and other interested parties to evaluate companies in our industry.

Adjusted EBITDA has limitations as an analytical measure, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

- Adjusted EBITDA does not reflect interest income or interest expense from cash deposits, loans, or investments, transaction and integration costs related to acquisitions, certain legal settlement expenses or other non-operating gains and losses, which may represent an increase to or reduction in cash available to us;
- Adjusted EBITDA does not consider the impact of share-based compensation expense, which is expected to continue to be part of our compensation strategy;
- Adjusted EBITDA does not consider the impact of change in fair value of earn-out liabilities, change in fair value of warrant liabilities, change in fair value of contingent consideration liabilities, loss on issuance of securities, or impairment of property and equipment, that we do not consider to be routine in nature for the ongoing financial performance of our business;

- Adjusted EBITDA excludes non-cash charges for depreciation of property and equipment, and although the assets being depreciated may have to be replaced in the future, Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements; and
- Adjusted EBITDA does not reflect provisions for income taxes, which may represent a reduction in cash available to us.

Other companies, including companies in our industry, may calculate Adjusted EBITDA differently, which reduces its usefulness as a comparative measure. Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net income (loss) and our other U.S. GAAP results.

The following table presents a reconciliation of net loss, the most directly comparable financial measure presented in accordance with U.S. GAAP, to Adjusted EBITDA.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**	**2026**	**2025**
Net loss	$ (3,354)	$ (9,960)	$ (118,723)	$ (47,191)
Adjusted to exclude the following:				
Income tax expense	—	5	10	5
Depreciation and amortization	13,180	815	41,155	2,190
Interest income	(2,963)	(4,833)	(5,870)	(9,752)
Interest expense	4,532	1,344	13,900	1,442
Transaction and integration costs related to acquisitions	9,574	—	37,471	—
Non-recurring legal expense	10,304	—	10,304	—
Share-based compensation expense	10,610	1,416	29,943	6,780
Change in fair value of earn-out liabilities	—	—	—	33,369
Change in fair value of warrant liabilities	(30,010)	(1,950)	(8,966)	(31,919)
Change in fair value of contingent consideration liabilities	(3,618)	—	(2,207)	—
Adjusted EBITDA	$ 8,255	$ (13,164)	$ (2,983)	$ (45,076)

Beginning in the third quarter of 2026, the Company discontinued its historical adjustment for Other Income (Loss) in calculating Adjusted EBITDA, as management determined that the underlying items did not warrant exclusion from the measure. Prior-period amounts have been recast to conform to the current presentation. The impact of this change on previously reported Adjusted EBITDA was not material.

Free Cash Flow

We define free cash flow as net cash (used in) provided by operating activities less purchases of property and equipment. We believe that free cash flow is a meaningful indicator of liquidity that provides information to management and investors about the amount of cash generated from operations that, after purchases of property and equipment, can be used for strategic initiatives, including continuous investment in our business and strengthening our balance sheet.

Free Cash Flow has limitations as a liquidity measure, and you should not consider it in isolation or as a substitute for analysis of our cash flows as reported under U.S. GAAP. Some of these limitations are:

- Free Cash Flow is not a measure calculated in accordance with U.S. GAAP and should not be considered in isolation from, or as a substitute for financial information prepared in accordance with U.S. GAAP.
- Free Cash Flow may not be comparable to similarly titled metrics of other companies due to differences among methods of calculation.
- Free Cash Flow may be affected in the near to medium term by the timing of capital investments, fluctuations in our growth and the effect of such fluctuations on working capital and changes in our cash conversion cycle.

The following table presents a reconciliation of net cash used in operating activities, the most directly comparable financial measure presented in accordance with U.S. GAAP, to free cash flow:

	Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**
Net cash used in operating activities	$ (45,706)	$ (7,023)
Purchases of property and equipment	(66,641)	(25,987)
Free cash flow	$ (112,347)	$ (33,010)

Liquidity and Capital Resources

Since inception, we have funded our operations through internally generated cash on hand, proceeds from sales of our capital stock, proceeds from warrant exercises, and our proceeds from the issuance of bank debt and Convertible Notes. We assess our liquidity in terms of our ability to generate adequate amounts of cash to meet current and future needs. Our expected primary uses of cash on a short and long-term basis are for working capital requirements, general corporate purposes, and capital expenditures as well as research and development efforts and potential mergers and acquisitions. Our primary working capital requirements are for project execution activities including purchases of materials, subcontracted services and payroll which fluctuate during the year, driven primarily by the timing and extent of activities required on new and existing projects. Our capital expenditures are primarily related to machinery and equipment, computers and software, and leasehold improvements for general corporate and operational purposes. We expect construction in progress to continue to increase as we develop data relay satellites and ground networks associated with our Data Transmission Services business.

As of September 30, 2026, we had cash and cash equivalents of $463.8 million and working capital of $273.3 million. The Company invests excess cash in highly-liquid, low risk interest-bearing demand deposit accounts, money market funds, and certificates of deposits, all of which are with major financial institutions.

Goonhilly Acquisition

On August 3, 2026, the Company completed the Goonhilly Acquisition by acquiring all of the issued and outstanding shares of Goonhilly Earth Station Limited, a ground station and satellite communications company incorporated in England and Wales (the "UK Acquisition"), and all of the issued and outstanding membership interests of COMSAT LLC, formerly Goonhilly Inc., (the "US Acquisition"). The aggregate consideration transferred at the closing of the acquisition was $32.2 million, consisting of $20.4 million in cash, $0.1 million of retention bonuses deemed to be part of consideration, and the issuance of 960,649 shares of the Company's Class A Common Stock valued at $11.7 million based on the acquisition-date opening stock price of $12.21. The Company funded the cash consideration using cash on hand. See Note 3 - Acquisitions for more information on the acquisition of Goonhilly.

Lanteris Acquisition

On January 13, 2026, the Company completed the acquisition of the 100% of the issued and outstanding membership interests of Lanteris Space Holdings LLC (“Lanteris”), previously known as Maxar Space Systems, a spacecraft manufacturer, from Advent International LLC. The aggregate consideration for the acquisition is $853.3 million, consisting of $405.6 million in cash plus $43.7 million of transaction bonuses deemed to be part of consideration and the issuance of 22,991,028 shares of the Company’s Class A Common Stock valued at $404.0 million, based on the acquisition date closing stock price of $17.57. The Company funded the cash consideration using cash on hand. See Note 3 - Acquisitions for more information on the acquisition of Lanteris.

Orbital Receivables Purchase Facility

In connection with the Lanteris acquisition, the Company entered into a Waiver, Consent, Amendment and Assignment Agreement with ING Belgium NV/SA (“ING”) and certain affiliates of Lanteris, pursuant to which the Company became a guarantor under the Amended and Restated Receivables Purchase Agreement (the “Orbital Receivables Purchase Facility”). Under the facility, through December 1, 2026, ING may purchase certain orbital payment receivables of Lanteris on a discretionary, transaction-by-transaction basis, up to an aggregate maximum of $250.0 million. If a customer prepays a receivable that has been purchased by ING, Lanteris is required to make a contractual make-whole payment based on a net present value formula. The Company expects the Orbital Receivables Purchase Facility to continue to support Lanteris’ working capital and liquidity needs. For further discussion on the orbital receivables, refer to Note 5 - Trade and Other Receivables, net.

February 2026 Securities Purchase Agreement

On February 27, 2026, the Company completed the issuance and sale to the Investors of 11,574,069 shares of the Company's Class A Common Stock at a price of $15.12 per share for an aggregate purchase price of $175.0 million pursuant to the terms of a definitive securities purchase agreement (the "Securities Purchase Agreement"), and incurred related transaction costs of $7.5 million. Refer to Note 12 for additional information on this issuance.

ATM Program

On June 2, 2026, the Company entered into a Sales Agreement (as defined in Note 12) with the selling agents named therein pursuant to which the Company may, from time to time, offer and sell shares of Class A Common Stock for aggregate gross proceeds of up to $500.0 million pursuant to an at-the-market financing facility (the "ATM Program"). During the second and third quarters of 2026, the Company raised approximately $331.8 million net of $5.2 million in commissions and transaction fees. Refer to Note 12 for additional information on the ATM Program and Note 2 for additional information on the related transaction costs.

Management believes that the cash and cash equivalents as of September 30, 2026 and the liquidity provided from the proceeds of the issuance of securities pursuant to the ATM Program and the February 2026 Securities Purchase Agreement, and the issuance of the Convertible Notes (defined in Note 10 - Debt), will be sufficient to fund its operating and capital requirements and execute its business plan through at least the twelve-month period from the date the unaudited condensed consolidated financial statements are issued.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Nine Months Ended September 30,	
(in thousands)	**2026**	**2025**
Net cash used in operating activities	$ (45,706)	$ (7,023)
Net cash used in investing activities	$ (531,528)	$ (25,987)
Net cash provided by financing activities	$ 468,876	$ 447,378

Cash Flows for the nine months ended September 30, 2026 and 2025

Operating Activities

During the nine months ended September 30, 2026, our operating activities used $45.7 million of net cash as compared to $7.0 million of net cash used during the nine months ended September 30, 2025. Changes in operating assets and liabilities, which consist primarily of working capital balances for our projects may vary and are impacted by the stage of completion and contractual terms of projects. The primary components of our working capital accounts are trade accounts receivable, contract assets, accounts payable, and contract liabilities. In addition, the changes in operating activities were impacted by the recent acquisition of Lanteris in January 2026.

Investing Activities

During the nine months ended September 30, 2026, net cash used in investing activities totaled $531.5 million, compared to $26.0 million during the same period in 2025, representing an increase of $505.5 million. The increase was primarily attributable to the January 2026 acquisition of Lanteris for approximately $447.1 million, net of cash acquired, and the August 2026 acquisition of Goonhilly for $17.8 million, net of cash acquired. Additionally, capital expenditures totaled $66.6 million, and increase of $40.7 million compared to the same period in 2025, primarily related to the fabrication and development of commercial communications satellites and its navigation network.

Financing Activities

During the nine months ended September 30, 2026, financing activities provided $468.9 million of net cash as compared to $447.4 million of net cash provided during the nine months ended September 30, 2025.

During 2026, our financing activities primarily included $331.2 million and $167.5 million, respectively, in net proceeds from the issuance of securities under the ATM Program and the Securities Purchase Agreement, as further described in Note 12 - Mezzanine Equity and Equity to our condensed consolidated financial statements. These net proceeds were

slightly offset by the settlement of the securitization facility for $18.7 million (as further described in Note 10 - Debt to our condensed consolidated financial statements), $1.5 million in net activity related to our share-based awards and $0.7 million in distributions to noncontrolling interests.

Financing activities for 2026 also included an $8.9 million repayment of an intercompany loan assumed in connection with the Goonhilly Acquisition. This repayment was contemplated in the negotiated debt-free transaction structure and represented the settlement of an acquired obligation rather than additional acquisition consideration. Accordingly, the repayment is reflected in financing activities rather than cash used in investing activities for business acquisitions.

During 2025, our financing activities primarily included $176.6 million in proceeds from the exercise of warrants, partially offset by $20.7 million for share repurchase, and $4.8 million in net activity related to our share-based awards.

Contractual Obligations and Commitments

The following table presents our significant contractual obligations and commitments as of September 30, 2026 (in thousands):

		Payments Due					
	Total	Remainder of 2026	2027	2028	2029	2030	Thereafter
Operating lease obligations[1]	$ 338,112	$ 11,728	$ 22,007	$ 21,460	$ 21,227	$ 18,651	$ 243,039
Finance lease obligations[1]	36	7	21	8	—	—	—
Purchase commitments[2]	41,621	8,349	33,272	—	—	—	—
Total	**$ 379,769**	**$ 20,084**	**$ 55,300**	**$ 21,468**	**$ 21,227**	**$ 18,651**	**$ 243,039**

(1) Represents the undiscounted payments for lease arrangements for certain facilities and equipment with various expiration dates through 2048.

(2) From time-to-time, we enter into long-term commitments with vendors to purchase launch services and for the development of certain components in conjunction with our obligations under revenue contracts with our customers. This represents our significant remaining purchase obligations under non-cancelable commitments.

Lunar Production and Operations Center Expansion

In July 2025, we executed an amendment to our ground lease agreement to expand our Lunar Production and Operations Center (“LPOC”) at the Houston Spaceport at Ellington Airport. The expansion calls for an additional investment of approximately $12.6 million by the Company for the construction of new production and testing facilities, plus support infrastructure, to scale our lunar lander assembly, Earth-reentry systems, Lunar Terrain Vehicle development, and NASA’s Near Space Network Services. The amendment expands the total leased project site by an additional tract of approximately 3.0 acres. The amendment extends the lease term from 20 years to 25 years (ending October 2048), with three optional renewal periods of 5 years each, and reduces the right-of-use assets and liabilities by approximately $7.1 million. The Company accounted for this amendment as a lease modification by remeasuring the right-of-use assets and liabilities as of the effective date. Should construction costs exceed the estimated expansion investment, the Company will consider and account for the excess as variable lease payments or, if the excess costs is significant, the Company will remeasure the lease liability and right-of-use asset. Furthermore, the amendment includes lease components that have not yet commenced. The Company expects to recognize additional lease liabilities of approximately $7.9 million as the expansion phases are completed in 2026.

Palo Alto Campus - Lease Amendment

In July 2026, the Company executed an amendment to the lease agreement for its Palo Alto, California facility that supports spacecraft design, systems engineering, and program management. The amendment extended the lease term by 17 years through July 2043 with an option to extend for an additional 10 years through July 2053, resulting in estimated remeasured right-of-use asset and lease liability of $108.1 million. Under the prior lease terms, the facility lease would have expired in at the end of 2033 if the Company executed an option. The amendment provides long-term facility certainty and supports strategic objectives of avoiding relocation costs, maintaining production stability, and retaining access to engineering and technical talent available in the Silicon Valley area. Base rent under the amended lease continues at previously contracted rates through 2029 with annual escalations of approximately 3% thereafter.

Tax Receivable Agreement

See Note 11 - Income taxes of the condensed consolidated financial statements for information regarding our tax receivable agreement.

Debt

For disclosures regarding the Convertible Notes and Stifel Loan Agreement, refer to Note 10 - Debt in the condensed consolidated financial statements.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

We believe that the following accounting policies involve a high degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of our operations. Significant accounting policies employed by us, including the use of estimates, are presented in Note 2 - Summary of Significant Accounting Policies to our condensed consolidated financial statements included elsewhere in this Quarterly Report and our audited consolidated financial statements as of and for the years ended December 31, 2025 and 2024 contained in our Annual Report on Form 10-K, filed with the SEC on March 19, 2026.

The preparation of our condensed consolidated financial statements and related disclosures requires us to make estimates and judgements that affect the amounts reported in those financial statements and accompanying notes. Although we believe that the estimates we use are reasonable, due to the inherent uncertainty involved in making those estimates, actual results reported in future periods could differ from those estimates.

Revenue Recognition

We recognize revenue in accordance with ASC 606, Revenue from Contracts with Customers. Our revenue is primarily generated from long-term construction contracts and the progress on long-term lunar mission contracts and engineering services for the research, design, development, and manufacturing of advancement technology aerospace system.

Revenue is measured based on the amount of consideration specified in a contract with a customer. Revenue is recognized when and as our performance obligations under the terms of the contract are satisfied which generally occurs with the transfer of services to the customer. For each long-term contract, we determine the transaction price based on the consideration expected to be received. We allocate the transaction price to each distinct performance obligation to deliver a good or service, or a collection of goods and/or services, based on the relative standalone selling prices.

For most of our business, where performance obligations are satisfied due to the continuous transfer of control to the customer, revenue is recognized over time. Where the customer contracts with us to provide a significant service of integrating a complex set of tasks and components into a single project or capability, those contracts are accounted for as single performance obligations. We recognize revenue generally using the cost-to-cost method, based primarily on contract costs incurred to date compared to total estimated contract costs at completion. This method is deemed appropriate in measuring performance towards completion because it directly measures the value of the goods and services transferred to the customer. For services contracts, cost estimates at completion generally include direct labor, direct materials and subcontract costs. For satellite construction contracts (products), cost estimates at completion also include certain overhead allocations which may include facilities, information technology, insurance and various other costs. Billing timetables and payment terms on our contracts vary based on a few factors, including the contract type. Typical payment terms under fixed-price contracts provide that the customer pays either performance-based payment based on the achievement of contract milestones or progress payments based on a percentage of costs we incur.

Due to the nature of the work required to be performed on many of our performance obligations, the estimation of total revenue and cost at completion (the process described below in more detail) is complex and subject to many variables and requires significant judgment. The consideration to which we are entitled on our long-term contracts may include both fixed and variable amounts. Variable amounts can either increase or decrease the transaction price.

We include estimated amounts of variable consideration in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is

resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the contract price are based largely on an assessment of our anticipated performance and all information (historical, current and forecasted) that is reasonably available to us. We reassess the amount of variable consideration each accounting period until the uncertainty associated with the variable consideration is resolved. Changes in the assessed amount of variable consideration are accounted for prospectively as a cumulative adjustment to revenue recognized in the current period.

When changes are required for the estimated total revenue on a contract, these changes are recognized on a cumulative catch-up basis in the current period. A significant change in one or more estimates could affect the profitability of one or more of our performance obligations. If estimates of total costs to be incurred exceed estimates of total consideration the Company expects to receive, a provision for the remaining loss on the contract is recorded in the period in which the loss becomes evident.

Satellite construction contracts may include performance incentives whereby payment for a portion of the purchase price is contingent upon in-orbit performance of the satellite. These performance incentives are structured in two forms. As a warranty payback, the customer pays the entire amount of the performance incentive during the period of the satellite construction and such incentives are subject to refund if satellite performance does not achieve certain predefined operating specifications. As an orbital receivable, the customer makes payment of performance incentives over the estimated in-orbit life of the satellite. Performance incentives, whether warranty payback or orbital receivables, are included in revenue during the construction period to the extent it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Amounts attributable to the financing element of post-launch payments are recorded as revenue over the incentive period. A portion of performance incentives may be allocated to services in the post-launch period if a separate performance obligation for such services has been determined to exist within the contract. In addition to the in-orbit performance incentives, satellite construction contracts may include liquidated damages clauses. Liquidated damages can be incurred on
programs as a result of delays due to slippage or for programs which fail to meet all milestone requirements as outlined within the contractual arrangements with customers. Losses related to liquidated damages result in a reduction of revenue recognized and are recorded in the period in which, based on available facts and circumstances, management believes it is probable that liquidated damages will be incurred and enforced.

Business Combination

The Company uses the acquisition method of accounting for business combinations and recognizes assets acquired and liabilities assumed measured at their fair values on the date acquired. The allocation of the purchase price in a business combination requires management to make significant estimates in determining the fair value of acquired assets and assumed liabilities, especially with respect to intangible assets. The excess of the purchase price in a business combination over the fair value of the assets acquired and liabilities assumed is recorded as goodwill. The determination of fair values of identifiable assets and liabilities requires estimates and the use of valuation techniques when fair value is not readily available and requires management judgment.

When determining the fair value of the assets and liabilities of an acquired business, we make judgments and estimates using all available information to us including, but not limited to, quoted market prices, carrying values, expected future cash flows, which includes consideration of future growth rates and margins, attrition rates, future changes in technology and brand awareness, loyalty and position and discount rates. We engage third-party appraisal firms when appropriate to assist in the fair value determination of intangible assets. The purchase price allocation recorded in a business combination may change during the measurement period, which is a period not to exceed one year from the date of acquisition, as additional information about conditions existing at the acquisition date becomes available. Our purchase price allocation related to the acquisition of Goonhilly, Lanteris, and KinetX is discussed in Note 3 - Acquisitions in the accompanying condensed consolidated financial statements.

Goodwill and Intangible Assets

We test goodwill for impairment annually as of October 1 and on an interim basis if events or circumstances indicate that impairment may exist. Finite-lived intangible assets are evaluated for recoverability, together with other long-lived assets at the appropriate asset-group level, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Indicators of impairment include, but are not limited to, a significant deterioration in overall economic conditions, a decline in our market capitalization, the loss of significant business, significant decreases in funding for our contracts, or other significant adverse changes in industry or market conditions.

We test goodwill for impairment at the reporting unit level based on our reporting structure. Reporting units are identified at the operating segment level or one level below, based on our organizational structure and the financial information regularly reviewed by segment management. In connection with our recent acquisitions, we are reassessing our reporting unit structure for purposes of our annual goodwill impairment testing as of October 1, 2026. This assessment has not yet been finalized. We have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. The qualitative assessment includes a review of business changes, economic outlook, financial trends and forecasts, growth rates, industry data, market capitalization, and other relevant qualitative factors. If the qualitative assessment indicates that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, a quantitative test is required.

In connection with the recent acquisitions of KinetX in October 2025, Lanteris in January 2026, and Goonhilly in August 2026, the Company initially recognized goodwill and intangible assets in our condensed consolidated financial statements. As of September 30, 2026, the Company had not identified any events or changes in circumstances indicating that the carrying amounts of its finite-lived intangible assets may not be recoverable, and accordingly, no interim impairment testing was required for these assets. No impairment charges related to goodwill or intangible assets were recognized during the three and nine months ended September 30, 2026. See Note 3 - Acquisitions and Note 8 - Goodwill and Intangible Assets, net for more information on our goodwill and intangible assets recognized in connection with the acquisitions of KinetX, Lanteris and Goonhilly.

Emerging Growth Company

We are an “emerging growth company” (“EGC”), as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, (the “JOBS Act”), and may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statements with another public company which is either not an emerging growth company or an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates, foreign currency exchange rates, and inflation.

Interest Rate Risk

We had cash and cash equivalents and restricted cash totaling approximately $477.0 million as of September 30, 2026. Our cash and cash equivalents consist of highly liquid interest bearing overnight sweep and demand deposit accounts, and are held for purposes of working capital and strategic business investments. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk. As of September 30, 2026, a hypothetical 10% relative change in interest rates would not have a material impact on our unaudited condensed consolidated financial statements.

In August 2025, we issued $345.0 million aggregate principal amount of 2.500% Convertible Notes (as defined in Note 10 - Debt in the unaudited condensed consolidated financial statements contained elsewhere in this Quarterly Report) and the full amount was outstanding as of September 30, 2026. We carry the Convertible Notes at face value less the unamortized debt discount and issuance costs on our condensed consolidated balance sheets. The Convertible Notes have a fixed interest

rate; therefore, we have no financial statement risk associated with changes in interest rates with respect to the Convertible Notes. The fair value of the Convertible Notes changes when the market price of our stock fluctuates or market interest rates change.

Foreign Currency Risk

Our revenue and expenses are mostly denominated in U.S. dollars and we have not had material foreign currency risk nor recognized foreign exchange gains or losses to date. We believe our exposure to foreign currency fluctuation from operating expenses is immaterial as the related costs do not constitute a significant portion of our total expenses. As such, we currently do not engage in forward contracts or other derivatives in foreign currencies to limit our exposure on non-U.S. dollar transactions. As we grow operations, our exposure to foreign currency risk may become more significant, and we will consider methods to limit our exposure on non-U.S. dollar transactions.

Impact of Inflation

Inflationary factors, such as increases in the cost of our materials, supplies, and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, we may experience some effect if inflation rates continue to rise. Significant adverse changes in inflation and costs in the future could result in material losses.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of September 30, 2026, due to the material weakness in internal control over financial reporting described below.

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving their desired control objectives.

Material Weakness in Internal Control Over Financial Reporting

In connection with our ongoing evaluation of the purchase accounting associated with Lanteris Acquisition, management identified deficiencies during the three months ended September 30, 2026. Based on these findings and management’s evaluation of these deficiencies in combination with deficiencies previously identified in the purchase accounting review process, management concluded that a material weakness in internal control over financial reporting existed as of September 30, 2026

The material weakness relates to the timing and precision of management's review of significant purchase accounting inputs, calculations and outputs, including the completeness and accuracy of amounts reflected in the acquisition-date opening balance sheet and consolidated financial statements, as well as technical accounting matters. Specifically, certain review controls did not operate at a sufficient level of precision or on a sufficiently timely basis to identify errors in valuation model inputs and calculations, significant valuation assumptions, the transfer of valuation results into the acquisition-date opening balance sheet, and the completeness and accuracy of schedules underlying acquired assets and assumed liabilities.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management determined that the identified deficiency constituted a material weakness because the ineffective review controls could result in a material misstatement of the Company's consolidated financial statements that would not be prevented or detected on a timely basis.

Notwithstanding the material weakness described above, management has concluded that the unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q present fairly, in all material respects, the Company's financial position, results of operations and cash flows for the periods presented in accordance with U.S. generally accepted accounting principles.

Remediation of Material Weakness

Management has developed a remediation plan designed to address the material weakness described above. The planned remediation measures include enhancing controls over business combination accounting through more timely and detailed reviews of significant valuation inputs, assumptions, calculations and outputs; independent reconciliation of valuation results to the acquisition-date opening balance sheet and consolidation entries; and enhanced review and documentation of related post-acquisition accounting impacts. These procedures include additional management oversight and review of significant purchase accounting judgments and adjustments before amounts are incorporated into the Company's financial statements. Management also plans to enhance the technical accounting resources involved in the review of significant and complex acquisition-related accounting matters, including through the addition of dedicated technical accounting personnel.

Management is in the process of implementing these remediation measures. Once implemented, management will evaluate and test the design and operating effectiveness of the enhanced controls. The material weakness will not be considered remediated until the applicable controls have operated effectively for a sufficient period of time and management has concluded, based on testing, that the controls are operating effectively.

Changes in Internal Control Over Financial Reporting

The Company completed the acquisitions of Lanteris on January 13, 2026 and Goonhilly on August 3, 2026. Prior to these acquisitions, Lanteris and Goonhilly were privately held companies and were not subject to the rules and regulations of the SEC. We continue to integrate Lanteris and Goonhilly into our operations and internal control environment.

Other than our ongoing integration of Lanteris and Goonhilly, and the actions to remediate the material weakness as described above, there were no changes in the Company's internal control over financial reporting during the three months ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

In the ordinary course of business, we are involved in various pending and threatened litigation matters. In the future, we may be subject to additional legal proceedings, the scope and severity of which is unknown and could adversely affect our business. In addition, from time to time, we may receive letters or other forms of communication asserting claims against us. The information required with respect to this item is disclosed under Note 18 - Commitments and Contingencies to our condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report and is incorporated by reference to this Item 1.

Item 1A. Risk Factors

Factors that could cause our actual results to differ materially from those in this report include the risk factors described in our 2025 Annual Report on Form 10-K. As of the date of this Quarterly Report, there have been no material changes to the risk factors disclosed in the 2025 Annual Report on Form 10-K other than as set forth below.

Our recent UK acquisition may expose us to additional risks associated with international operations and integration.

On August 3, 2026, we completed Goonhilly Acquisition, a UK-based ground station and satellite communications company. As a result of the acquisition, we are subject to additional risks associated with operating in the United Kingdom, including compliance with applicable laws and regulations, foreign currency fluctuations, and tax and other restrictions that may affect our ability to transfer or repatriate cash. We are also in the process of integrating Goonhilly into our operations and internal control environment, which may require significant management attention and resources. If we are unable to successfully integrate Goonhilly or maintain effective internal control over financial reporting, our ability to accurately and timely report our financial results could be adversely affected. In addition, any failure to comply with applicable laws or regulations could result in civil penalties, private lawsuits, or the suspension or revocation of licenses, certificates, authorizations or permits, any of which could adversely affect our business, financial condition and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Except as reported in our Current Report on Form 8-K filed with the SEC on May 14, 2026 and August 3, 2026, related to the stock portion of the consideration for the Goonhilly Acquisition, there were no sales of unregistered securities during the three months ended September 30, 2026.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended September 30, 2026, certain of our officers or directors listed below adopted or terminated trading arrangements intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) for the purchase or sale of shares of our Class A Common Stock in amounts and prices determined in accordance with a formula set forth in each such plan:

				Duration of Plan		
Name	**Title**	**Action**	**Date of Action**	**Start Date**	**End Date[1]**	**Shares**
Steven Vontur	Chief Accounting Officer and Controller	Adopted	6/10/2026	9/8/2026	12/31/2026	The potential sale of up to 36,573 shares Class A Common Stock, subject to pricing conditions that preclude or limit the sale of shares below predetermined minimum pricing
William Liquori	Director	Adopted	6/8/2026	9/8/2026	9/7/2027	The potential sale of up to 33,383 shares Class A Common Stock, subject to pricing conditions that preclude or limit the sale of shares below predetermined minimum pricing

(1) The end dates for each of the securities trading plan are as disclosed in the table above, or until all securities under the plan have been sold or the plan otherwise terminated in accordance with its terms.

Item 6. Exhibits

The following exhibits are filed as part of this Quarterly Report.

Exhibit Number	Description of Exhibit
2.1*	Share Purchase Agreement, dated May 14, 2026, by and among Intuitive Machines, Inc., Intuitive Machines, LLC and Goonhilly Holdings Limited
2.2*	Membership Interest Purchase Agreement, dated August 3, 2026, by and among Intuitive Machines, Inc., Intuitive Machines, LLC, and Goonhilly Holdings USA Inc.
31.1*	Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101.INS

* Filed herewith.
** Furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Intuitive Machines, Inc.

Date: November 12, 2026

By: /s/ Peter McGrath
Peter McGrath
Chief Financial Officer and Senior Vice President
(Principal Financial Officer)

Date: November 12, 2026

By: /s/ Steven Vontur
Steven Vontur
Chief Accounting Officer and Controller
(Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Stephen Altemus, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Intuitive Machines, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2026

By: /s/ Stephen Altemus
Stephen Altemus
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION
PURSUANT TO RULE 13a-14 AND 15d-14
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Peter McGrath, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 of Intuitive Machines, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2026

By: /s/ Peter McGrath
Peter McGrath
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report on Form 10-Q of Intuitive Machines, Inc. (the "Company") for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen Altemus, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2026

By: /s/ Stephen Altemus
Stephen Altemus
Chief Executive Officer, President and Director
(Principal Executive Officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)

In connection with the Quarterly Report on Form 10-Q of Intuitive Machines, Inc. (the "Company") for the quarter ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter McGrath, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 12, 2026

By: /s/ Peter McGrath
Peter McGrath
Chief Financial Officer and Senior Vice President
(Principal Financial Officer)

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.