



SPACE EXPLORATION TECHNOLOGIES CORP.

AUDIT COMMITTEE

Effective Date: June 11, 2026

1. Members. The Board of Directors (the "Board") of Space Exploration Technologies Corp. (the "Company") appoints, subject to the transition rules available to a newly public company listed on The Nasdaq Stock Market LLC and Nasdaq Texas (together, "Nasdaq"), an Audit Committee of the Board (the "Audit Committee") of at least three members, who shall be independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Audit Committee. Members of the Audit Committee are appointed by, and shall serve at the discretion of, the Board. For purposes hereof, the term "independent" means a director who meets the Nasdaq standards of independence for directors and the Nasdaq and Securities and Exchange Commission ("SEC") independence standards for audit committee members, as determined by the Board.

Each member of the Audit Committee must be financially literate (i.e., be able to read and understand fundamental financial statements, in accordance with the requirements of the Nasdaq listing rules), as determined by the Board. In addition, at least one member of the Audit Committee must be an "audit committee financial expert," as determined by the Board in accordance with the SEC rules. In addition, no member of the Audit Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

2. Purpose, Duties, and Responsibilities. The purpose of the Audit Committee, at a minimum, is to:

- represent and assist the Board in discharging its oversight responsibility relating to: (a) the accounting and financial reporting processes of the Company and its subsidiaries, including the audits of the Company's financial statements and the quality and integrity of the financial statements; (b) the Company's compliance with applicable legal and regulatory requirements; (c) the qualifications and independence of the independent auditor (the "outside auditor"); (d) the performance of the Company's internal audit function, and the Company's outside auditor; and (e) the Company's risk management, including data privacy, data security and artificial intelligence.
- oversee preparation of the report required by the rules of the SEC to be included in the Company's annual proxy statement.

Among its specific duties and responsibilities, the Audit Committee will:

Qualifications, Independence and Performance of Outside Auditor

(a) Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the outside auditor. In this regard, the Audit Committee will appoint and retain, compensate, evaluate, and, when appropriate, replace the outside auditor, which will report directly to the Audit Committee.

(b) Obtain and review, at least annually, a report by the outside auditor describing: (i) the outside auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the outside auditor; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the outside auditor and the Company.

(c) Oversee the rotation of the lead audit partner and audit review partner of the Company's outside auditor every five years, as required by the Sarbanes Oxley Act and other applicable standards and SEC requirements.

(d) Approve in advance all audit and permissible non-audit services to be provided by the outside auditor and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the outside auditor.

(e) At least annually, consider the independence of the outside auditor, and, consistent with rules of the Public Company Accounting Oversight Board ("PCAOB"), obtain and review a report by the outside auditor describing any relationships between the outside auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the outside auditor's independence, and discuss with the auditors the potential effects of any disclosed relationships on the outside auditor's independence.

(f) Review and discuss with the outside auditor the matters required to be discussed by the outside auditor under Auditing Standard No. 1301, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the outside auditor encountered in the course of its audit work and management's response and any critical audit matters.

(g) Establish policies for the hiring of employees and former employees of the outside auditor.

Financial Statements and Related Reporting Processes

(h) Review and discuss with management and the outside auditor the annual audited and unaudited interim financial statements of the Company (including, as applicable, the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the independent auditor's reports related to the financial statements.

(i) Recommend to the Board based on the Audit Committee's review and discussion, whether the financial statements should be included in the Annual Report on Form 10-K and

review the audit committee report, as required to be included in the Company's annual proxy statement by the SEC rules.

(j) Receive reports from the outside auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal control over financial reporting and disclosure controls and procedures, as applicable, including any significant deficiencies or material weaknesses in internal controls reported to the Audit Committee by the outside auditor or management.

(k) Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.

(l) Review and discuss earnings press releases, and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.

(m) Review and discuss the Company's practices with respect to risk assessment and risk management, including risks related to the Company's financial statements and financial reporting processes, compliance, information technology, data privacy and cybersecurity, and artificial intelligence.

(n) Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable Securities and Exchange Commission rules, review related person transactions, and oversee other related party transactions governed by applicable accounting standards.

(o) Review, in conjunction with counsel, any legal matters that could have a significant impact on the Company's financial statements.

Internal Audit Function

(p) Review and discuss with the head of internal audit of the Company: (1) the annual audit plan and the adequacy of internal audit resources; (2) the results of the internal audit program; and (3) the performance and effectiveness of the internal audit function.

Legal, Regulatory and Compliance Oversight; Other Duties

(q) Oversee the Company's compliance program with respect to applicable legal and regulatory requirements, including the Company's code(s) of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the VP of Legal (or another officer designated with compliance oversight).

(r) Establish and oversee procedures for handling reports of potential misconduct, including: (i) violations of law or the Company's code(s) of conduct; (ii) complaints regarding accounting, internal accounting controls, auditing and federal securities law matters; and (iii) the

confidential, anonymous submission of concerns by employees regarding questionable accounting, internal accounting controls, auditing and federal securities law matters.

(s) Oversee the Company's corporate governance practices, including periodically reviewing proposed changes to the Company's certificate of formation, bylaws, the Code of Business Ethics and Conduct and corporate governance guidelines, and making recommendations to the Board regarding the same.

(t) Review any shareholder proposals properly submitted for action at the annual meeting of shareholders and recommend Board responses.

(u) Annually evaluate the performance of the Audit Committee, assess the adequacy of the Audit Committee charter and recommend changes, if any, to the Board.

(v) Perform any other activities as the Audit Committee deems necessary or appropriate, or as requested by the Board, consistent with this charter, the Company's certificate of formation and bylaws, and applicable law and regulations.

3. Delegation and Subcommittees. The Audit Committee may delegate any of its duties and responsibilities to another director or other persons as it determines appropriate, unless otherwise prohibited by applicable laws or listing standards, including to one or more subcommittees consisting of one or more Audit Committee members, including the authority to approve in advance all audit or non-audit services to be provided by the independent auditors so long as each pre-approval decision is presented to the full Audit Committee at its next meeting.

4. Outside Advisors. The Audit Committee will have the authority to retain such outside counsel, accountants, experts and other advisors as it determines appropriate to assist it in the performance of its functions and will receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Audit Committee's duties.

5. Meetings. The Audit Committee will meet at least quarterly, at such times and places as the Audit Committee or its chairperson determines. The Audit Committee will meet separately in executive session, periodically, with each of the Chief Financial Officer, the head of internal audit, the outside auditor and other members of management as may be requested by the Audit Committee from time to time. The Audit Committee will report regularly to the Board with respect to its activities.