



SPACE EXPLORATION TECHNOLOGIES CORP.

COMPENSATION AND NOMINATING COMMITTEE CHARTER

Effective Date: June 11, 2026

1. Members. The Board of Directors (the "Board") of Space Exploration Technologies Corp. (the "Company") appoints a Compensation and Nominating Committee of the Board (the "Committee") of at least three members and designates one member as chairperson or delegates the authority to designate a chairperson to the Committee. Members of the Committee are appointed by the Board upon the recommendation of the Committee. As a controlled company, the Company will rely on the exemption from The Nasdaq Stock Market LLC and Nasdaq Texas (together, "Nasdaq") requirements of having compensation and nominating committees composed entirely of independent directors. From and after such time as the Company ceases to qualify as a "controlled company" under the Nasdaq rules, each member of the Committee will satisfy the applicable Nasdaq director independence requirements, subject to the transition rules and exceptions applicable to a company listed on Nasdaq. For purposes hereof, an "independent" director is a director who meets the Nasdaq standards of "independence" for directors and compensation committee members, as determined by the Board.

2. Purpose, Duties, and Responsibilities. The purpose, duties and responsibilities of the Committee is to, among other things (1) assist the Board in discharging its responsibilities relating to compensation of the Company's "officers" (as such term is defined under Section 16a-1(f) of the Securities Exchange Act of 1934, as amended, and referred to herein as the Company's "executive officers") and (2) assess and recommend to the Board the Company's director candidates. The purpose, duties and responsibilities of the Committee set forth in this charter are subject to the terms of the Company's Restated Certificate of Formation (as the same may be amended and/or restated from time to time, the "Certificate of Formation"). Among its specific duties and responsibilities, the Committee will, at such times as it determines appropriate:

*Matters relating to executive and Board compensation:*

(a) Oversee the assessment of the Company's overall compensation philosophy, policies and programs.

(b) Assess and consider the results of the Company's most recent advisory vote on executive compensation ("say-on-pay" vote) and advisory vote on the frequency of the say-on-pay vote.

(c) Periodically review and recommend to the Board corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives and recommend to the Board the CEO's compensation level based on this evaluation, including the equity and equity-based incentives, annual salary, bonus, and other benefits, direct and indirect, of the CEO, and any employment and severance arrangements for the CEO. The CEO may not be present during Committee voting or deliberations on his compensation.

(d) In consultation with the CEO, periodically review corporate goals and objectives relevant to the compensation of executive officers other than the CEO, as well as their compensation levels, in each case, as approved or proposed to be approved by the CEO, including, subject to Section 2(e) below, any equity and equity-based incentives, annual salary, bonus, and other benefits, direct and indirect, of the executive officers other than the CEO, and any employment and severance arrangements for such executive officers.

(e) Review and recommend, as periodically applicable, the grants of equity awards for executive officers to the full Board for approval.

(f) Review and recommend to the Board the adoption and/or amendment of the Company's equity-based compensation plans and related policies, including clawback policies, and administer or oversee the administration of such plans and policies, in accordance with their terms, as applicable.

(g) Review and approve (or, if subject to approval of the Board in accordance with its terms, recommend to the Board) the adoption and/or amendment of the Company's other compensation and benefit plans for executive officers as appropriate, and administer or oversee the administration of such other compensation plans in accordance with their terms (including approving the payment of cash bonuses under such plans), as applicable; *provided* that the Committee's general oversight shall not include administration of any plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), that does not qualify as a top-hat plan, and the Committee shall have no ERISA fiduciary responsibility as a result of overseeing such plans.

(h) Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.

(i) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to executive officers and employees and review the results of this assessment.

(j) Assess, as applicable, whether the work of any compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.

*Matters relating to director nominations and related processes:*

(k) Establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's shareholders.

(l) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for election or reelection to the Board and make

recommendations to the Board regarding the Company's candidates for election or reelection to the Board or candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

- (m) Recommend committee members and chairpersons to the Board for appointment.
- (n) Oversee the Board evaluation process.

*General matters:*

(o) Periodically evaluate the performance of the Committee, assess the adequacy of the Committee's charter and recommend changes, if any, to the Board as appropriate.

(p) Perform any other activities as the Committee deems necessary or appropriate, or as requested by the Board, consistent with this charter, the Certificate of Formation and bylaws, and applicable law and regulations.

3. Subcommittees. The Committee may delegate its authority to one or more subcommittees, members of the Board, the chairperson of the Committee or one or more officers of the Company, to the extent permitted by law or applicable plan documents, when it deems appropriate and in the best interests of the Company.

4. Outside advisers. The Committee will have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation, as applicable, and any search firm used to identify director candidates. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisers. The Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with Nasdaq listing standards.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Committee or its chairperson determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.