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

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2025

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 001-39560

**ROCKET LAB CORPORATION**

(Exact name of Registrant as specified in its Charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)3881 McGowen Street  
Long Beach, California

(Address of principal executive offices)

39-2182599

(I.R.S. Employer  
Identification No.)

90808

(Zip Code)

Registrant's telephone number, including area code: (714) 465-5737

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

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

## Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No 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, 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.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's common stock, \$0.0001 par value per share, held by non-affiliates of the registrant on June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was \$14.9 billion (based on the closing sales price of the registrant's common stock on that date). Shares of the registrant's common stock held by each officer and director and each other person who may be deemed to be an affiliate of the registrant have been excluded from the computation. This determination of affiliate status with respect to the foregoing calculation is not necessarily a conclusive determination for other purposes.

As of February 20, 2026, the registrant had 567,445,449 shares of common stock, \$0.0001 par value per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Information required by Part III of this Form 10-K is incorporated by reference to the registrant's proxy statement or the Proxy Statement, for the 2026 annual meeting of stockholders, which proxy statement will be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

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Certain statements in this Annual Report on Form 10-K may constitute “forward-looking statements” for purposes of the federal securities laws. The information included in this Annual Report on Form 10-K has been provided by us and our management, and such forward-looking statements include statements relating to the expectations, hopes, beliefs, intentions or strategies regarding the future of Rocket Lab Corporation (the “Company” or “Rocket Lab”) and its management team. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “could,” “expect,” “intends,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this Annual Report on Form 10-K are based on current expectations and beliefs concerning future developments and their potential effects on Rocket Lab. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described below and under the heading “Risk Factors.”

- Our ability to effectively manage future growth and achieve operational efficiencies;
- any inability of us to operate our Electron Launch Vehicle (“Electron”) at its anticipated launch rate, including due to any government action related to launch failure and our ability to operate, could adversely impact our business, financial condition and results of operations;
- our inability to develop our Neutron Launch Vehicle (“Neutron”) or significant delays in developing Neutron could adversely impact our business, financial condition and results of operations;
- success in retaining or recruiting, or changes required in, officers, key employees or directors, and our ability to attract and retain key personnel, including Sir Peter Beck, our President, Chief Executive Officer and Chairman;
- our inability to utilize our launch pads at our private launch complex in Mahia, New Zealand or at NASA’s Wallops Flight Facility, at Wallops Island, Virginia with sufficient frequency to support our launch cadence and future related revenue growth expectations could adversely impact our business, financial condition and results of operations;
- our spacecraft, space systems or space system components failing to operate as intended could have a material adverse effect on our business, financial condition and results of operations;
- changes in the competitive and highly regulated industries in which we operate, variations in operating performance across competitors, changes in laws and regulations affecting our business and changes in our capital structure;
- changes in governmental policies, priorities, regulations, mandates or funding for programs in which we or our customers participate, which could negatively impact our business;
- changes in trade policies, including tariffs;
- loss of, or default by, one or more of our key customers or inability of customers to fund contractual commitments, which could result in a decline in future revenues, cancellation of contracted launches or space systems orders or termination or default of existing agreements;
- the inability to comply with, and costs associated with complying, any applicable regulations, and specifically, United States (“U.S.”) government contract regulations, which could result in loss of contract opportunities, contract modifications or termination, assessment of penalties and fines, and suspension or debarment from U.S. government contracting or subcontracting;
- defects in or failure of our products to operate in the expected manner, including any launch failure, which could result in a loss of revenue, impact our business, prospects and profitability, increase our insurance rates and damage our reputation and ability to obtain future customers;
- inability or failure to protect intellectual property;
- disruptions in the supply of key raw materials or components used to produce our products or increases in prices of raw materials, including restrictions on our ability to obtain rare earth minerals;

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- the ability to implement our business plans, forecasts and other expectations, including the integration of recently acquired businesses, and to identify and realize additional opportunities;
- the diversion of management’s attention and consumption of resources as a result of acquisitions of other companies and success in integrating and otherwise achieving the benefits of recent and potential acquisitions;
- our inability to effectively integrate or benefit from recently purchased assets or businesses;
- global inflation and interest rates;
- impacts of the war in Ukraine or other global conflicts;
- fluctuations in foreign exchange rates;
- the risk of downturns in government and commercial launch services and spacecraft industries;
- our ability to anticipate changes in the markets for rocket launch services, mission services, spacecraft and spacecraft components;
- the inability or failure to comply with contractual requirements or covenants;
- failure to maintain adequate operational and financial resources or raise additional capital or generate sufficient cash flows;
- any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks; and
- other factors detailed under the section of this Annual Report on Form 10-K entitled “Risk Factors.”

Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Some of these risks and uncertainties may in the future be amplified by a global crises and/or any response to such a crisis and there may be additional risks that we currently consider immaterial or which are unknown. It is not possible to predict or identify all such risks. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

You should read this Annual Report on Form 10-K and the documents that we reference in this Annual Report on Form 10-K and have filed with the Securities and Exchange Commission (the “SEC”) as exhibits to this Annual Report on Form 10-K with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect. All forward-looking statements are qualified in their entirety by this cautionary statement.

You should also note that we may announce material business and financial information to our investors using our website (including at <https://investors.rocketlabcorp.com>), filings with the SEC, webcasts, press releases, and conference calls. We use these mediums, as well as our official corporate accounts on social media outlets such as X (formerly Twitter), Facebook, LinkedIn, Instagram, Bluesky and YouTube, to broadcast our launches and other significant events, and to communicate with the public about our company, our products, and other matters. It is possible that the information that we make available may be deemed to be material information. We therefore encourage investors and others interested in our company to review the information that we make available on our website and through our other official social media channels. The information contained on, or that can be accessed through, our website or our social media channels is not a part of this Annual Report on Form 10-K.

Unless the context requires otherwise, references in this Annual Report to “Rocket Lab,” “Company,” “we,” “us” and “our” refer to Rocket Lab Corporation and our subsidiaries.

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Our Mission: We Open Access to Space to Improve Life on Earth.

Rocket Lab is an end-to-end space company with an established track record of mission success. We deliver reliable launch services, spacecraft design services, spacecraft components, spacecraft manufacturing, optical systems and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space. We believe that space has defined some of humanity's greatest achievements and it continues to shape our future. We are motivated by the impact we can have on Earth by making it easier to get to space and using it as a platform for innovation, exploration and infrastructure.

As one of select few commercial companies delivering regular access to orbit, our proven launch vehicle, spacecraft technology and global infrastructure uniquely position us to grow in this dynamic market. Advances in technologies, materials and components have led to miniaturization of spacecraft and a significant reduction in cost and time-to-market, concurrent with the increase in demand for space applications such as communications, remote sensing, Earth observation, meteorology and navigation. We provide customers with frequent, reliable and cost-effective access to orbit with Electron, a fully carbon composite launch vehicle powered by Rutherford, our electric turbopump 3D printed engines. Since our first Electron launch in 2017 through December 31, 2025, we have delivered over 200 spacecraft to orbit across 75 successful missions for commercial and government customers, including the United States ("U.S.") Department of War ("DoW"), the National Aeronautics and Space Administration ("NASA"), the Defense Advanced Research Projects Agency ("DARPA"), the National Reconnaissance Office ("NRO"), and a number of domestic and international commercial spacecraft operators including Blacksky Holdings, Canon, Kinéis, Capella Space, Planet, OHB Group and Synspective. In 2025, Electron was the second most frequently launched orbital rocket.

Rocket Lab's frequent launch cadence has been enabled through innovative manufacturing techniques for Electron, including 3D printing and automation, but production is only part of the formula for frequent and reliable launch. We believe our launch infrastructure is a key part of our success. We currently operate a private launch complex located in Mahia, New Zealand, which we refer to as Launch Complex 1 ("LC-1"). This launch complex is supported by a bi-lateral treaty between the United States and New Zealand governments that enables us to use U.S. launch and spacecraft technology for launches at LC-1 that otherwise would not be permitted for launches from foreign soil. This treaty provides us with a competitive advantage over other companies launching rockets from outside the U.S. that do not have the benefit of such a treaty. Additionally, by operating our own private launch complex, we do not have to share the launch complex with other launch providers and, subject to obtaining required regulatory clearances for launches, we have complete control over launch schedule and availability. LC-1 serves as our high-volume launch complex, with two launch pads capable of supporting up to 120 missions every year. We also operate a dedicated launch pad at NASA's Wallops Flight Facility, at Wallops Island, Virginia, which we refer to as Launch Complex 2 ("LC-2"). LC-2 can support 24-hour rapid call-up capability for defense needs and urgent constellation replenishment and is currently licensed to launch 8 missions per year. We are currently constructing a dedicated launch pad located at the Mid-Atlantic Regional Spaceport within the NASA Wallops Flight Facility in Wallops Island, Virginia as a third launch complex, which we refer to as Launch Complex 3 ("LC-3"). LC-3 is being developed to receive and integrate Neutron launch vehicles.

Building on our strong foundation with Electron, we are now developing our Neutron launch vehicle. We anticipate Neutron will have a payload capacity of approximately 13,000 kg for reusable configuration launches to low Earth orbit and support lighter payloads for higher orbits. Neutron is tailored for large constellation deployments, interplanetary missions and potentially for human spaceflight. We expect constellation missions to make up an increasing percentage of small spacecraft launched, versus bespoke or one-off missions. As such, Neutron will be an important part of our end-to-end space solution as it is tailored to meet demand from this growing market.

Consistent with our endeavor to provide end-to-end space solutions for our customers, Rocket Lab has expanded beyond launch services into space systems, delivering spacecraft design services, spacecraft components, spacecraft manufacturing, optical systems and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space. Our space systems business utilizes our launch services, merchant spacecraft components, spacecraft design services, our family of spacecraft products, partnerships with global ground network service providers, as well as our own ground station network, and on-orbit constellation management capabilities to provide customers complete solutions that encompass design, build, launch and on-orbit operations.

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### Our Competitive Strengths

- **Flight Heritage – First Mover Advantage:** Electron is the first small launch vehicle to establish frequent and reliable access to space with 75 successful missions and over 200 spacecraft deployed through December 31, 2025, and 77 successful missions as of February 26, 2026. Successfully reaching orbit repeatedly and delivering mission success across more than eight years of launches demonstrates Electron as a mature launch vehicle, and showcases Rocket Lab’s sophisticated team and robust manufacturing infrastructure and processes. We believe this gives us a significant competitive advantage over new and less-established market entrants to secure Rocket Lab both higher volume and market share and increasingly higher-value missions.
- **Unique Technologies:** We have innovated around key launch vehicle and spacecraft features and capabilities, including:
  - Carbon composite tanks and structures, delivering substantial mass-savings while maintaining high structural integrity;
  - An electric, turbo-pump-fed rocket engine that delivers high-performance while removing the complexity associated with traditional gas generator cycle engines;
  - We believe we were the first company to 3D print an orbital rocket engine, and as of December 31, 2025, have flight heritage with over 800 engines launched to space. We leverage our unique 3D printing capabilities beyond engines to enable ultra-rapid design and testing of new flight hardware and dramatically shorten our time-to-market; and
  - A unique kick stage that delivers spacecraft to precise and individual orbits increasing deployment flexibility and cost effectiveness for our customers. The kick stage can also be utilized as a fully-featured spacecraft, enabling hosted payload opportunities for our customers and for our own constellation applications.
- **Deep Vertical Integration:** We have vertically integrated design and manufacturing capabilities and developed world-class engineering and manufacturing teams across the United States, New Zealand and Canada. This allows us to manage and control almost every aspect of design, manufacturing and launch operations, enabling rapid prototyping and streamlined production to deliver products and solutions to orbit faster.
- **Integrated Design and Test Capabilities:** We own or lease our own propulsion test infrastructure, allowing us the capacity and flexibility to accelerate time-to-market while ensuring quality and a high rate of mission success.
- **Multiple Launch Complexes:** Rocket Lab operates two launch pads at its private orbital launch complex, LC-1, in Mahia, New Zealand. This launch complex can support up to 120 launches every year. By operating our own private launch complex, we have eliminated the availability issues commonly faced by other launch providers competing for a limited number of slots at shared launch complexes that they do not control. Rocket Lab also has access to two launch pads at the Mid-Atlantic Regional Spaceport within NASA Wallops Flight Facility in Wallops Island, Virginia: LC-2, which is operational, and LC-3, which is expected to be in service in 2026.
- **A complete end-to-end space solution:** Providing services and data from space has traditionally meant relying on multiple suppliers and mission partners. By providing launch services, spacecraft design and manufacturing services, including the vertically integrated supply of key spacecraft components, and on-orbit constellation management services, Rocket Lab provides strategic access to space.

### Customers

**Launch Services.** As of December 31, 2025, we have launched and deployed over 200 spacecraft for our customers, which includes government customers, such as the United States Department of War (“DoW”), NASA and other U.S. government agencies. We also provide launch services to major domestic and international commercial and government spacecraft operators. Our launch services have been used by more than 20 organizations.

**Space Systems.** As of December 31, 2025, we have flight hardware on over 1,800 missions, including legacy missions enabled by Sinclair Interplanetary (acquired April 2020), Advanced Solutions, Incorporated (acquired October 2021), Planetary Systems Corporation (acquired November 2021), SolAero Technologies Corp. (acquired January 2022) and GEOST LLC (“GEOST”) (acquired August 2025). Our space systems have been used by a diverse mix of commercial, aerospace prime contractors and government customers.

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### Our Growth Strategy

- Leverage our market position as the U.S.' first commercially operational, dedicated small, orbital launch provider with NASA Category 1 certification, 75 successful launches and over 200 spacecraft deployed as of December 31, 2025 to win increasing numbers of launch services contracts, be entrusted with higher value payloads, and drive an increasing average selling price of our launch services.
- Continue to expand into new launch service verticals, such as Hypersonic Accelerator Suborbital Test Electron (HASTE).
- Expand our addressable launch market with the development of the medium-lift Neutron launch vehicle, where the additional lift capacity will enable significantly higher revenue per launch.
- Apply manufacturing scaling and cost-reduction strategies to the production of our launch vehicles, spacecraft components and subsystems, and satellites to capture large constellation opportunities and increasing market share.
- Expand our portfolio of spacecraft components by commercializing solutions developed for our launch vehicles and various spacecraft product lines, including avionics subsystems, radios and batteries.
- Leverage our proven spacecraft product lines to provide streamlined hosted payload and technology demonstration capabilities in low Earth orbit to commercial and government customers without the need for customers to procure separately designed and built third-party spacecraft buses.
- Build upon ongoing interplanetary spacecraft development efforts, as well as our announced Neutron launch vehicle development, to expand our addressable market for interplanetary scientific and commercial missions.
- Leverage our cost and frequency advantaged "access to space," enabled by our established launch assets and proven capabilities, to further penetrate the available market for on-orbit constellation management and ultimately address the space applications market, representing the largest addressable market in the space economy.

### Product & Services Overview

We design and manufacture small and medium-class rockets, spacecraft, spacecraft components, and flight and ground software to support the space economy. Our launch services are used to place spacecraft into Earth orbit, and escape trajectories. Our space systems are the building blocks for spacecraft, which includes composite structures, reaction wheels, star trackers, solar power solutions, radios, separation systems, command and control spacecraft software and optical systems. Our family of spacecraft product lines is configurable for a range of low Earth orbit, medium Earth orbit, geosynchronous orbit and interplanetary missions.

- **Launch Services:** We currently provide reliable and responsive launch services into low earth orbit on Electron for spacecraft up to 300 kg. We are also currently developing Neutron, a medium-lift launch vehicle, which we expect will provide efficient constellation launch services for payloads up to 13,000 kg for reusable configuration launches to low Earth orbit and support lighter payloads for higher orbits. Our operational launch facilities can support Electron and HASTE for up to 120 launch opportunities every year from LC-1, which is our private launch complex in Mahia, New Zealand, and up to 8 launch opportunities every year from LC-2 at NASA's Wallops Flight Facility, at Wallops Island, Virginia.
- **Space Systems:** We provide spacecraft solutions for government and commercial customers ranging from selling individual spacecraft components for use by customers in constructing their own spacecraft to complete spacecraft design, manufacture and on-orbit operations. With our end-to-end space systems, customers can procure launch services, spacecraft, ground services and on-orbit management from one source, significantly streamlining their access to space.

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## Launch Services

We design, manufacture and launch orbital and suborbital rockets to deploy payloads across a range of government and commercial missions from low Earth orbit to interplanetary destinations.

Electron is our orbital small launch vehicle that was designed to accommodate a high launch cadence business model to meet the growing and dynamic needs of our customers for small spacecraft launch services. Combining the use of innovative manufacturing technologies, including 3D printing and automation, Electron is optimized for rapid and frequent launch and has established itself as one of the most prolific and reliable orbital launch vehicles in the market. Since its maiden launch in 2017, Electron has become the leading small spacecraft launch vehicle, delivering over 200 spacecraft to orbit for government and commercial customers across 75 successful missions through December 31, 2025. In 2025, Electron was the second most frequently launched orbital rocket. Our launch services program has seen us develop many industry-leading innovations, including 3D printed electric turbo-pump rocket engines, fully carbon composite fuel tanks, a private orbital launch complex, a kick stage that can be configured to convert into a highly capable spacecraft on orbit.

Electron provides tailored access to orbit for the high-growth small spacecraft market across dedicated and rideshare missions. It is capable of deploying spacecraft of up to 300 kg to low Earth orbit across a wide range of orbital inclinations from 38 to 120 degrees from our operational LC-1 in Mahia New Zealand and a wide range of orbital inclinations from 38 to 60 degrees from our operational LC-2 in Wallops Island, Virginia. Electron is also capable of delivering spacecraft to deep space and interplanetary destinations, a capability which we successfully demonstrated with the launch of a NASA mission to the Moon in support of the agency's Artemis program, Cislunar Autonomous Positioning System Technology Operations and Navigation Experiment (CAPSTONE). Electron has two primary stages and an innovative third kick stage, standing at 18 meters tall, with a diameter of 1.2 meters and a lift-off mass of approximately 14,000 kg. Electron's design includes innovative use of avionics, electrical systems, and advanced carbon-composites for its structures and propellant tanks. Carbon-composite construction decreases mass by as much as 40 percent relative to other materials, contributing to Electron's mass-to-orbit performance. Our in-house assembly of Electron's composite tanks and structures improves cost efficiency and supports high rates of production. Electron's kick stage enables the spacecraft to be placed in circular orbits, which is necessary to maintain consistent altitude, and is capable of engine restarts to deliver multiple payloads to a range of orbits, meeting precise orbit insertion requirements and deorbiting to avoid contributing to orbital debris.

Electron is propelled by a total of ten Rutherford engines that we manufacture at our headquarters in Long Beach, California. The Rutherford engine is a 5,600-lbf engine fueled by liquid oxygen and kerosene fed by electric turbo-pumps and is based on a propulsion cycle that makes use of electric motors and high-performance lithium polymer batteries to drive fuel pumps. Electric turbo-pumps are lower complexity than the turbomachinery typically required for gas generator cycles, yet still achieve high efficiency. We believe our Rutherford engine is the first oxygen/hydrocarbon engine to use additive manufacturing for all primary components, including the regeneratively cooled thrust chamber, injector pumps and main valves.

HASTE is a suborbital testbed launch vehicle derived from Rocket Lab's heritage Electron rocket. HASTE provides reliable, high-cadence flight test opportunities needed to advance hypersonic and suborbital system technology development.

Electron is currently launched from our private launch complex in Mahia, New Zealand and our launch complex at NASA's Wallops Flight Facility, at Wallops Island, Virginia. As of December 31, 2025, Electron had successfully launched 75 times and deployed over 200 spacecraft to orbit.

In March 2021, we announced plans to develop our reusable-ready medium-capacity Neutron launch vehicle that will increase the payload capacity of our space launch vehicles to approximately 13,000 kg for reusable configuration launches to low Earth orbit and support lighter payloads for higher orbits. Neutron will be tailored for commercial and U.S. government constellation launches and ultimately configurable for and capable of human space flight, enabling us to provide crew and cargo resupply to space stations. Neutron will also provide a dedicated service to orbit for larger civil, defense and commercial payloads that need a high level of schedule control and high-flight cadence. We expect to be able to leverage Electron's flight heritage across various vehicle subsystems designs, launch complexes and ground station infrastructure.

The medium-lift Neutron will be a two-stage launch vehicle that stands 43 meters tall with a 5.5-meter diameter fairings. Neutron will feature a reusable first stage designed to return to launch site as well as land on an ocean platform, enabling flexibility of use, higher launch cadence, and decreased launch costs for customers. Neutron launches are planned to take place from LC-3 at Virginia's Mid-Atlantic Regional Spaceport located at the NASA Wallops Flight Facility, which is currently under construction.

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## *Space Systems*

We provide components and services to the space economy, including spacecraft components, design services, and spacecraft-as-a-service from low Earth orbit to deep space and interplanetary missions. We entered this market with our acquisition of leading spacecraft components manufacturer Sinclair Interplanetary and have since expanded our market participation with the acquisitions of Advanced Solutions, Incorporated, Planetary Systems Corporation, SolAero Technologies Corp. and GEOST. Our space systems initiatives are supported by the design and manufacture of our family of spacecraft product lines, along with a range of merchant market components, software and services for spacecraft, including composite structures, reaction wheels, star trackers, radios, separation systems, solar power solutions, command and control software, high voltage space-grade batteries, optical systems, and additional products in development. Each of these strategic acquisitions brought incremental vertically-integrated capabilities for our own family of spacecraft and also enabled Rocket Lab to deliver high-volume manufacturing of critical spacecraft components and software solutions at scale prices to the broader merchant market.

Our family of spacecraft is configurable for a range of low Earth orbit, medium Earth orbit, geosynchronous orbit, and interplanetary missions. Our versatile platforms can be configured to meet a broad range of customers' requirements. Photon can be configured to operate as the upper stage of Electron (the kick stage) during launch, then with a simple command, transition into an operational spacecraft on orbit, eliminating the parasitic mass of deployed spacecraft and enabling full use of the fairing volume for payloads. Photon can also fly on other launch vehicles, such as our in-development Neutron launch vehicle, third-party launchers, and as a secondary payload on rockets developed under the National Security Space Launch program of the U.S. Space Force. Our family of spacecraft enables us to offer an end-to-end mission solution encompassing launch, full spacecraft manufacturing, ground services and mission operations to provide customers with streamlined access to orbit with Rocket Lab as a single mission partner.

Our family of spacecraft can also be used to conduct space-related scientific research, collect imagery and other remote-sensing data about the Earth, carry out lunar and other deep space planetary missions, and to demonstrate new space technologies. Our spacecraft can also be used in combination with Electron to deploy in different orbital locations and complete constellations in a single mission. Our spacecraft are intended for commercial, defense and civil government customers, including the DoW, NASA, other U.S. government agencies, and governments worldwide. Our first Photon spacecraft was successfully launched and placed into service in August 2020 and a second operational Photon was successfully launched in March 2021. Photon was selected by NASA in 2021 for the CAPSTONE mission, a pathfinder for the lunar Gateway initiative of the Artemis program, which involves a mini-space station NASA intends to use as a staging point for crewed lunar landings. The CAPSTONE spacecraft was deployed on its ballistic lunar transfer trajectory to the Moon in July 2022 and in November 2022 was inserted into it near rectilinear halo orbit as planned. In November 2025, our twin spacecraft, Blue and Gold, were put into orbit as part of NASA's Escape and Plasma Acceleration and Dynamics Explorers (ESCAPADE) mission.

Rocket Lab's space systems business also designs and manufactures a range of spacecraft components, including composite structures, reaction wheels, star trackers, radios, separation systems, solar power solutions, command and control software, high voltage space-grade batteries, optical systems, and other products in development to serve a wide variety of missions.

Solar power solutions include a suite of vertically-integrated space solar cell, Coverglass Interconnected Cells ("CICs") and solar array products, each specifically designed for missions to low Earth orbit, medium Earth orbit, geosynchronous orbit or interplanetary applications. Rocket Lab's space solar cells, CICs and panels are among the highest performing in the world and support civil space exploration, science, defense and intelligence, and commercial markets.

Reaction wheels are motor-driven flywheels used to store angular momentum on spacecraft. Many spacecraft use three or four reaction wheels to provide agile, 3-axis pointing control. Some configurations use a single wheel, called a "momentum wheel," for stable Earth-pointing control. All Rocket Lab reaction wheels incorporate an onboard digital processor with speed and torque control loops. Wheels are sized by their maximum angular momentum measured in Newton-meters ("Nm"). We make a large number of different wheel sizes, ranging from 3 mNms to 12 Nms. Bigger spacecraft require bigger and more costly wheels, with determination of the correct size of wheel for a particular spacecraft requiring detailed engineering analysis.

Star trackers are optical sensors that determine a spacecraft's pointing direction and rotation rate by looking at the stars. Our star trackers are fully integrated units, incorporating the lens, detector, processor, and all of the power supply and support circuits. A catalog of more than two million possible star triangles is loaded into the device before launch, allowing the processor to determine the spacecraft's pointing from any single image.

Power systems include both the high-capacity, high-voltage batteries used to power the electric turbo-pumps in the Rutherford rocket engine used by Electron and other batteries used for small spacecraft.

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Separation systems, including motorized lightband and canisterized spacecraft dispensers (“CSD”), are used to separate spacecraft from launch vehicles in orbit. The motorized lightband is a ringed system with sizes from 8-inches in diameter up to 39-inches in diameter. Lightbands deploy spacecraft via motors and a mechanical linkage. The CSD is a reliable and cost-effective housing that protects spacecraft during launch and deploys them into space. Fully encapsulated, the CSD minimizes damage risk and eliminates the necessity for heavy or complicated interface structures between the spacecraft and launch vehicle platform.

Flight and Ground Software Services enable customer’s mission, providing total spacecraft command, guidance, navigation, control, ground station interface, and ground data system solutions.

Our Optical Systems business develops and builds advanced electro-optical and infrared (“EO/IR”) sensor payloads for national security space missions. Specializing in space domain awareness, missile tracking, and tactical intelligence, we provide high-performance, affordable, and compact hardware for military satellites and ground-based surveillance systems. Our optical systems are used for space domain awareness to track and monitor space objects of interest, for missile warning, tracking and defense, and for space protection to identify potential threats to satellites and other space assets.

### **Spacecraft Engineering and Design Services and On-Orbit Constellation Management Services**

Our space systems engineering team works with customers to develop, design and manufacture full spacecraft solutions from low Earth orbit to interplanetary spacecraft. We also offer constellation management services where we perform command and control operations and leverage our ground station infrastructure and partnerships to deliver data to spacecraft constellation operators.

### **Sales, Business Development and Mission Management**

We sell our launch services and space systems through a unified global business development team that cross-sells launch and space systems and leverages shared technical, proposal writing, mission project management and administrative resources. This team is based primarily in the United States and focuses on government customers, such as the DoW, NASA, and other U.S. government agencies, as well as major domestic and international commercial spacecraft operators and spacecraft manufacturers. The business development team works closely with our engineering teams to develop optimal solutions for our customers. Given the well-defined and consolidated nature of our customer base, we are able to adequately address our market with a lean and focused team.

Many of our business development team members have previously worked for government agencies and large institutional space and technology companies. They have in-depth knowledge and understanding of the industry and can draw on a vast network of contacts to support business development. With 75 successful missions and over 200 spacecraft deployed through December 31, 2025, and a growing number of Rocket Lab spacecraft components operating on orbit, our team has a high-level of insight into customer requirements and evolving industry trends, putting us in a strong position to ensure our products and services meet customer needs.

### **Marketing**

We utilize strategic marketing to accelerate sales opportunities and build brand awareness. Rocket Lab has established a strong brand through various activities, including:

- conferences and industry events at which we participate, sponsor, exhibit and speak;
- press releases and media engagement;
- social media postings;
- merchandising;
- cooperative marketing efforts with customers; and
- communicating our differentiated selling points and product features through marketing collateral such as our website, payload user guides, product data sheets, presentations, and high-quality launch webcasts and videos.

To date, conferences and industry events and direct outreach have been the primary drivers of our sales leads and have helped us achieve sales with relatively low marketing costs.

[Table of Contents](#)**Engineering**

We have made significant investments in our engineering teams. Our team members have a broad range of expertise from a range of industries including; aerospace, automotive, and marine, and broader manufacturing and technology. Rocket Lab's high level of vertical integration means that these engineering teams design and provide manufacturing support for components, sub-systems, and assemblies across the full range of our launch vehicles, and spacecraft family. They support the full product lifecycle from new product innovation to sustaining engineering, including payload lift capacity increases and other performance improvements, to new product features such as booster reusability and cost reduction initiatives.

Our engineering teams across New Zealand, the United States and Canada address all key areas of launch vehicle build, payload integration, launch operations, ground segment communications, on-orbit spacecraft operations and spacecraft component design and manufacturing. Key areas of technical focus include composite structures, additive manufacturing, machining, avionics and power systems, propulsion assembly and test, spacecraft system design assembly and test, solar cell foundry through solar array design and manufacturing, printed circuit-board design, optical systems and integration, guidance and navigation, attitude direction and command and control, amongst other engineering focus areas.

These teams are supported by centralized planning and program management functions that guide significant projects across Rocket Lab for consistency and visibility. We leverage sophisticated product lifecycle management software tools, computer-aided design systems and business processes to drive efficiency and better manage the entire product lifecycle, including designing, sourcing and building the products that enable our launch services and end-product deliveries.

**Supply Chain**

We are highly vertically integrated, in that we design and manufacture many components and subsystems for our launch vehicles and family of spacecraft. In addition, we sell many spacecraft components into the merchant market. To support this level of vertical integration we have developed extensive supply chain operations and capabilities that are global in nature and enabled by sophisticated third-party enterprise resource planning systems and tools. These systems and tools are largely supported by an in-house team of enterprise information systems personnel.

We obtain raw materials, components, sub-systems and capital equipment, and other supplies from suppliers that we believe to be reputable and reliable. We have established and follow internal quality control processes to source suppliers, considering engineering validation, quality, cost, delivery and lead-time. We have a quality management team that is responsible for managing and ensuring that supplied components meet quality standards. While we largely source raw materials and other inputs and services from multiple sources, in some cases we also purchase various inputs and services from a sole source. Although we endeavor to diversify our supply chain, in those sole source supplier situations we manage this sole source risk through carrying increased buffer stock, particularly on long-lead items.

**Manufacturing, Assembly and Launch Operations**

Rocket Lab conducts global operations in support of its research and development, manufacturing, assembly and launch functions. We have our rocket propulsion and avionics manufacturing facilities in Long Beach, California, composite manufacturing, high-voltage battery systems, launch vehicle integration and propulsion testing in Auckland, New Zealand, space solar cell through solar array production in Albuquerque, New Mexico, optical systems in Tucson, Arizona and launch complexes in Mahia, New Zealand and Wallops Island, Virginia. We strive to instill a manufacturing culture of continuous improvement and leverage best practices in quality control and worker safety across our facilities. We have achieved Category-1 certification by the NASA Launch Services Program. We possess differentiated, in-house rapid prototyping capabilities to support both research and development initiatives and to accelerate time-to-market benefits for critical production ramps. These capabilities include computer numerically controlled machining stations, balancing machines and 3D printers and related expertise.

[Table of Contents](#)***Long Beach Corporate Headquarters and Manufacturing Facility and Engine Development Center***

From our Long Beach, California facilities, which consists of three buildings, in addition to manufacturing, we manage corporate administrative functions, sales and business development, launch services mission management, and conduct a range of research and development activities. Our lease for our corporate headquarters location expires on June 30, 2027, and we have the option to extend the term of the lease for up to two additional periods of five years each thereafter. The Engine Development Center lease expires on November 30, 2030 and has an option to extend the term for five years.

Our Rutherford engine and avionics production activities are conducted out of our Long Beach facilities, as is the case for Neutron's Archimedes engine and avionics design and production activities. We designed our manufacturing technology and processes to operate and scale efficiently as we grow and expand our business. Our proprietary manufacturing processes, which include specialized automated equipment, is comprised of three primary steps; (i) additive manufacturing, (ii) machining and (iii) assembly of complete engines and avionics subsystems. Our Long Beach facilities are also home to spacecraft satellite design and production activities, in addition to a Mission Operations Center from which our team conducts on-orbit operation of our family of spacecraft.

***Auckland, New Zealand R&D and Production Complexes***

From this location we conduct research and development, design and manufacturing of launch vehicles, perform remote launch activities and design and manufacture a range of components and subsystems for our internal and merchant spacecraft demands. We conduct these operations at four adjacent leased buildings comprising an approximately 200,000 square foot complex in Auckland, New Zealand (the "Auckland complex"). Manufacturing related activities at the Auckland complex include the manufacture, assembly, and testing of high-voltage battery systems that power the Rutherford engines for Electron, the manufacturing and assembly of composite tanks, fairings, and other launch vehicle structures, electrical harnesses, complete kick stages, and final vehicle integration. Research and development activities include those related to launch vehicles, launch operations and a broad range of space systems initiatives. Our primary lease for this complex expires on April 30, 2028.

***Auckland, New Zealand Propulsion Test Site***

We currently operate a propulsion test complex approximately 45 km outside of Auckland where we test our rocket engines and related subsystems. Our propulsion test complex features multiple custom-built vertical test stands for liquid propulsion, composite tank, component and static stage fires. Operating our own private test complex means we avoid the delays and schedule conflicts that are common at shared test facilities. We lease the property where our test site is located. The current term of the lease for our test complex expires on November 15, 2029, but we have the right to renew this lease agreement for several additional terms of approximately five years each, which would allow us to continue to use this test complex through at least 2054.

***Mahia, New Zealand Launch Complex 1***

We operate a private orbital launch complex, our Launch Complex 1, in Mahia, New Zealand. We lease the property where Launch Complex 1 is located. The current term of this lease expires on November 30, 2027, but we have the right to renew our lease agreement for three additional terms of three years each, which would allow us to continuing using this launch complex through at least 2036.

This launch complex is capable of supporting up to 120 launches per year. Rocket Lab operates two active launch pads at LC-1: Pad A and Pad B. The operation of two launch pads within the launch complex eliminates the time required between launches for a full pad recycle, enabling responsive launch opportunities for our customers. The site features a vehicle processing facility that can house two Electron launch vehicles at any one time to support parallel launch campaigns. LC-1 is home to two identical, state-of-the-art payload processing facilities that include ISO 8 cleanrooms, dedicated electrical control rooms and comfortable customer lounge-style offices.

***Wallops Island, Virginia Launch Complex 2***

Rocket Lab has access to a dedicated launch pad located at the Mid-Atlantic Regional Spaceport within the NASA Wallops Flight Facility in Wallops Island, Virginia as a second launch complex, which we call LC-2. Our current agreement provides us with rights to access the facilities, launch property and services at this launch complex expires on September 28, 2028.

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LC-2 represents a new responsive launch capability within the United States. The complex was designed to support both commercial and U.S. government launch services and is licensed to support 8 missions per year. The site can support launches to inclinations between 38 and 60 degrees. In addition to the dedicated launch pad for Electron, Rocket Lab also operates an Integration and Control Facility within the Wallops Research Park. This facility is dedicated to secure vehicle and payload processing facilities. The facility can process several Electron launch vehicles and customer payloads concurrently, enabling rapid and responsive launch opportunities and parallel launch campaigns. We have built out all of the physical infrastructure that we need in order to use this launch complex and on January 24, 2023, we successfully launched our first Electron from NASA Wallops Flight Facility.

### ***Wallops Island, Virginia Launch Complex 3***

Rocket Lab has access to a dedicated launch pad located at the Mid-Atlantic Regional Spaceport within the NASA Wallops Flight Facility in Wallops Island, Virginia as a third launch complex, which we call LC-3. Our current agreement provides us with rights to access the facilities, launch property and services at this launch complex expires on February 15, 2034.

LC-3 will represent a new responsive launch capability within the United States. The complex is designed to support both commercial and U.S. government launch services and is licensed to support 2 missions per year, with the potential for an increased number of missions pending ongoing assessments. In addition to the dedicated launch pad for Neutron, Rocket Lab will have access to the Mid-Atlantic Regional Spaceport Payload Processing Facility (PPF). This facility is dedicated to secure vehicle and payload processing facilities. We are currently building out all of the physical infrastructure that we need in order to use this launch complex.

### ***Albuquerque, New Mexico Solar Cell Production Facility***

Our solar cell through solar array production activities are conducted at our Albuquerque, New Mexico facility. From this location we research, develop, design and manufacture solar power solutions in an approximately 160,000 square foot production, research and development complex. We have a ground lease for one building that expires on September 18, 2050 and a lease on the second building that expires on May 31, 2042.

### ***Tucson, Arizona Optical Systems Facility***

Our optical systems business is based out of our Tucson, Arizona facilities. At these facilities we research, develop, design and manufacture advanced EO/IR sensor payloads. We have various leases that expire between 2028 and 2032.

## **Competition**

We believe our main sources of competition fall into 4 categories:

- companies providing dedicated and rideshare launch vehicles to deliver payloads to generic and custom planes/inclinations and altitude trajectories, such as Northrop Grumman, SpaceX, United Launch Alliance (a joint venture between Lockheed Martin Corporation and The Boeing Company), Firefly, Blue Origin, and established Russian, Indian, Chinese, European and Japanese launch providers;
- companies that are reported to have plans to provide launch vehicles that can deliver payloads to a range of planes/inclinations and altitude trajectories;
- companies providing spacecraft solutions, such as Airbus, Lockheed, Boeing, General Atomics, General Dynamics, Maxar Technology, Northrop Grumman, Raytheon Technologies, Thales Alenia Space, Astro Digital, York Space Systems and L3Harris; and
- companies providing spacecraft components in the commercial marketplace, such as Ball Aerospace, Raytheon, Collins Aerospace, Bradford Space, Honeywell Aerospace, GOMSpace, Redwire and Beyond Gravity.

The principal competitive factors in our market include:

- flight heritage and reliability;
- delivery schedule;
- ability to customize products to meet specific needs of the customer;
- performance and technical features;
- price; and
- customer experience.

We believe that we compete favorably across these factors.



[Table of Contents](#)**Intellectual Property**

The protection of our technology and intellectual property is an aspect of our business. We use a combination of patents, trademarks, trade secrets, copyrights, confidentiality procedures, contractual commitments and other legal rights to establish and protect our intellectual property. We generally enter into confidentiality agreements and invention or work product assignment agreements with our employees and consultants to control access to, and clarify ownership of, our proprietary information.

**Human Capital**

As of December 31, 2025, we had over 2,600 full-time permanent employees worldwide. We believe that our strong culture of collaboration and innovation, combined with our close connection to employees, are key drivers of our market differentiation and business success. Additionally, our employees are not subject to collective bargaining agreements.

***Culture***

At Rocket Lab, we pride ourselves on fostering a culture of innovation, grit, and collaboration where we celebrate our collective achievements. This dynamic spirit is showcased during our various workforce events, including milestone celebrations, launch viewing gatherings, community engagement opportunities, collaborations with local and regional organizations promoting aerospace and STEM education, holiday celebrations and even our annual Rocket Challenge and employee awards ceremony. During the Rocket Challenge, teams come together globally across our sites and disciplines, putting aside their regular tasks to design and launch the most impressive small rockets. This event highlights quick thinking, innovative craftsmanship, and strong team camaraderie. The event concludes with a special awards ceremony where we honor the winners of our annual staff awards recognizing their exceptional contributions. This spirit of competition is particularly strong among employees with the technical skills and experience essential to our business. We believe that fostering this culture of collaboration, competition, and celebration significantly enhances our ability to attract, retain, and engage our team. It keeps our employees motivated and deeply involved in the meaningful work that furthers our mission.

***Safety***

Rocket Lab has robust health and safety policies, systems, and processes across the business to enable a safe working environment. Supported by the executive leadership team, Rocket Lab employees are empowered to make decisions and take steps to identify and correct hazards to ensure they maintain a safe and healthy workplace for themselves, colleagues and our business.

***Operational Excellence***

At Rocket Lab, we prioritize operational excellence and efficiency as key drivers for our success. By leveraging the experiences, knowledge, and cultures of our team members, we generate innovative solutions and maintain high performance levels across all areas of our organization.

We emphasize the importance of teamwork and valuing each individual's contributions towards streamlined operations. We are dedicated to fostering an environment where all team members feel respected and can perform at their best, aligned with our goals to optimize team functionality and productivity.

***Talent***

Our Rocket Lab team members are incredibly talented, and we are dedicated first and foremost to fostering and growing talent from within. Rocket Lab offers training opportunities across the company, including internal and external resources and courses tailored to developing our talent pipeline. We also offer an internship program with a focus on skill enhancement and practical experience that prepares a new generation of talent to join Rocket Lab. We partner closely with schools and universities both locally and nationally including hosting hiring events and info sessions to grow our internship cohort and broader employee population. Additionally, we have supported individuals impacted by local aerospace layoffs by hosting and attending hiring events dedicated to finding them employment.

[Table of Contents](#)**Governmental Regulation**

Compliance with various governmental regulations has an impact on our business, including our capital expenditures, revenue, earnings and competitive position, which can be material. We incur or will incur costs to monitor and take actions to comply with governmental regulations that are or will be applicable to our business, which include, among others, federal securities laws and regulations, applicable stock exchange requirements, export and import control, economic sanctions and trade embargo laws and restrictions and regulations of the U.S. Department of Transportation, Federal Aviation Administration (“FAA”), the New Zealand Space Agency and other government agencies in the United States, Canada, and New Zealand. See “Risk Factors—Risks Relating to Our Business” for a discussion of material risks to us, including, to the extent material, to our competitive position, relating to governmental regulations, and see “Management’s Discussion and Analysis of Financial Condition and Results of Operation” together with our consolidated financial statements, including the related notes included therein, for a discussion of material information relevant to an assessment of our financial condition and results of operations, including, to the extent material, the effects that compliance with governmental regulations may have upon our capital expenditures and earnings.

The U.S. government may terminate any of our government contracts and subcontracts either at their convenience or for default based on our performance. If a contract is terminated for convenience, we generally are protected by provisions covering reimbursement for costs incurred on the contract, up to termination, and profit on those costs. If a contract is terminated for default, we generally are entitled to payment for our work that has been accepted by the U.S. government; however, the U.S. government could make claims to reduce our recovery or recoup its procurement costs and could assess other special penalties.

**Corporate Information**

Our corporate headquarters are located at 3881 McGowen Street, Long Beach, California 90808, and our telephone number is (714) 465-5737. Our website is located at [www.rocketlabcorp.com](http://www.rocketlabcorp.com). Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, including exhibits, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) will be made available free of charge on our website as soon as reasonably practicable after we electronically file these materials with, or furnish it to, the SEC on their website located at [www.sec.gov](http://www.sec.gov). The contents of our website are not incorporated into this Annual Report on Form 10-K, and our reference to the URL for our website is intended to be an inactive textual reference only. The information contained on, or that can be accessed through, our website is not a part of this Annual Report on Form 10-K.

**Corporate History and Background**

Our predecessor entity, Rocket Lab USA, Inc., completed a merger with Vector Acquisition Corporation (“Vector”) on August 25, 2021 (the “Business Combination”), in conjunction with which Vector changed its name to Rocket Lab USA, Inc., a Delaware corporation (“Rocket Lab USA”).

On May 8, 2025, Rocket Lab USA announced plans to implement a holding company reorganization (the “Reorganization”). On May 23, 2025, Rocket Lab USA implemented the Reorganization pursuant to an Agreement and Plan of Merger (the “Merger Agreement”) dated as of May 23, 2025, among Rocket Lab USA, Rocket Lab and Rocket Lab Merger Sub, Inc., a Delaware corporation and direct, wholly owned subsidiary of Rocket Lab (“Merger Sub”). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Rocket Lab USA, with Rocket Lab USA continuing as the surviving corporation and a wholly owned subsidiary of Rocket Lab (the “Merger”). Following the Merger, Rocket Lab became the successor issuer to Rocket Lab USA.

At the effective time of the Reorganization (“Effective Time”), (i) each share of Rocket Lab USA common stock, par value \$0.0001 per share (“Rocket Lab USA Common Stock”), issued and outstanding immediately prior to the Effective Time, was automatically converted into one share of Rocket Lab Corporation common stock, par value \$0.0001 per share, having the same designation, rights, powers, and preferences, and qualifications, limitations, and restrictions as a share of Rocket Lab USA Common Stock immediately prior to consummation of the Reorganization and (ii) each share of Rocket Lab USA Series A Convertible Participating Preferred Stock, par value \$0.0001 per share (“Rocket Lab USA Preferred Stock”), issued and outstanding immediately prior to the Effective Time was automatically converted into one share of Rocket Lab Corporation Series A Convertible Participating Preferred Stock, par value \$0.0001 per share, having the same designation, rights, powers, and preferences, and qualifications, limitations, and restrictions as a share of Rocket Lab USA Preferred Stock immediately prior to consummation of the Reorganization.

[Table of Contents](#)**Risk Factors Summary**

You should carefully read the risks described below, this Annual Report on Form 10-K and especially consider the factors discussed in the section entitled "Risk Factors." If any of the following events occur, our business, financial condition and operating results may be materially adversely affected. In that event, the trading price of our securities could decline, and you could lose all or part of your investment. Such risks include, but are not limited to:

- We have experienced rapid growth in recent periods and those growth rates may not be indicative of our future growth. If we fail to manage our growth effectively, we may be unable to execute our business plan and our business, results of operations, and financial condition could be harmed.
- We have a limited operating history in an evolving industry, which makes it difficult to forecast our revenue, plan our expenses and evaluate our business and future prospects.
- We have a history of losses, we anticipate increasing operating expenses and capital expenditures in the future, and we may not be able to achieve and, if ever achieved, maintain profitability.
- Our future revenue and operating results are dependent on our ability to generate a sustainable order rate for our products and services and develop new technologies to meet the needs of our customers or potential new customers.
- Our business with various governmental entities is subject to the policies, priorities, regulations, mandates and funding levels of such governmental entities and may be negatively or positively impacted by any change thereto.
- We derive a substantial amount of our revenues from only a few of our customers. A loss of, or default by, one or more of these major customers, or a material adverse change in any such customer's business or financial condition, could materially reduce our future revenues and contracted backlog.
- Disruptions in U.S. government operations and funding could have a material adverse effect on our revenues, earnings and cash flows, and otherwise adversely affect our financial condition.
- We may not be successful in developing new technology, including our Neutron launch vehicle, and the technology we are successful in developing may not meet the needs of our customers or potential new customers.
- We operate in highly competitive industries and in various jurisdictions across the world which may cause us to have to reduce our prices.
- Acquisitions or divestitures could result in adverse impacts on our operations.
- Uncertain global macro-economic and political conditions could materially adversely affect our results of operations and financial condition.
- We often rely on a single vendor or a limited number of vendors to provide certain key products or services and the inability of these key vendors to meet our needs could have a material adverse effect on our business.
- Launch vehicles are subject to manufacturing delays, damage or destruction during pre-launch operations, and launch failures, the occurrence of which can materially and adversely affect our operations.
- Spacecraft are subject to manufacturing and launch delays, damage or destruction during pre-launch operations, launch failures and incorrect orbital placement, the occurrence of which can materially and adversely affect our operations.
- If our launch vehicles and spacecraft fail to operate as intended, it could have a material adverse effect on our business, financial condition and results of operations.
- Our contracts may include performance-based payment terms that expose us to financial risks.
- Our revenue, results of operations and reputation may be negatively impacted if our products contain defects or fail to operate in the expected manner.
- Any inability to operate Electron at our anticipated launch rate could adversely impact our business, financial condition and results of operations.
- Disruptions in the supply of key raw materials or components, including restrictions on our ability to obtain rare earth minerals, and difficulties in the supplier qualification process, as well as increases in prices of raw materials, could adversely impact us.

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- The expansion of our operations subjects us to additional risks that can adversely affect our operating results.
- Space is a harsh and unpredictable environment where our products and service offerings are exposed to a wide and unique range of environmental risks, including, among others, coronal mass ejections, solar flares and other extreme space weather events and potential collision with space debris or another spacecraft, which could adversely affect our launch vehicle and spacecraft performance.
- Increased congestion from the proliferation of low Earth orbit constellations could materially increase the risks of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and/or access to our own orbital slots.
- Our business involves significant risks and uncertainties that may not be covered by insurance.
- Interruption or failure of our infrastructure could hurt our ability to effectively perform our daily operations and provide and produce our products and services, which could damage our reputation and harm our operating results.
- Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized disclosure of data, or theft or tampering of intellectual property, any of which could materially adversely impact our business.
- If we cannot successfully protect our intellectual property, our business could suffer.
- Third parties may allege that our technology violates their proprietary data rights, which could have a negative impact on our operations.
- We are highly dependent on the services of Sir Peter Beck, our President, Chief Executive Officer and Chairman, and if we are unable to retain Mr. Beck, our ability to compete could be harmed.
- Our inability to hire or retain key personnel could adversely affect our business, operating results and financial condition.
- Labor-related matters, including labor disputes, may adversely affect our operations.
- Given the relative contribution and materiality of our New Zealand operations, fluctuations in foreign exchange rates or future hedging activities could have a negative impact on our business.
- We may require additional capital to support business growth, and this capital might not be available on company favorable terms, if at all, or may be available only by diluting existing stockholders or putting excessive debt leverage and insolvency risk on the business.
- Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under our debt instruments when they come due.
- We may be unable to raise the funds necessary to repurchase our convertible senior notes for cash following a fundamental change, or to pay any cash amounts due upon conversion, and our other then-existing indebtedness may limit our ability to repurchase the notes or pay cash upon their conversion.
- We are subject to counterparty risk with respect to the capped call transactions, and the capped call may not operate as planned.

[Table of Contents](#)**Item 1A. Risk Factors**

*Investing in our securities involves risks. You should consider carefully the risks and uncertainties described below, together with all of the other information in Annual Report on Form 10-K, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes, before deciding whether to purchase any of our securities. Our business, results of operations, financial condition, and prospects could also be harmed by risks and uncertainties that are not presently known to us or that we currently believe are not material. If any of these risks actually occur, our business, results of operations, financial condition, and prospects could be materially and adversely affected. Unless otherwise indicated, references in these risk factors to our business being harmed will include harm to our business, reputation, brand, financial condition, results of operations, and prospects. In such event, the market price of our securities could decline, and you could lose all or part of your investment.*

**Risks Relating to Our Business**

***We have experienced rapid growth in recent periods and those growth rates may not be indicative of our future growth. If we fail to manage our growth effectively, we may be unable to execute our business plan and our business, results of operations, and financial condition could be harmed.***

We have experienced, and may continue to experience, rapid growth, which has placed, and may continue to place, significant demands on our management and our operational and financial resources. Additionally, our organizational structure is becoming more complex as we scale our operational, financial and management controls, as well as our reporting systems and procedures. For example, our headcount has grown from approximately 1,400 employees as of December 2022 to over 2,600 employees as of December 31, 2025, and we have expanded across multiple areas of our business.

To manage growth in our operations, we will need to continue to grow and improve our operational, financial and management controls and our reporting systems and procedures. Our expansion has placed, and our expected future growth will continue to place, a significant strain on our management, sales and marketing, administrative, financial, research and development, and other resources. If we fail to manage our anticipated growth, such failure could negatively affect our reputation and harm our ability to attract new customers and to grow our business.

Our revenue was \$601.8 million, \$436.2 million and \$244.6 million for the years ended December 31, 2025, 2024 and 2023, respectively. In future periods, we may not be able to generate or sustain revenue growth. We believe our success and revenue growth depends on a number of factors, including, but not limited to, our ability to:

- successfully develop our Neutron launch vehicle;
- scale our revenue and achieve the operating efficiencies necessary to achieve and maintain profitability;
- anticipate and respond to changing customer preferences;
- anticipate and respond to macroeconomic changes generally, including changes in the markets for rocket launch services, mission services, spacecraft and spacecraft components;
- improve and expand our operations and information systems;
- develop new technology that is responsive to and predictive of market conditions and demand;
- successfully compete against established companies and new market entrants;
- manage and improve our business processes in response to changing business needs;
- effectively scale our operations while maintaining high customer satisfaction;
- hire and retain talented employees at all levels of our business;
- integrate recent acquisitions, including personnel, systems and business processes;
- avoid or manage interruptions in our business from information technology downtime, cybersecurity breaches and other factors affecting our physical and digital infrastructure;
- adapt to changing conditions in our industry; and
- comply with regulations applicable to our business.

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If we are unable to accomplish any of these tasks, our revenue growth will be harmed. We also expect our operating expenses to increase in future periods, and if our revenue growth does not increase to offset these anticipated increases in our operating expenses, our business, results of operations, and financial condition will be harmed, and we may not be able to achieve or maintain profitability.

***We have a limited operating history in an evolving industry, which makes it difficult to forecast our revenue, plan our expenses and evaluate our business and future prospects.***

We have a limited operating history in a rapidly evolving industry that may not develop in a manner favorable to our business. While our business has grown rapidly, and much of that growth has occurred in recent periods, the markets for launch services, space systems, spacecraft components and space data applications may not continue to develop in a manner that we expect or that otherwise would be favorable to our business. As a result of our limited operating history and ongoing changes in our new and evolving industry, including evolving demand for our products and services, our ability to forecast our future results of operations and plan for and model future growth is limited and subject to a number of uncertainties. We have encountered and expect to continue to encounter risks and uncertainties frequently experienced by growing companies in rapidly evolving industries, such as the risks and uncertainties described herein. Accordingly, we may be unable to prepare accurate internal financial forecasts or replace anticipated revenue that we do not receive as a result of delays arising from these factors, and our results of operations in future reporting periods may be below the expectations of investors or analysts. If we do not address these risks successfully, our results of operations could differ materially from our estimates and forecasts or the expectations of investors or analysts, causing our business to suffer and our common stock price to decline.

***We have a history of losses, we anticipate increasing operating expenses and capital expenditures in the future, and we may not be able to achieve and, if ever achieved, maintain profitability.***

We may never achieve or sustain profitability and may continue to incur significant losses going forward. Any failure by us to achieve or sustain profitability on a consistent basis could cause the value of our common stock to decline. We experienced net losses of \$198.2 million, \$190.2 million and \$182.6 million for the years ended December 31, 2025, 2024 and 2023, respectively. We expect to continue to incur net losses for at least the next 12 months and we may not achieve or maintain profitability in the future. Because the markets for launch services, space systems, spacecraft components and space data applications are evolving. In addition, our customers for whom we provide these products and services may experience delays or technical challenges with their products and services that limit or delay our expected revenue and future growth opportunities from those customers. We expect our operating expenses and capital expenditures to significantly increase as we continue to make significant investments, expand our operations and infrastructure, develop and introduce new technologies, and hire additional personnel. These efforts may be more costly than we expect and may not result in revenue growth or increased efficiency. If our revenue does not increase to offset these expected increases in our operating expenses, our net losses could increase. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow on a consistent basis. If we are unable to successfully address these risks and challenges as we encounter them, our business, results of operations, and financial condition could be adversely affected.

***Our future revenue and operating results are dependent on our ability to generate a sustainable order rate for our products and services and develop new technologies to meet the needs of our customers or potential new customers.***

Our financial performance is dependent on our ability to generate a sustainable order rate for our products and services as well as our ability to monetize products still in development. This can be challenging and may fluctuate on an annual basis as the number of contracts awarded varies. If we are unable to win new awards or execute existing contracts as expected, our business, results of operations, and financial position could be further adversely affected. Furthermore, if our customers experience delays or technical challenges with their products or services or exercise delay or termination rights under new or existing contracts, our ability to recognize the full potential value of such contracts could also adversely affect our business, results of operations and financial position.

The cyclical nature of the rocket launch services, mission services, spacecraft and spacecraft component markets could negatively impact our ability to accurately forecast customer demand. The markets that we serve may not grow in the future and we may not be able to maintain adequate gross margins or profits in these markets. Our growth is dependent on the growth in the sales of services provided by our customers, our customers' ability to anticipate market trends, and our ability to anticipate changes in the businesses of our customers and to successfully identify and enter new markets. If we fail to anticipate such changes in demand, or such demand does not materialize to the extent we expected or at all, our business, results of operations, and financial position could be adversely affected.

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The rocket launch services, mission services, spacecraft and spacecraft component industries are each characterized by development of technologies to meet changing customer demand for complex and reliable products and services. Our current development projects include spacecraft capabilities; new reaction wheel sizes; and a new medium-lift rocket, called Neutron, for constellation deployment, interplanetary missions and potentially human spaceflight. Our products and services embody complex technology and may not always be compatible with current and evolving technical standards and systems developed by others. Failure or delays to meet the requisite and evolving industry or user standards could have a material adverse effect on our business, results of operations, and financial condition. Failure of suppliers to deliver against end customer requirements could lead to a material adverse effect on our financial results.

We have previously experienced, and may experience in the future, delays or other complications in the design, manufacture and commercialization of new rocket launch services, including the development and launch of our Neutron launch vehicle, mission services, spacecraft, spacecraft components and related technology. For example, we experienced a qualification testing failure of the Neutron Stage 1 tank on January 21, 2026 which ruptured the tank during a hydrostatic pressure trial resulting in an impact to Neutron's launch schedule. If we fail to develop and successfully commercialize new technologies, if we fail to develop such technologies before our competitors, or if such technologies fail to perform as expected, or are inferior to those of our competitors, our business, financial condition and results of operations could be materially and adversely impacted.

***Our business with various governmental entities is subject to the policies, priorities, regulations, mandates and funding levels of such governmental entities and may be negatively or positively impacted by any change thereto.***

Changes in government policies, priorities, regulations, government agency mandates, funding levels through agency budget reductions, the imposition of budgetary constraints, or a decline in government support or deferment of funding for programs in which we or our customers participate could result in contract terminations, delays in contract awards, reduction in contract scope, performance penalties or breaches of our contracts, the failure to exercise contract options, the cancellation of planned procurements, and fewer new business opportunities, all of which could negatively impact our business, financial condition, results of operations and cash flows. Such government policies, priorities, regulations and government agency mandates are evolving at a significant pace, and we expect further changes in policy positions and spending priorities from the U.S. government ..

The U.S. government has been aggressively pursuing cost reductions policies and elimination of government agencies and programs that could negatively impact the funding of government projects and programs in which we or our customers participate or compete for new contracts. They may also pursue changes in contract and payment terms, procurement practice and award criteria, and pursue other actions that may make such programs or contracts less profitable to us or not economically viable. The change in practices and policies, termination of projects, reduction or elimination of funding, and reduction in personnel staffing these entities may have a material impact on our or our customer's existing government projects, including delays in completion and payments, and may eliminate certain contract opportunities in the future. Additionally, any failure by the U.S. government to enact a full-year appropriations bill could cause significant disruption to all government discretionary programs and corresponding impacts on the entire aerospace and defense industry, which could adversely affect our business, results of operations, financial condition and cash flows.

We are subject to the procurement policies and procedures set forth in the Federal Acquisition Regulation ("FAR"). The FAR governs aspects of U.S. government contracting, including contractor qualifications and acquisition procedures. The FAR provisions in U.S. government contracts must be complied with in order for the contract to be awarded and provides for audits and reviews of contract procurement, performance, and administration. Failure to comply with the provisions of the FAR could result in contract termination.

In addition, contracts with any government, including the U.S. government, may be terminated or suspended by the government at any time and could result in significant liability obligations for us. Remedies for termination may fall short of the financial benefit associated with full completion and operation of a contract. In addition, we may not be able to procure new contracts to offset the revenue or backlog lost as a result of any termination of government contracts. The loss of one or more large contracts could have a material adverse impact on our business, financial condition, results of operations and cash flows.

During 2025, 2024 and 2023, approximately 47%, 33%, and 31%, respectively, of our total annual revenues were derived from contracts with the U.S. government, U.S. prime contractors and its agencies or from subcontracts with other U.S. government contractors. Our contracts with the U.S. government are fixed-price contracts. Under firm fixed-price contracts, work performed and products shipped are priced at a fixed amount without adjustment for actual costs incurred in connection with the contract. Therefore, we bear the risk of loss if costs increase.

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Our ability to participate in and continue to pursue many of our business activities is regulated by various agencies and departments of the U.S. government and, in certain circumstances, the governments of other countries. Commercial space launches require licenses from the U.S. Department of Transportation (“DoT”) and the FAA. The Federal Communications Commission also requires licenses for radio communications during our rocket launches. Our classified programs require that we establish certain governance controls and maintain appropriate security clearances for certain of our facilities and employees. Failure to maintain the necessary clearances may impact our ability to perform classified program contracts or be awarded future contracts. We also require export licenses from the U.S. Department of State (“DoS”), the U.S. Department of Commerce (“DoC”) and, occasionally, the governments of other countries with respect to transactions we have with foreign customers or foreign subcontractors.

***We derive a substantial amount of our revenues from only a few of our customers. A loss of, or default by, one or more of these major customers, or a material adverse change in any such customer’s business or financial condition, could materially reduce our future revenues and contracted backlog.***

For the year ended December 31, 2025, our top five customers accounted for approximately 49% of our revenues and our top five backlog customers accounted for approximately 77% of our backlog in the aggregate as of December 31, 2025. Our customers could experience a downturn in their business or find themselves in financial difficulties, which could result in their ceasing or reducing their use of our services or becoming unable to pay for services they had contracted to buy. A substantial amount of our backlog for government customers is also subject to risks of future government funding levels, which may be substantially curtailed or abandoned, resulting in contract cancellations, modifications, delays, or reduction in orders. In addition, some of our customers’ industries are undergoing significant consolidation, and our customers may be acquired by each other or other companies, including by our competitors. Such acquisitions could adversely affect our ability to sell services to such customers and to any end-users whom they serve. Some customers have in the past defaulted, and our customers may in the future default, on their obligations to us due to bankruptcy, lack of liquidity, operational failure, or other reasons. Such defaults could adversely affect our revenues, operating margins and cash flows. If our contracted revenue backlog is reduced due to the financial difficulties of our customers or other reasons, including cancellations for convenience, our revenues, operating margins, and cash flows would be further negatively impacted.

***Disruptions in U.S. government operations and funding could have a material adverse effect on our revenues, earnings and cash flows, and otherwise adversely affect our financial condition.***

Any disruptions in federal government operations could have a material adverse effect on our revenues, earnings, and cash flows. A prolonged failure to maintain significant U.S. government operations, particularly those pertaining to our business, could have a material adverse effect on our revenues, earnings, and cash flows. Continued uncertainty related to recent and future government shutdowns, the budget and/or the failure of the government to enact annual appropriations, such as long-term funding under a continuing resolution, could have a material adverse effect on our revenues, earnings and cash flows. Additionally, disruptions in government operations may negatively impact regulatory approvals and guidance that are important to our operations. For example, the U.S. government shutdown that began on October 1, 2025, affected our business operations which caused delays in anticipated contract awards and payments. Other effects and impacts on our operations included:

- U.S. State Department delays impacting our ability to timely obtain the necessary licenses to support launches for foreign customers as well as the delay in processing of U.S. visa application for our foreign personnel;
- reduced government support for U.S. missions and programs, including the furlough of civilian employees, which have reduced communication and increased response times; and
- reduction of workforce at critical mission sites such as at our Wallops facility.

***We may not be successful in developing new technology, including our Neutron launch vehicle, and the technology we are successful in developing may not meet the needs of our customers or potential new customers.***

The markets in which we operate are characterized by changing technology and evolving industry standards, and we may not be successful in identifying, developing and marketing products and services that respond to rapid technological change, evolving technical standards and systems developed by others. Our competitors may develop technology that better meets the needs of our customers. If we do not continue to develop, manufacture, and market innovative technologies or applications that meet customers’ requirements, or if we are unsuccessful in the development, manufacture or sale of any new technology or application we attempt to develop or are able to develop, including Neutron, sales may suffer and our business may not continue to grow in line with historical rates or at all. If we are unable to achieve sustained growth, we may be unable to execute our business strategy, expand our business, or fund other liquidity needs, and our business prospects, financial condition and results of operations could be materially and adversely affected.

[Table of Contents](#)***We operate in highly competitive industries and in various jurisdictions across the world which may cause us to have to reduce our prices.***

We operate in highly competitive industries and many of our competitors are larger and have substantially greater resources than we have.

We may also face competition in the future from emerging low-cost competitors. Competition in the rocket launch, spacecraft, spacecraft services and spacecraft component businesses is highly diverse, and while our competitors offer different products and services, there is often competition for contracts.

In addition, some of our foreign competitors currently benefit from, and others may benefit in the future from, protective measures by their home countries where governments are providing financial support, including significant investments in the development of new technologies. Government support of this nature greatly reduces the commercial risks associated with rocket launch, spacecraft and spacecraft component development activities for these competitors. This market environment may result in increased pressures on our pricing and other competitive factors.

***Acquisitions or divestitures could result in adverse impacts on our operations.***

In order to grow our business, we may acquire additional assets or companies. For example, we acquired GEOST on August 12, 2025. In connection with these acquisitions or any future acquisitions, there can be no assurance that we will be able to identify, acquire or obtain the required regulatory approvals, or profitably manage the additional businesses or successfully integrate any acquired businesses, products, or technologies without substantial expenses, delays or other operational, regulatory or financial problems. In addition, any acquired businesses, products or technologies may not achieve anticipated revenues and income growth.

Further, acquisitions may involve a number of additional risks, including diversion of management's attention, failure to retain key personnel, or failure to attract the necessary talent to manage organizational growth. We may become responsible for unexpected liabilities that were not discovered or disclosed in the course of due diligence in connection with historical acquisitions and any future acquisitions. Additionally, acquisitions with international operations expose us to greater international business risks. If we do not realize the expected benefits or synergies of an acquisition, such as revenue gains or cost reductions, there could be a material adverse effect on our business, results of operations, and financial condition.

We may also seek to divest portions of our businesses which may no longer be aligned with our strategic initiatives and long-term objectives. Various factors could materially affect our ability to successfully do so, including the availability of buyers willing to purchase the assets on terms acceptable to us, difficulties in the separation of operations, the diversion of management's attention from other business concerns, the disruption of our business, the potential loss of key employees, and the retention of uncertain contingent liabilities related to the divested business. We cannot assure that we will be successful in managing these or any other significant risks that we encounter in divesting a business or product line, and any divestiture we undertake could materially and adversely affect our business, financial condition, results of operations and cash flows.

***Uncertain global macro-economic and political conditions could materially adversely affect our results of operations and financial condition.***

Our results of operations are materially affected by economic and political conditions in the United States and internationally, including inflation, deflation, interest rates, recession or fears of recession, availability of capital, energy and commodity prices, the availability and cost of labor, trade laws and the effects of governmental initiatives to manage economic conditions. In certain prior periods, we have seen a broad-based weakening in the global macroeconomic environment which has impacted and could impact in the future certain of our markets. Additionally, instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy, the instability in the geopolitical environment in many parts of the world (including as a result of the on-going Russia and Ukraine war, the continued uncertainty surrounding the conclusion of the Israel-Hamas war, and China-Taiwan relations), the current economic challenges in China, including global economic ramifications of Chinese economic difficulties, and other disruptions may continue to put pressure on global economic conditions. The Trump administration has taken certain actions, including the implementation of tariffs, that could continue to adversely impact trade relations and the global economy. If global economic and market conditions, or economic conditions in key markets, remain uncertain or deteriorate further, we may experience material impacts on our business, operating results, and financial condition. In addition, due to such conditions current or potential customers may delay or decrease spending on our products and services as their business and/or budgets are impacted by economic conditions. The inability of current and potential customers to pay us for our products and services may adversely affect our earnings and cash flows.

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***We often rely on a single vendor or a limited number of vendors to provide certain key products or services and the inability of these key vendors to meet our needs could have a material adverse effect on our business.***

Historically, we have contracted with a single vendor or a limited number of vendors to provide certain key products or services, such as composites, inertial measurement units, construction of launch vehicle structures, and ground network services. In addition, our manufacturing operations depend on specific technologies and companies for which there may be a limited number of vendors. If these vendors are unable to meet our needs because they fail to perform adequately, are unable to match new technological requirements or problems, or are unable to dedicate engineering and other resources necessary to provide the services contracted for, our business, financial position and results of operations may be adversely affected. While alternative sources for these products, services, and technologies may exist, we may not be able to develop these alternative sources quickly and cost-effectively, which could materially impair our ability to operate our business. Furthermore, these vendors may request changes in pricing, payment terms, or other contractual obligations, which could cause us to make substantial additional investments.

Additionally, some of our suppliers' employees are represented by labor unions. Labor union actions at suppliers can also affect us. Work stoppages and instability in our relationships with labor unions could delay the production and/or development of our products, which could strain relationships with customers and cause a loss of revenues which would adversely affect our operations.

***Launch vehicles are subject to manufacturing delays, damage or destruction during pre-launch operations, and launch failures, the occurrence of which can materially and adversely affect our operations.***

Delays in the manufacturing of launch vehicles, damage or destruction during pre-launch operations, or launch failures could have a material adverse effect on our business, financial condition and results of operations. The loss of, or damage to, a launch vehicle could result in significant delays in anticipated revenue to be generated by other rocket launch services using the same or similar launch vehicles or their components.

***Spacecraft are subject to manufacturing and launch delays, damage or destruction during pre-launch operations, launch failures and incorrect orbital placement, the occurrence of which can materially and adversely affect our operations.***

Delays in the manufacturing of spacecraft, launch delays, damage or destruction during pre-launch operations, launch failures or incorrect orbital placement could have a material adverse effect on our business, financial condition and results of operations. The loss of, or damage to, a spacecraft due to a launch failure could result in significant delays in anticipated revenue to be generated by that spacecraft. Any significant delay in the commencement of service of a spacecraft would delay or potentially permanently reduce the revenue anticipated to be generated by that spacecraft. In addition, if the loss of a spacecraft were to occur, we may not be able to accommodate affected customers with our other spacecraft until a replacement spacecraft is available, and we may not have on hand, or be able to obtain in a timely manner, the necessary funds to cover the cost of any necessary spacecraft replacement. Any launch delay, launch failure, underperformance, delay, or perceived delay could have a material adverse effect on our results of operations, business prospects and financial condition.

***If our launch vehicles and spacecraft fail to operate as intended, it could have a material adverse effect on our business, financial condition and results of operations.***

The manufacturing, testing, launching and operation of launch vehicles and spacecraft involves complex processes and technology. Our launch vehicles and spacecraft employ advanced technologies and sensors that are exposed to severe environmental stresses that have and could affect the performance of our launch vehicles. Hardware component problems and software issues could lead to deterioration in performance or loss of functionality of a launch vehicle and spacecraft. In addition, human operators may execute improper commands that may negatively impact a launch vehicle's or spacecraft performance. Exposure of our launch vehicles and spacecraft to an unanticipated catastrophic event, such as collision with space debris, could reduce the performance of, or completely destroy, the affected launch vehicle and spacecraft. For example, as of December 31, 2025, we have had 75 successful missions and three failed customer launches, which occurred in July 2020, May 2021 and September 2023. In July 2020, the failed launch resulted from a battery related power-supply issue on the second stage propulsion system. In May 2021, our failed launch resulted from a second stage engine computer malfunction. In September 2023, our failed launch resulted from high voltage from the second stage's power supply system resulting in a total loss of power. The failed missions resulted in the loss of all payloads onboard and prevented us from conducting future launches until we had investigated the cause of the failures and obtained authorization from the Federal Aviation Administration to resume launches.

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We may experience other problems with our launch vehicles or spacecraft that may reduce their performance and we cannot provide assurances that our spacecraft will continue to operate successfully in space throughout their expected operational lives. Even if a spacecraft is operated properly, technical flaws in that spacecraft's sensors or other technical deficiencies or anomalies could significantly hinder its performance. During any period of time in which a type of launch vehicle or spacecraft is not operational, we may lose most or all of the revenue that otherwise would have been derived from it. Our inability to repair or replace a defective type of launch vehicle or spacecraft, or correct any other technical problem in a timely manner could result in a significant loss of revenue. If a launch vehicle or spacecraft experiences a significant anomaly such that its type is no longer operational, it would significantly impact our business, prospects and profitability. Additionally, any launch failures could damage our reputation and ability to obtain future customers for our launch services, prevent us from receiving any payments contingent on a successful launch and increase our insurance rates, which could have a material adverse effect on our business and prospects.

***Our contracts may include performance-based payment terms that expose us to financial risks.***

Certain contracts we enter into include payment structures that are contingent on the ongoing performance of the delivered product or service over an extended period of time. These payment terms may require us to meet specific performance criteria, and failure to do so could result in reduced payments, the cessation of payments, or the obligation to refund amounts previously received. Such performance-based payment terms may expose us to financial risks, including unexpected charges or losses, if the product or service does not perform as expected.

***Our revenue, results of operations and reputation may be negatively impacted if our products contain defects or fail to operate in the expected manner.***

We sell complex and technologically advanced products and services, including rocket launch services, mission services, spacecraft and spacecraft components. Sophisticated software used in our products and services, including software developed by us, may contain defects that can unexpectedly interfere with the software's intended operation. Defects may also occur in components and products that we manufacture or purchase from third parties. Most of the launch vehicles, spacecraft and spacecraft components we have developed must function under demanding and unpredictable operating conditions and in harsh and potentially destructive environments. Our products and services may not be successfully implemented, pass required acceptance criteria, or operate or give the desired output, or we may not be able to detect and fix all defects in the launch vehicles, spacecraft, spacecraft components and systems we sell and/or use. Failure to do so could result in lost revenue, such as occurred after our launch failure in September 2023, and damage to our reputation and may adversely affect our ability to win new contract awards.

***Any inability to operate Electron at our anticipated launch rate could adversely impact our business, financial condition and results of operations.***

Our launch services business is currently dependent on Electron. To be successful, we will need to maintain a sufficient launch rate, which will be negatively impacted if we are not able to operate Electron for any reason, including not being granted appropriate government clearance after a launch failure such as occurred in connection with our launch failure in September 2023. We may be unable to operate Electron at our anticipated launch rate for a number of reasons, including, but not limited to, production delays or failures, design and engineering flaws, launch failures, natural disasters, epidemics or pandemics, changes in governmental regulations or in the status of our regulatory approvals or applications, customer delays or cancellations, or other events that force us to cancel or reschedule launches.

***Disruptions in the supply of key raw materials or components, including restrictions on our ability to obtain rare earth minerals, and difficulties in the supplier qualification process, as well as increases in prices of raw materials, could adversely impact us.***

Many raw materials, major components, and product equipment items are procured or subcontracted on a single or sole-source basis. Although we maintain a qualification and performance surveillance process and we believe that sources of supply for raw materials and components are generally adequate, it is difficult to predict what effects shortages or price increases may have in the future. Our ability to manage inventory and meet delivery requirements may be constrained by our suppliers' inability to scale production and adjust delivery of long-lead time products during times of volatile demand. Our inability to fill our supply needs would jeopardize our ability to fulfill obligations under commercial and government contracts, which could, in turn, result in reduced sales and profits, contract penalties or terminations, and damage to customer relationships, and could have a material adverse effect on our operating results, financial condition, or cash flows.

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Key raw materials and components used in our operations include chemicals; composites; electronic, electro-mechanical and mechanical components; rare earth minerals; subassemblies; and subsystems that are integrated with the manufactured parts for final assembly into finished products and systems. We are impacted by increases in the prices of raw materials used in production on fixed-price business. We monitor sources of supply to attempt to assure that adequate raw materials and other components and supplies needed in manufacturing processes are available. Prolonged disruptions in the supply of any of our key raw materials or components, difficulty completing qualification of new sources of supply, implementing use of replacement materials, components or new sources of supply, or a continuing increase in the prices of raw materials, energy, or components could have a material adverse effect on our operating results, financial condition, or cash flows.

***The expansion of our operations subjects us to additional risks that can adversely affect our operating results.***

We contemplate further expansion of our operations as part of our growth strategy, including acquisitions and the development of our Neutron launch vehicle. Our current and contemplated operations subject us to a variety of risks, including:

- recruiting and retaining talented and capable management and employees;
- competition from other companies with significant market share in those markets and with better understanding of demand;
- difficulties in enforcing contracts, collecting accounts receivables, and longer payment cycles;
- regulatory, political or contractual limitations on our ability to operate in certain foreign markets, including trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses;
- compliance with anti-bribery laws, including without limitation the Foreign Corrupt Practices Act;
- varying security laws and regulations in other countries;
- management distraction and constraints on bandwidth from acquisitions;
- increased management, travel, infrastructure and legal compliance costs associated with having multiple operations and integrating acquisitions;
- differing regulatory and legal requirements and possible enactment of additional regulations or restrictions on the use, import or export of our products and services, which could delay or prevent the sale or use of our products and services in some jurisdictions;
- currency translation and transaction risk, which may negatively affect our revenue, cost of net revenue, and gross margins, and could result in exchange losses;
- heightened exposure to political instability, war and terrorism;
- continued access to our LC-1 at Mahia, New Zealand at lease expiration;
- access to launch capacity, as well as securing additional capacity, at government-controlled launch sites, such as our LC-2 (and, when completed, LC-3) at the NASA-operated Mid-Atlantic Regional Spaceport at Wallops Island, Virginia;
- weaker protection of intellectual property rights in some countries; and
- overlapping of different tax regimes.

Any of these risks could harm our operations and reduce our sales, adversely affecting our business, operating results, financial condition and growth prospects.

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***Space is a harsh and unpredictable environment where our products and service offerings are exposed to a wide and unique range of environmental risks, including, among others, coronal mass ejections, solar flares and other extreme space weather events and potential collision with space debris or another spacecraft, which could adversely affect our launch vehicle and spacecraft performance.***

Space weather, including coronal mass ejections and solar flares have the potential to impact the performance and controllability of launch vehicles and spacecraft on orbit, including completely disabling our launch vehicles or spacecraft on orbit. Although we have some ability to actively maneuver our spacecraft to avoid potential collisions with space debris or other spacecraft, this ability is limited by, among other factors, uncertainties and inaccuracies in the projected orbit location of and predicted conjunctions with debris objects tracked and cataloged by the U.S. government. Additionally, some space debris is too small to be tracked and therefore its orbital location is completely unknown; nevertheless, this debris is still large enough to potentially cause severe damage or a failure of our launch vehicles or spacecraft should a collision occur.

***Increased congestion from the proliferation of low Earth orbit constellations could materially increase the risks of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and/or access to our own orbital slots.***

Recent years have seen increases in the number of spacecraft deployed to low earth orbits, and publicly announced plans call for many thousands of additional spacecraft deployments over the next decade. The proliferation of these low Earth orbit constellations could materially increase the risks of potential collision with space debris or another spacecraft and affect our ability to effectively access sufficient orbital slots to support the expected growth across our business.

***Our business involves significant risks and uncertainties that may not be covered by insurance.***

A significant portion of our business relates to designing, developing and manufacturing advanced space technology products and services. New technologies may be untested or unproven. Failure of some of these products and services could result in extensive property damage. Accordingly, we may incur liabilities that are unique to our products and services.

The amount of insurance coverage that we maintain may not be adequate to cover all claims or liabilities. Existing coverage may be canceled while we remain exposed to the risk and it is not possible to obtain insurance to protect against all operational risks, natural hazards and liabilities.

We have historically insured against liability to third parties from launch activities as required, by law to the extent that insurance was available on acceptable premiums and other terms. The insurance coverage for third-party damages may not be sufficient to cover the liability. Although the U.S. government may pay claims for third-party damages to the extent they exceed our insurance coverage, this depends on a government appropriation and is subject to a statutory limit. In addition, this insurance will not protect us against our own losses, including to our launch vehicle, launch complex and spacecraft.

The price and availability of insurance fluctuate significantly. Insurance market conditions or factors outside our control at the time we are in the market for the required insurance, such as failure of launch vehicles and spacecraft, could cause premiums to be significantly higher than current estimates and could reduce amounts of available coverage. The cost of our insurance has been increasing and may continue to increase. Higher premiums on insurance policies will reduce our operating income by the amount of such increased premiums. If the terms of insurance policies become less favorable than those currently available, there may be limits on the amount of coverage that we can obtain or we may not be able to obtain insurance at all.

In addition, even though we carry business interruption insurance policies, any business interruption losses could exceed the coverage available or be excluded from our insurance policies. Any disruption of our ability to operate our business could result in a material decrease in our revenues or significant additional costs to replace, repair, or insure our assets, which could have a material adverse impact on our financial condition and results of operations.

***Interruption or failure of our infrastructure could hurt our ability to effectively perform our daily operations and provide and produce our products and services, which could damage our reputation and harm our operating results.***

We are vulnerable to natural disasters and significant disruptions including tsunamis, floods, earthquakes, fires, water shortages, other extreme weather conditions, epidemics or pandemics, acts of terrorism, power shortages and blackouts, aging infrastructures and telecommunications failures. In the event of such a natural disaster or other disruption, we could experience: disruptions to our operations or the operations of suppliers, subcontractors, distributors or customers; destruction of facilities; and/or loss of life.

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The availability of many of our products and services depends on the continuing operation of our information technology and communications systems. Any downtime, damage to, or failure of our systems could result in interruptions in our operations and services, which could reduce our revenue and profits. Our systems are vulnerable to damage or interruption from floods, fires, power loss, aging infrastructure, telecommunications failures, computer viruses, computer denial of service attacks, or other attempts to harm our systems. Our manufacturing facilities are also subject to risks associated with an aging infrastructure. An infrastructure failure could result in the destruction of launch vehicles, spacecraft and spacecraft components being manufactured or in inventory, manufacturing delays, or additional costs. We do not maintain back-up manufacturing facilities or operations. The occurrence of any of the foregoing could result in lengthy interruptions in our operations and services and/or damage our reputation, which could have a material adverse effect on our financial condition and results of operations.

***Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized disclosure of data, or theft or tampering of intellectual property, any of which could materially adversely impact our business.***

Our operations, products, services and intellectual property are inherently at risk of disruption, loss, inappropriate access, or tampering by both insider threats and external bad actors. In particular, our operations face various cyber and other security threats, including attempts to gain unauthorized access to sensitive information, intellectual property and networks. In addition, insider threats, threats to the safety of our directors and employees, threats to the security of our facilities, infrastructure, and supply chain, and threats from terrorist acts or other acts of aggression could have a material adverse impact on our business.

Our customers and suppliers face similar threats. Customer or supplier proprietary, classified, or sensitive information stored on our networks is at risk. Assets, intellectual property and products in customer or supplier environments are also inherently at risk. We also have risk where we have access to customer and supplier networks and face risks of breach, disruption, or loss as well.

Our systems and processes can be attacked by third parties to obtain access to our data, systems and assets. The techniques used to gain unauthorized access are constantly evolving, and we may be unable to anticipate or prevent all unauthorized access, disruption, loss, or harm. Because of our highly desired intellectual property and our support of the U.S. government and other governments, we (and our customers and suppliers) may be a particularly attractive target for such attacks by hostile foreign governments. From time to time, we have experienced attacks on our systems from bad actors that, to date, have not had a material adverse effect on our business. We cannot offer assurances, however, that future attacks will not materially adversely affect our business.

A security event or other significant disruption of our operations, systems, assets, products, or services could:

- disrupt the proper functioning of our networks, applications and systems and therefore our operations and/or those of certain of our customers or suppliers;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation, or release of, our, our customers', or our suppliers' proprietary, confidential, sensitive or otherwise valuable information, including trade secrets, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;
- destroy or degrade assets including space, ground and intellectual property assets;
- manipulate or tamper with our operations, products, services or other systems delivered to our customers or suppliers;
- compromise other sensitive government functions; and
- damage our reputation with our customers (particularly agencies of various governments) and the public generally.

A security event that involves classified or other sensitive government information or certain controlled technical information could subject us to civil or criminal penalties and could result in loss of security clearances and other accreditations, loss of our government contracts, loss of access to classified information, loss of export privileges or debarment as a government contractor.

[Table of Contents](#)***If we cannot successfully protect our intellectual property, our business could suffer.***

We use a combination of intellectual property rights, contractual protections, and other practices to protect our proprietary information, technologies and processes. We rely on patent, copyright and trade secret laws to protect our proprietary technologies and processes, including the operations systems and technology we use throughout our business. Others may independently develop the same or similar technologies and processes or may improperly acquire and use information about our technologies and processes, which may allow them to provide products and services similar to ours, which could harm our competitive position.

We also rely on trade secrets, proprietary know-how and other confidential information to maintain our competitive position. Although we enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic and business relationships, no assurance can be given that these agreements will be effective in controlling access to and distribution of our proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our technologies.

To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights, and we may or may not be able to detect infringement by third parties. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our proprietary technology against unauthorized copying or use, as well as any costly litigation or diversion of our management's attention and resources, could delay future sales and introductions of new capabilities, result in our substituting inferior or more costly technologies into our business, or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new capabilities, and we cannot assure you that we could license that technology on commercially reasonable terms or at all, and our inability to license this technology could harm our ability to compete.

***Third parties may allege that our technology violates their proprietary data rights, which could have a negative impact on our operations.***

If any of our technology violates proprietary rights, including copyrights and patents, third parties may assert infringement claims against us. Certain software modules and other intellectual property used by us or in our launch vehicles, spacecraft, spacecraft components and systems make use of or incorporate licensed software components and other licensed technology. These components are developed by third parties over whom we have no control. Any claims brought against us may result in limitations on our ability to use the intellectual property subject to these claims. We may be required to redesign our launch vehicles, spacecraft, spacecraft components and systems or to obtain licenses from third parties to continue our offerings without substantially re-engineering such products or systems. Our intellectual property rights may be invalidated, circumvented, challenged, infringed or required to be licensed to others. An infringement or misappropriation could harm any competitive advantage we currently derive or may derive from our proprietary rights.

***Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.***

Our agreements with certain other parties include indemnification provisions, under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement and, in some cases, for damages caused by us to property or persons. The term of these indemnity provisions is generally perpetual after execution of the corresponding agreement. Large indemnity payments could harm our business, operating results and financial condition.

***We are highly dependent on the services of Sir Peter Beck, our President, Chief Executive Officer and Chairman, and if we are unable to retain Mr. Beck, our ability to compete could be harmed.***

Our success depends, in part, on our ability to retain our key personnel. We are highly dependent on the services of Sir Peter Beck, our President, Chief Executive Officer and Chairman. Mr. Beck is the source of many, if not most, of the ideas and execution driving our company. Mr. Beck participates in various high-risk activities, such as recreational aviation, motorsports and operating heavy machinery, all which carry the risk of serious injury and death. If Mr. Beck were to discontinue his service to us due to death, disability or any other reason, there could be a material adverse impact on our operations and the market prices for our securities, and we would be significantly disadvantaged. We do not maintain, and we do not expect to maintain in the future, a key person life insurance policy with respect to Mr. Beck.

[Table of Contents](#)***Our inability to hire or retain key personnel could adversely affect our business, operating results and financial condition.***

We depend on the continued contributions of our senior management and other key personnel. The loss of the services of one or more of these individuals could significantly delay or prevent the achievement of our development and strategic objectives and could divert other senior management time in searching for their replacements. We registered the resale of shares of common stock issuable upon exercise of stock options or settlement of restricted stock units held by members of our management. To the extent that members of our management were to sell significant amounts of equity in us, we may have more difficulty in retaining and continuing to incentivize these members of management than we have historically.

Our future success also depends on our ability to identify, attract and retain highly skilled technical, managerial, financial and other personnel. The loss of the services of any of our key personnel, the inability to attract or retain qualified personnel, or delays in hiring required personnel, particularly in engineering and sales, may seriously harm our business, financial condition and results of operations. We face intense competition for qualified individuals from numerous companies. Often, significant amounts of time and resources are required to train technical, sales and other personnel. Qualified individuals are in high demand. We may incur significant costs to attract and retain them, and we may lose new employees to our competitors or other companies before we realize the benefit of our investment in recruiting and training them. We may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing technical, operational and managerial requirements, on a timely basis or at all, and we may be required to pay increased compensation in order to do so. If we are unable to attract and retain the qualified personnel we need to succeed, our business would suffer. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information.

***Labor-related matters, including labor disputes, may adversely affect our operations.***

None of our employees are currently represented by a union. If our employees decide to form or affiliate with a union, we cannot predict the negative effects such future organizational activities will have on our business and operations. If we were to become subject to work stoppages, we could experience disruption in our operations, including delays in manufacturing and operations, and increases in our labor costs, which could harm our business, results of operations, and financial condition.

In addition, we have in the past and could face in the future a variety of employee claims against us, including but not limited to general discrimination, privacy, wage and hour, labor and employment, Employee Retirement Income Security Act and disability claims. Any claims could also result in litigation against us or regulatory proceedings being brought against us by various government agencies that regulate our business, including the U.S. Equal Employment Opportunity Commission. Often these cases raise complex factual and legal issues and create risks and uncertainties.

***Given the relative contribution and materiality of our New Zealand operations, fluctuations in foreign exchange rates or future hedging activities could have a negative impact on our business.***

We are exposed to foreign exchange risk as certain of our expenses and liabilities are required to be paid in currencies other than the U.S. dollar, primarily the New Zealand dollar, and are translated into U.S. dollars for the purposes of compiling our consolidated financial statements. During 2025, approximately 15% of our expenditures, or \$126.8 million, were denominated in foreign currencies, whereas primarily all of our revenues were denominated in U.S. dollars. In addition, we generally maintain our cash and cash equivalents in U.S. dollars or investments denominated in U.S. dollars. Fluctuations in foreign exchange rates, which can be unpredictable, could result in disproportion increases in our expenses and future liabilities as compared to our revenue and current assets. In particular, the Trump administration has enacted and proposed to enact certain policies, including tariffs, which could impact the global economy and global exchange rates. We do not currently, but may in the future, use hedging strategies or seek to maintain a greater portion of our cash and cash equivalents in foreign currencies or investments denominated in foreign currencies to manage and minimize the impact of exchange rate fluctuations on our financial statements. If we decide to hedge our foreign currency exchange rate exposure, we may not be able to hedge effectively due to lack of experience, unreasonable costs, or illiquid markets.

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***We may require additional capital to support business growth, and this capital might not be available on company favorable terms, if at all, or may be available only by diluting existing stockholders or putting excessive debt leverage and insolvency risk on the business.***

Historically, we have funded our operations and capital expenditures primarily through equity issuances, debt and cash generated from our operations. Although we currently anticipate that our existing cash and cash equivalents and cash flow from operations will be sufficient to meet our cash needs for the foreseeable future, we may require additional financing, and we may not be able to obtain debt or equity financing on favorable terms, if at all. If we raise equity financing to fund operations or on an opportunistic basis, our stockholders may experience significant dilution of their ownership interests. If we obtain debt financing, the terms of such debt financing may restrict our ability to incur additional indebtedness, require us to maintain certain financial covenants, or restrict our ability to pay dividends. For example, in connection with the Direct Funding Agreement with the United States Department of Commerce, we are currently restricted from buying back outstanding shares of our capital stock without obtaining prior approval and from paying dividends. If we need additional capital and cannot raise it on acceptable terms, or at all, we may not be able to, among other things, develop new products, technologies and services, enhance our operating infrastructure, expand the markets in which we operate and potentially acquire complementary businesses and technologies.

***We are incurring, and will continue to incur, significant increased expenses and administrative burdens as a public company, which could have an adverse effect on its business, financial condition and results of operations.***

As a public company, we are facing, and will continue to face, increased legal, accounting, administrative and other costs and expenses as a public company. The Sarbanes-Oxley Act, including the requirements of Section 404, as well as rules and regulations subsequently implemented by the SEC, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated and to be promulgated thereunder, the PCAOB and the securities exchanges, impose additional reporting and other obligations on public companies. Compliance with public company requirements will increase costs and make certain activities more time-consuming. In addition, expenses associated with SEC reporting requirements are being incurred. Furthermore, if any issues in complying with those requirements are identified (for example, if management, internal auditors, or external auditors identify a material weakness or significant deficiency in the internal control over financial reporting), we could incur additional costs rectifying those issues, and the existence of those issues could adversely affect our reputation or investor perceptions of it. It may also be more expensive to maintain director and officer liability insurance. Risks associated with our status as a public company may make it more difficult to attract and retain qualified persons to serve on our board of directors or as executive officers. The additional reporting and other obligations imposed by these rules and regulations will increase legal and financial compliance costs and the costs of related legal, accounting and administrative activities. These increased costs will require us to divert a significant amount of money that could otherwise be used to expand the business and achieve strategic objectives. Advocacy efforts by stockholders and third parties may also prompt additional changes in governance and reporting requirements, which could further increase costs.

***The release, unplanned ignition, explosion, or improper handling of dangerous materials used in our business could disrupt our operations and adversely affect our financial results.***

Our business operations involve the handling, production and disposition of potentially explosive and ignitable energetic materials and other dangerous chemicals, including materials used in rocket propulsion. The handling, production, transport and disposition of hazardous materials could result in incidents that temporarily shut down or otherwise disrupt our manufacturing operations and could cause production delays. A release of these chemicals or an unplanned ignition or explosion could result in death or significant injuries to employees and others. Material property damage to us and third parties could also occur. Extensive regulations apply to the handling of explosive and energetic materials, including but not limited to regulations governing hazardous substances and hazardous waste. The failure to properly store and ultimately dispose of such materials could create significant liability and/or result in regulatory sanctions. Any release, unplanned ignition, or explosion could expose us to adverse publicity or liability for damages or cause production delays, any of which could have a material adverse effect on our operating results, financial condition and/or cash flows.

***If we experience cost overruns on our contracts, we would have to absorb the excess costs which could adversely affect our financial results.***

During the year ended December 31, 2025, the majority of our net sales were from fixed-price contracts. Under fixed-price contracts, we agree to perform specified work for a fixed price and realize all of the profit or loss resulting from variations in the costs of performing the contract. As a result, all fixed-price contracts involve the inherent risk of unreimbursed cost overruns. To the extent we incur unanticipated cost overruns on a fixed-price contract, our profitability would be adversely affected. Future profitability is subject to risks including the ability of suppliers to deliver components of acceptable quality on schedule.

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Our fixed-price contracts include development work. This type of work is inherently more uncertain as to future events than non-development contracts, and, as a result, there is typically more variability in estimates of the costs to complete the development stage. While management uses its best judgment to estimate costs associated with fixed-price development, future events could result in adjustments to those estimates.

Delays in project completion or failure to meet certain requirements could also result in liability for costs incurred by customers, including penalties, liquidated damages, or obligations to address deficiencies in order to meet contractual requirements. These risks may adversely affect our financial performance and reputation.

***Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition and results of operations and impair our ability to satisfy our obligations under our debt instruments when they come due.***

As of December 31, 2025, we had \$157.4 million aggregate principal amount of indebtedness. We may also incur additional indebtedness to meet future financing needs. Our indebtedness could have significant negative consequences for our security holders and our business, results of operations and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing on acceptable terms or at all;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under equipment financing agreement, are at variable rates of interest;
- diluting the interests of our existing stockholders as a result of issuing shares of our common stock upon conversion of the notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness and our cash needs may increase in the future.

***We may be unable to raise the funds necessary to repurchase our convertible senior notes for cash following a fundamental change, or to pay any cash amounts due upon conversion, and our other then-existing indebtedness may limit our ability to repurchase the notes or pay cash upon their conversion.***

The holder of our convertible senior notes may, subject to a certain limited exceptions, require us to repurchase their convertible senior notes following a “fundamental change” (as defined in the indenture governing the convertible senior notes) at a cash repurchase price generally equal to the principal amount plus accrued and unpaid interest. In addition, upon conversion, we will satisfy part or all of our conversion obligation in cash unless we elect to settle conversions solely in shares of our common stock. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the convertible senior notes or pay any cash amounts due upon conversion. In addition, applicable law, regulatory authorities and the agreements governing any of our other indebtedness may restrict our ability to repurchase the convertible senior notes or pay any cash amounts due upon conversion. For example, certain fundamental change transactions would constitute an event of default under our equipment financing agreement. Our failure to repurchase convertible senior notes or pay any cash amounts due upon conversion when required will constitute a default under the indenture governing the convertible senior notes. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our other indebtedness, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under our other indebtedness and the convertible senior notes.

***Provisions in the indenture could delay or prevent an otherwise beneficial takeover of us.***

Certain provisions in the convertible senior notes and the indenture could make a third party attempt to acquire us more difficult or expensive. For example, if a takeover constitutes a fundamental change, then noteholders will have the right to require us to repurchase their convertible senior notes for cash. In addition, if a takeover constitutes a make-whole fundamental change, then we may be required to temporarily increase the conversion rate. In either case, and in other cases, our obligations under the convertible senior notes and the indenture could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that holders of our common stock or convertible senior notes may view as favorable.



[Table of Contents](#)***The capped call transactions may affect the value of our convertible senior notes and our common stock.***

In connection with the issuance of our convertible senior notes, we entered into privately negotiated capped call transactions with certain financial institutions (the “option counterparties”). The capped call transactions are expected generally to reduce or offset the potential dilution upon conversion of the convertible senior notes and/or at our election (subject to certain conditions) offset any potential cash payments we are required to make in excess of the principal amount of converted convertible senior notes, as the case may be, with such reduction and/or offset subject to a cap.

We have been advised that, in connection with establishing their initial hedges of the capped call transactions, the option counterparties or their respective affiliates purchased shares of our common stock and/or entered into various derivative transactions with respect to our common stock.

In addition, we have been advised that the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of the convertible senior notes and from time to time prior to the maturity of the convertible senior notes (and are likely to do so on each exercise date of the capped call transactions, which are expected to occur during the 40 trading day period beginning on the 41st scheduled trading day prior to the maturity date of the convertible senior notes, or following our election to terminate any portion of the capped call transactions in connection with any repurchase, redemption or early conversion of the convertible senior notes). This activity could cause or avoid an increase or a decrease in the market price of our common stock.

***We are subject to counterparty risk with respect to the capped call transactions, and the capped call may not operate as planned.***

The option counterparties are, or are affiliates of, financial institutions, and we will be subject to the risk that any or all of them might default under the capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

In addition, the capped call transactions are complex, and they may not operate as planned. For example, the terms of the capped call transactions may be subject to adjustment, modification or, in some cases, renegotiation if certain corporate or other transactions occur. Accordingly, these transactions may not operate as we intend if we are required to adjust their terms as a result of transactions in the future or upon unanticipated developments that may adversely affect the functioning of the capped call transactions.

***Changes in our accounting estimates and assumptions could negatively affect our financial position and results of operations.***

We prepare our consolidated financial statements in accordance with GAAP. These accounting principles require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of our financial statements. We are also required to make certain judgments that affect the reported amounts of revenues and expenses during each reporting period. We periodically evaluate our estimates and assumptions including, but not limited to, those relating to business acquisitions, contingent consideration, revenue recognition, restructuring costs, recoverability of assets including customer receivables, valuation of goodwill and intangibles, contingencies, stock-based compensation and income taxes. We base our estimates on historical experience and various assumptions that we believe to be reasonable based on specific circumstances. These assumptions and estimates involve the exercise of judgment and discretion, which may evolve over time in light of operational experience, regulatory direction, developments in accounting principles and other factors. Actual results could differ from these estimates as a result of changes in circumstances, assumptions, policies or developments in the business, which could materially affect our consolidated financial statements.

[Table of Contents](#)***Our actual operating results may differ significantly from our guidance.***

From time to time, we may release guidance regarding our future performance that represents our management's estimates as of the date of release. This guidance, which consists of forward-looking statements, is prepared by our management and is qualified by, and subject to, the assumptions and the other information contained or referred to in the release. Our guidance is not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants, and neither any independent registered public accounting firm nor any other independent expert or outside party compiles, examines or reviews the guidance and, accordingly, no such person expresses any opinion or any other form of assurance with respect thereto.

Guidance is based upon a number of assumptions and estimates that, while presented with numerical specificity, is inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. We may generally state possible outcomes as high and low ranges which are intended to provide a sensitivity analysis as variables are changed but are not intended to represent that actual results could not fall outside of these ranges. The principal reason that we may release this data is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such persons.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of the guidance furnished by us will not materialize or will vary significantly from actual results, particularly any guidance relating to the results of operations of acquired businesses or companies as our management will be less familiar with their business, procedures and operations. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from the guidance and the variations may be material. Investors should also recognize that the reliability of any forecasted financial data will diminish the farther in the future that the data are forecast. In light of the foregoing, investors are urged to put the guidance in context and not to place undue reliance on it. Any failure to successfully implement our operating strategy could result in the actual operating results being different than the guidance, and such differences may be adverse and material.

***Certain future operational facilities may require significant expenditures in capital improvements and operating expenses to develop and foster basic levels of service needed for our operations, and the ongoing need to maintain existing operational facilities requires us to expend capital.***

As part of our growth strategy, we may need to acquire, build or utilize additional facilities. Construction of incremental factories and launch pads or other facilities in which we conduct our operations may require significant capital expenditures to develop, and in the future we may be required to make similar expenditures to expand, improve or construct adequate facilities for our operations. If we cannot access the capital we need, we may not be able to execute on our growth strategy, take advantage of future opportunities or respond to competitive pressures. If the costs of funding new locations or renovations or enhancements at existing locations exceed budgeted amounts or the time for building or renovation is longer than anticipated, our business, financial condition and results of operations could be materially adversely affected.

***We currently have, and will continue to have, significant lease obligations, and our failure to meet those obligations could adversely affect our financial condition and business.***

We currently have, and will continue to have, significant lease obligations for our properties, vehicles and equipment. We depend on cash flow from operations to pay our lease expenses.

If our business does not generate sufficient cash flow from operating activities to fund these expenses, we may not be able to meet our lease obligations, which could have a material adverse effect on our financial condition and business. Furthermore, the significant cash flow required to satisfy our financial obligations under the leases could limit our ability to incur indebtedness and make capital expenditures or other investments in our business.

***If we expand further outside the United States, we will be exposed to a variety of risks associated with international operations that could materially and adversely affect our business.***

As part of our growth strategy, we may leverage our U.S., New Zealand and Canada operations to further expand internationally. In that event, we expect that we would be subject to additional risks related to entering into other international business relationships, including:

- restructuring our operations to comply with local regulatory regimes;
- identifying, hiring and training highly skilled personnel;
- unexpected changes in tariffs, trade barriers and regulatory requirements;

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- economic weakness, including inflation, or political instability in foreign economies and markets;
- compliance with tax, employment, immigration and labor laws for employees living or traveling abroad;
- foreign taxes, including withholding of payroll taxes;
- the need for U.S. government approval to operate our launch vehicles and spacecraft systems outside the United States;
- foreign currency fluctuations, which could result in increased operating expenses and reduced revenue;
- government appropriation of assets;
- workforce uncertainty in countries where labor unrest is more common than in the United States; and
- disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations, including anti-corruption laws and anti-money laundering regulations, as well as exposure of our foreign operations to liability under these regulatory regimes.

***We are subject to many hazards and operational risks that can disrupt our business, including interruptions or disruptions in service at our primary facilities, which could have a material adverse effect on our business, financial condition and results of operations.***

Our operations are subject to many hazards and operational risks inherent to our business, including general business risks, product liability and damage to third parties, our infrastructure or properties that may be caused by fires, floods and other natural disasters, power losses, telecommunications failures, terrorist attacks, human errors, pandemics and other similar health crises and similar events. Additionally, our manufacturing operations are hazardous at times and may expose us to safety risks, including environmental risks and health and safety hazards to our employees or third parties.

Any significant interruption due to any of the above hazards and operational to the manufacturing or operation of our spacecraft systems at one of our primary facilities, including from weather conditions, growth constraints, performance by third-party providers (such as electric, utility or telecommunications providers), failure to properly handle and use hazardous materials, failure of computer systems, power supplies, fuel supplies, infrastructure damage, disagreements with the owners of the land on which our facilities are located, or damage sustained to our runway could result in manufacturing delays or the delay or cancellation of our spacecraft and, as a result, could have a material adverse effect on our business, financial condition and results of operations.

Moreover, our insurance coverage may be inadequate to cover our liabilities related to such hazards or operational risks. In addition, we may not be able to maintain adequate insurance in the future at rates we consider reasonable and commercially justifiable, and insurance may not continue to be available on terms as favorable as our current arrangements. The occurrence of a significant uninsured claim, or a claim in excess of the insurance coverage limits maintained by us, could harm our business, financial condition and results of operations.

***Natural disasters, unusual weather conditions, epidemic outbreaks, terrorist acts and political events could disrupt our business and flight schedule.***

The occurrence of one or more natural disasters such as tornadoes, hurricanes, fires, floods and earthquakes, unusual weather conditions, epidemic or pandemic outbreaks, terrorist attacks or disruptive political events in certain regions where our facilities are located, or where our third-party contractors' and suppliers' facilities are located, could adversely affect our business. Natural disasters including tornados, hurricanes, floods and earthquakes may damage our facilities or those of our suppliers, which could have a material adverse effect on our business, financial condition and results of operations. Severe weather, such as rainfall, snowfall or extreme temperatures, may impact the ability for spacecraft to operate as planned, resulting in additional expense to reschedule the operation and customer travel plans, thereby reducing our sales and profitability. Terrorist attacks, actual or threatened acts of war or the escalation of current hostilities, or any other military or trade disruptions impacting our domestic or foreign suppliers of components of our products, may impact our operations by, among other things, causing supply chain disruptions and increases in commodity prices, which could adversely affect our raw materials or transportation costs. These events also could cause or act to prolong an economic recession or depression in the United States or abroad. To the extent these events also impact one or more of our suppliers or contractors or result in the closure of any of their facilities or our facilities, we may be unable to maintain spacecraft schedules, provide other support functions to our astronaut experience or fulfill our other contracts. In addition, the disaster recovery and business continuity plans we have in place currently are limited and are unlikely to prove adequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans and, more generally, any of these events could cause consumer confidence and spending to decrease, which could adversely impact our operations.

[Table of Contents](#)***Any acquisitions, partnerships or joint ventures that we enter into could disrupt our operations and have a material adverse effect on our business, financial condition and results of operations.***

From time to time, we may evaluate potential strategic acquisitions of businesses, including partnerships or joint ventures with third parties. We may not be successful in identifying acquisition, partnership and joint venture candidates. In addition, we may not be able to continue the operational success of such businesses or successfully finance or integrate any businesses that we acquire or with which we form a partnership or joint venture. We may have potential write-offs of acquired assets and/or an impairment of any goodwill recorded as a result of acquisitions. Furthermore, the integration of any acquisition may divert management's time and resources from our core business and disrupt our operations or may result in conflicts with our business. Any acquisition, partnership or joint venture may not be successful, may reduce our cash reserves, may negatively affect our earnings and financial performance and, to the extent financed with the proceeds of debt, may increase our indebtedness. We cannot ensure that any acquisition, partnership or joint venture we make will not have a material adverse effect on our business, financial condition and results of operations.

**Risks Related to Legal and Regulatory Matters*****Our business is subject to various regulatory risks that could adversely affect our operations.***

The environment in which we operate is highly regulated due to the sensitive nature of our complex and technologically advanced systems, including launch vehicles, spacecraft and spacecraft components, in addition to those regulations broadly applicable to publicly listed corporations. There are numerous regulatory risks that could adversely affect operations, including but not limited to:

- **Changes in laws and regulations.** It is possible that the laws and regulations governing our business and operations will change in the future. A substantial portion of our revenue is generated from customers outside of the U.S. There may be a material adverse effect on our financial condition and results of operations if we are required to alter our business to comply with changes in both domestic and foreign regulations, tariffs, or taxes and other trade barriers that reduce or restrict our ability to sell our products and services on a global basis, or by political and economic instability in the countries in which we conduct business. Specifically with respect to tariffs, the U.S. government has imposed tariffs on imports into the United States, including higher tariff levels on imports from China, Mexico, and Canada, among several other countries. The U.S. continues to implement new, reinstated or adjusted tariffs, and we expect that it will continue with this practice. Further tariffs with respect to other countries, in particular the European Union, could be on the horizon. These actions have resulted in, and are expected to continue to result in, retaliatory measures on U.S.-origin goods. Any failure to comply with such regulatory requirements could also subject us to various penalties or sanctions.
- **Import and Export Restrictions.** Certain of our launch vehicles, spacecraft, spacecraft components, systems, services, or technologies we have developed require the implementation or acquisition of products or technologies from third parties and affiliates, including those in other jurisdictions. In addition, certain of our launch vehicles, spacecraft, spacecraft components, systems, services or technologies may be required to be forwarded, imported or exported to other jurisdictions. In certain cases, if the use of the technologies can be viewed by the jurisdiction in which that supplier, subcontractor or affiliate resides as being subject to import or export constraints or restrictions relating to national security, we may not be able to obtain the technologies and products that we require from subcontractors and suppliers who would otherwise be our preferred choice or may not be able to obtain the export permits necessary to transfer or export our technology. The inability to obtain or maintain export approvals, and export restrictions or changes during contract execution or non-compliance by our suppliers, subcontractors and customers, could have an adverse effect on our revenues and margins.
- **U.S. Government Approval Requirements.** For certain aspects of our business operations, we are required to obtain U.S. government licenses and approvals and to enter into agreements with various government bodies in order to export launch vehicles, spacecraft, spacecraft components and related equipment, to disclose technical data, or provide defense services to foreign persons. The delayed receipt of or the failure to obtain the necessary U.S. government licenses, approvals and agreements may prohibit entry into or interrupt the completion of contracts which could lead to a customer's termination of a contract for default or monetary penalties. In addition, certain aspects of our business operations depend on the Agreement between the Government of New Zealand and the Government of the United States of America on Technology Safeguards Associated with United States Participation in Space Launches from New Zealand. Any change or termination of this agreement could materially adversely affect our financial condition and results of operations.

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- **Other Government Regulations.** Our ability to pursue our business activities is regulated by various agencies and departments of the U.S. government and the governments of other countries. Commercial space launch activities require licenses from the Department of Transportation and, for launches from Launch Complex 1, the New Zealand Space Agency. Our license to conduct launches at LC-2 requires certification of our flight termination system software by NASA. Radio communications for launch activities and spacecraft operations require licenses from the Federal Communications Commission and/or New Zealand Radio Spectrum Management and frequency coordination with the International Telecommunication Union. The operation of private remote sensing space systems requires a license from the Department of Commerce. Any failure to comply with these and other regulatory requirements could subject us to various penalties or sanctions and could have a significant adverse effect on our reputation, financial condition and results of operations.
- **Competitive Impact of U.S. Regulations.** Export and import control, economic sanction and trade embargo laws and regulations, including those administered by the U.S. Department of Commerce's Bureau of Industry and Security, the U.S. State Department's Directorate of Defense Trade Controls and the U.S. Treasury Department's Office of Foreign Assets Control (OFAC), including, but not limited to the International Traffic in Arms Regulations (ITAR), the Export Administration Regulations (EAR) and OFAC sanctions, may limit certain business opportunities or delay or restrict our ability to contract with potential foreign customers or suppliers. To the extent that our non-U.S. competitors are not subject to similar export and import control, economic sanction and trade embargo laws and regulations, they may enjoy a competitive advantage with foreign customers, and it could become increasingly difficult for us to recapture this lost market share.
- **Anti-Corruption Laws.** As part of the regulatory and legal environments in which we operate, we are subject to global anti-corruption laws that prohibit improper payments directly or indirectly to government officials, authorities or persons defined in those anti-corruption laws in order to obtain or retain business or other improper advantages in the conduct of business. Our policies mandate compliance with anti-corruption laws. Failure by our employees, agents, subcontractors, suppliers and/ or partners to comply with anti-corruption laws could impact us in various ways that include, but are not limited to, criminal, civil and administrative fines and/or legal sanctions and the inability to bid for or enter into contracts with certain entities, all of which could have a significant adverse effect on our reputation, operations and financial results.

### ***Changes in trade policies, including tariffs, could cause adverse impacts to our business.***

Beginning in April 2025, we observed a significant shift in U.S. trade policy, with increased tariffs and the imposition of new tariffs that could impact our supply chain and our business. Even though our suppliers are primarily domestic, we rely on some imported materials, components, or finished goods, and if tariffs increase, our supply chain costs may rise, adversely affecting our business, results of operations and cash flows. We also operate businesses in Canada and New Zealand, which support our domestic business, which increases our potential exposure to the impact of any tariff and any retaliatory measures that may be levied against U.S.-origin goods.

While certain of such tariffs have been temporarily paused as currently articulated by the U.S. government, any further changes in trade policies, such as new tariffs, increases in tariffs, imposition of previously paused tariffs or reactionary measures including retaliatory tariffs, legal challenges, or currency manipulation, could adversely impact us. Additionally, retaliatory measures, or prolonged uncertainty in trade relationships could result in supply chain disruptions, delayed shipments, or increased operational complexity, which could also adversely affect our business, results of operations and cash flows. The legality of some tariffs is being challenged in U.S. courts, leaving an open question as to whether such tariffs will continue to be enforced. Political tensions resulting from changes in trade policies could reduce trade volume, investment, technological exchange and other economic activities between major international economies, resulting in a material adverse effect on global economic conditions and the stability of global financial markets. If further tariffs are imposed on a broader range of imports, or if further retaliatory trade measures are taken by impacted foreign countries in response to additional tariffs, our results of operations could be negatively affected. While we intend to take steps to mitigate any impacts of tariffs or other impacts resulting from changes in trade policy, our ability to do so may be limited by operational and supply chain constraints, especially in the short term.

### ***Our operations in the U.S. government market are subject to significant regulatory risk.***

Our operations in the U.S. government market are subject to significant government regulation. A failure by us to maintain the relevant clearances and approvals could limit our ability to operate in the U.S. government market. Further, there can be no assurance that we will continue to be awarded contracts by the U.S. government. In addition, a failure by us to keep current and compliant with relevant U.S. regulations could result in fines, penalties, repayments or suspension or debarment from U.S. government contracting or subcontracting for a period of time and could have an adverse effect on our standing and eligibility for future U.S. government contracts.

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U.S. government contractors (including their subcontractors and others with whom they do business) must comply with many significant procurement regulations and other specific legal requirements. These regulations and other requirements, although often customary in government contracting, increase our performance and compliance costs and risks and are regularly evolving. New laws, regulations or procurement requirements or changes to current ones (including, for example, regulations related to cybersecurity, privacy, information protection, cost accounting, counterfeit parts, anti-human trafficking, specialty metals, conflict minerals and use of certain non-US equipment) can significantly increase our costs and risks and reduce our profitability.

We operate in a highly regulated environment and may be audited and reviewed by the U.S. government and its agencies, such as the Defense Contract Management Agency and agency Offices of Inspector General. These agencies may review performance under our contracts, our cost structure and accounting, and our compliance with applicable laws, regulations, terms, and standards, as well as the adequacy of our systems and processes in meeting government requirements. If an audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties, sanctions, forfeiture of profits or suspension or debarment. In addition, we could suffer serious reputational harm if allegations of impropriety were made against us or our business partners.

If we or those with whom we do business do not comply with the laws, regulations, contract terms and processes to which we are subject or if government customer business practices or requirements change significantly, it could affect our ability to compete and have a material adverse effect on our financial position, results of operations and/or cash flows.

***Failure to comply with the requirements of the National Industrial Security Program Operating Manual could result in interruption, delay or suspension of our ability to provide our products and services, and could result in loss of current and future business with the U.S. government.***

Certain contracts with the U.S. government may require us to be issued facility security clearances under the National Industrial Security Program. The National Industrial Security Program requires that a corporation maintaining a facility security clearance be effectively insulated from foreign ownership, control or influence (“FOCI”). Failure to maintain an agreement with the DoW regarding the appropriate FOCI mitigation arrangement could result in invalidation or termination of the facility security clearances, which in turn would mean that we would not be able to enter into future contracts with the U.S. government requiring facility security clearances, and may result in the loss of our ability to complete existing contracts with the U.S. government.

***Changes in tax law, in our tax rates or in exposure to additional income tax liabilities or assessments may materially and adversely affect our financial condition, results of operations and cash flows.***

Changes in law and policy relating to taxes may materially and adversely affect our financial condition, results of operations and cash flows. For example, on July 4, 2025, the One Big Beautiful Bill Act (the “OBBB”) was enacted. Key income tax-related provisions of the OBBB include repeal of mandatory capitalization of domestic research and development expenditures under Internal Revenue Code Section 174 (reinstating full expensing beginning in 2025) and revisions to international tax regimes, among other provisions. The OBBB does not significantly impact the Company’s provision for income taxes.

Changes in U.S. and foreign tax laws, regulations and policies may materially and adversely affect our financial condition, results of operations and cash flows. Tax laws are subject to change, and future legislative, regulatory or administrative developments could increase our tax obligations, reduce available tax benefits or otherwise affect the manner in which we conduct our business. We cannot predict whether or when any such changes may occur or the impact they may have on us.

***Our operations are subject to governmental law and regulations relating to environmental matters, which may expose us to significant costs and liabilities that could negatively impact our financial condition.***

We are subject to various federal, state, provincial and local environmental laws and regulations relating to the operation of our businesses, including those governing pollution, the handling, storage, disposal and transportation of hazardous substances, and the ownership and operation of real property. Such laws and regulations may result in significant liabilities and costs to us due to the actions or inactions of the previous owners. In addition, new laws and regulations, more stringent enforcement of existing laws and regulations or the discovery of previously unknown contamination could result in additional costs.

[Table of Contents](#)***We may experience warranty claims for product failures, schedule delays or other problems with existing or new products.***

Many of the products we develop and manufacture are technologically advanced systems that must function under demanding operating conditions. The sophisticated and rigorous design, manufacturing and testing processes and practices we employ do not entirely prevent the risk that we may not be able to successfully launch or manufacture our products on schedule or that our products may not perform as intended.

When our products fail to perform adequately, some of our contracts require us to forfeit a portion of our expected profit, receive reduced payments, provide a replacement product or service or reduce the price of subsequent sales to the same customer. Performance penalties may also be imposed when we fail to meet delivery schedules or other measures of contract performance. We do not generally insure against potential costs resulting from any required remedial actions or costs or loss of sales due to postponement or cancellation of scheduled operations or product deliveries.

***We may be subject to securities litigation, which is expensive and could divert management attention.***

Our share price may be volatile and, in the past, companies that have experienced volatility in the market price of their stock have been subject to securities litigation, including class action litigation. We may be the target of this type of litigation in the future. Litigation of this type could result in substantial costs and diversion of management's attention and resources, which could have a material adverse effect on the Company's business, financial condition, and results of operations. Any adverse determination in litigation could also subject the Company to significant liabilities.

***We may become involved in litigation that may materially adversely affect us.***

From time to time, we may become involved in various legal proceedings relating to matters incidental to the ordinary course of our business, including intellectual property, commercial, product liability, employment, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources, cause us to incur significant expenses or liability or require us to change our business practices. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we believe that we have meritorious claims or defenses. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business.

***Our amended and restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against our directors, officers, other employees or stockholders for breach of fiduciary duty and other similar actions may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the stockholder bringing the suit will be deemed to have consented to service of process on such stockholder's counsel, which may have the effect of discouraging lawsuits against our directors, officers, other employees or stockholders.***

Our amended and restated certificate of incorporation requires, to the fullest extent permitted by law, that derivative actions brought in our name, actions against our directors, officers, other employees or stockholders for breach of fiduciary duty and other similar actions may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the stockholder bringing the suit will be deemed to have consented to service of process on such stockholder's counsel except any action (A) as to which the Court of Chancery in the State of Delaware determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), (B) which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, (C) for which the Court of Chancery does not have subject matter jurisdiction, or (D) any action arising under the Securities Act, as to which the Court of Chancery and the federal district court for the District of Delaware shall have concurrent jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition.

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Our amended and restated certificate of incorporation provides that the exclusive forum provision will be applicable to the fullest extent permitted by applicable law. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction.

**Risks Related to Ownership of our Common Stock**

***Future resales of common stock may cause the market price of our securities to drop significantly, even if our business is doing well.***

Sales of a substantial number of shares of our common stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of our common stock.

As restrictions on resale end and registration statements for the sale of shares held by parties who have contractual registration rights become available for use, the sale or possibility of sale of these shares could have the effect of increasing the volatility in the market price of our common stock, or decreasing the market price itself. As a result of any such decreases in price of our common stock, purchasers who acquire shares of our common stock may lose some or all of their investment.

Any significant downward pressure on the price of our common stock as selling stockholders sell shares of our common stock, or the prospect of such shares being sold, could encourage short sales by others and place further downward pressure on the price of our common stock.

***Our issuance of additional capital stock, warrants or convertible debt securities in connection with financings, refinancings of existing indebtedness, acquisitions, investments, the Equity Incentive Plan or otherwise will dilute all other stockholders.***

We expect to issue additional capital stock or securities exercisable for or convertible into capital stock in the future that will result in dilution to all other stockholders. We expect to grant equity awards to employees, directors and consultants under the Equity Incentive Plan. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline. In addition, if we raise additional capital through further issuances of equity or convertible debt securities or elect to settle conversions of our convertible senior notes in shares of our common stock, our existing shareholders could suffer significant dilution in their percentage ownership of us. Moreover, any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock.

***Provisions in our amended and restated certificate of incorporation and Delaware law may inhibit a takeover of us, which could limit the price investors might be willing to pay in the future for our common stock and could entrench management.***

Our amended and restated certificate of incorporation contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. These provisions include a staggered board of directors and the ability of the board of directors to designate the terms of and issue new series of preferred shares, which may make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities.

We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together these provisions may make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities.

**Item 1B. Unresolved Staff Comments**

None.

[Table of Contents](#)**Item 1C. Cybersecurity****Cybersecurity Risk Management and Strategy**

Our cybersecurity risk management strategy is a key component and has been integrated into our overall enterprise risk management program and has been designed based on established industry frameworks and standards, including those developed by the National Institute of Standards and Technology and the US Department of War's Cybersecurity Maturity Model Certification (CMMC) program. Although this does not mean that we currently meet all of any particular technical standards, specifications, or requirements, we use these frameworks, complemented by insights from internal assessments, to guide the development of policies governing the use of our information assets, access to intellectual property, and the safeguarding of personal information.

To fortify our information assets, we employ industry-standard measures such as multifactor authentication and endpoint protection defenses. Moreover, we collaborate with internal stakeholders across the organization to embed fundamental cybersecurity principles into our operations. This entails implementing multiple layers of cybersecurity defenses, restricting access based on business necessity, and ensuring the integrity of our business information. Throughout the year, our employees undergo regular cybersecurity awareness training, receive guidance on protecting confidential information, and participate in simulated phishing exercises. We maintain a cybersecurity incident response plan that includes a cross-functional response team and procedures for evaluating, responding to and reporting cybersecurity incidents.

We engage third-party assessors to conduct penetration testing and evaluate our adherence to industry-standard frameworks. Additionally, we maintain ongoing relationships with incident response experts and other external professionals. We also seek to collaborate with industry peers and cybersecurity practitioners in order to facilitate the exchange of insights and knowledge regarding potential threats, best practices, and emerging trends. We have developed processes to identify and oversee risks from cybersecurity threats associated with our third-party service providers, which includes the information security team assisting with and assessing cybersecurity robustness during onboarding as well as risk-based monitoring on an ongoing basis.

Our global information technology security team collaborates periodically with a cross-functional group of subject matter experts and leaders to assess and refine our cybersecurity posture and preparedness. This collaborative effort extends to partnerships with the National Defense Cyber Alliance, National Security Agency, and the FBI to monitor and comprehend active risks within the Aerospace industry, Defense Industrial Base, and Critical Infrastructure.

As of December 31, 2025, we have not identified any risks from cybersecurity threats (including any previous cybersecurity incidents) that have materially affected or are reasonably likely to materially affect the Company's business strategy, financial condition or results of operations. For further details on cybersecurity risks, please refer to the Risk Factors discussion in Item 1A of this Report, including the discussion under the heading "*Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized disclosure of data, or theft or tampering of intellectual property, any of which could materially adversely impact our business.*"

**Governance of Cybersecurity Risk Management**

Our Board of Directors (the "Board") holds collective oversight responsibility for our strategic and operational risks. Assisting the Board in this capacity, our Audit Committee reviews and deliberates on our risk assessment and risk management practices, including cybersecurity risks, in collaboration with management. The Audit Committee provides periodic reports on these reviews to the full Board of Directors.

Management bears the responsibility for the day-to-day assessment and management of cybersecurity risks. Our VP Global Information Technology assumes primary oversight of material risks stemming from cybersecurity threats. With over 40 years of experience across various information technology roles, our VP Global Information Technology is accountable for the Information Technology organization and information protection.

Reporting directly to our VP Global Information Technology, our Cybersecurity leader brings over 15 years of experience in aerospace IT organizations, coupled with more than 10 years of expertise in cybersecurity.

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Our VP Global Information Technology and Cybersecurity leader evaluates our cybersecurity readiness through a combination of internal assessment tools and third-party control tests, vulnerability assessments, audits, and alignment with industry standards. We maintain governance and compliance structures tailored to promptly escalate cybersecurity-related matters to our cybersecurity team, addressing potential threats or vulnerabilities. Incidents undergo evaluation based on their impact and potential materiality, followed by reporting to designated internal and external personnel in accordance with defined procedures. Moreover, we implement diverse defensive measures and continuous monitoring techniques, leveraging established industry frameworks and cybersecurity standards, including collaboration with third-party security operations centers.

Our VP Global Information Technology or Cybersecurity leader conducts periodic meetings with the Board or Audit Committee to review our information technology systems and address significant cybersecurity risks.

**Item 2. Properties**

As of December 31, 2025, our principal facilities include our offices and production facility in Auckland, New Zealand, our offices and production facilities in Long Beach, California, our propulsion test center complex in Kopuku, New Zealand, our launch complexes in Mahia, New Zealand and Wallops Island, Virginia, our solar cell production facility in Albuquerque, New Mexico, our rocket engine testing complex at Stennis Space Center in Mississippi and our dedicated production and development complex in Middle River, Maryland. We lease or have contractual rights to access, but do not own, these facilities.

Our lease for our main office space and production facilities in Auckland, New Zealand expires on April 30, 2028, and we have the option to renew the lease for four additional years thereafter. This facility is our main production facility for Electron. Our locations in Long Beach, California, includes office space and production facilities for certain components that we use in Electron, Neutron and spacecraft manufacturing. The two main leases in Long Beach, California include one lease that expires on June 30, 2027, for which we have the option to extend the term of such lease for up to two additional periods of five years each thereafter, and another lease that expires on November 30, 2030 that has an option to extend the term for five years.

We lease a propulsion test complex, which houses rocket engine testing facilities, in Kopuku, New Zealand. Our lease for this complex expires on November 15, 2029. We have the right to renew this lease agreement for four additional terms of five years each, followed by a fifth term of five years, less one day.

We also operate a launch complexes in Mahia, New Zealand and Wallops Island, Virginia. The current term of the lease agreement for our Mahia, New Zealand, launch complex expires on November 30, 2027. We have the right to renew our lease agreement for three additional terms of three years each. We have entered into an agreement providing us with rights to access the facilities, launch property and services at the Wallops Island, Virginia launch complex (LC-2), which expires on September 28, 2028. We have entered into an agreement providing us with rights to access the facilities, launch property and services at the Wallops Island, Virginia launch complex (LC-3), which expires on February 15, 2034.

Our solar cell through panel production activities are conducted out of our Albuquerque, New Mexico facility. From this location we research, develop, design and manufacture solar power solutions in an approximately 160,000 square foot production and research and development complex. We have a ground lease for one building that expires on September 18, 2050 and a lease on the second building that expires on May 31, 2042.

We lease a rocket engine testing complex, which houses operations for testing the Archimedes engine, at the Stennis Space Center in Mississippi. Our lease for this complex expires on October 22, 2032. We have the option to renew this lease agreement for ten years, subject to terms contained in the lease.

We lease a dedicated production and development complex designed to deliver a comprehensive suite of advanced composite products for the space industry, in Middle River, Maryland. Our lease for this complex expires on March 31, 2034. We have the option to renew this lease agreement for two additional terms of five years each.

Our optical systems business is based out of our Tucson, Arizona facilities. At these facilities we research, develop, design and manufacture advanced EO/IR sensor payloads. We have various leases that expire between 2028 and 2032.

[Table of Contents](#)**Item 3. Legal Proceedings**

From time to time, we may become involved in litigation relating to claims arising from the ordinary course of business. Our management believes that there are currently no claims or actions pending against us, the ultimate disposition of which could have a material adverse effect on our results of operations or financial condition. Nevertheless, the Company and certain of our officers have been named as defendants in a putative securities class action filed in February 2025 in the United States District Court for the Central District of California. The case was purportedly filed on behalf of persons who claim to have suffered damages as a result of alleged misstatements concerning the progress of our Neutron rocket development. We filed a Motion to Dismiss the Complaint on August 27, 2025. The Court granted the Motion to Dismiss on November 10, 2025. The Plaintiff filed an amended Complaint on December 19, 2025, and the Company filed a Motion to Dismiss this Complaint on January 19, 2026. Relying on many of the same allegations as the securities class action, in April 2025, two shareholders filed putative shareholder derivative actions on behalf of the Company against our directors and certain of our officers in the United States District Court for the Central District of California. The Court has granted the parties' stipulation to stay these actions pending final resolution of the Motion to Dismiss the securities class action. We intend to vigorously defend ourselves against these claims and are currently unable to predict the timing, outcome or consequences of these actions, or estimate any probable range of loss.

**Item 4. Mine Safety Disclosures**

Not applicable.

[Table of Contents](#)**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information and Holders**

Our common stock is currently listed on the Nasdaq under the symbol “RKL B”. As of February 20, 2026, there were approximately 36 holders of record of our common stock. Such numbers do not include beneficial owners holding our securities through nominee names.

**Dividend Policy**

We have never declared or paid any cash dividends on our capital stock, and we do not currently intend to pay any cash dividends for the foreseeable future. It is the present intention of our Board to retain all earnings, if any, for use in our business operations and, accordingly, our Board does not anticipate declaring any dividends in the foreseeable future. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition. The payment of any cash dividends is within the discretion of our Board. Further, our ability to declare dividends may be limited by the terms of financing or other agreements entered into by the Company or its subsidiaries from time to time. For example, in connection with the Direct Funding Agreement with the United States Department of Commerce, we are currently restricted from buying back outstanding shares of our capital stock without obtaining prior approval and from paying dividends.

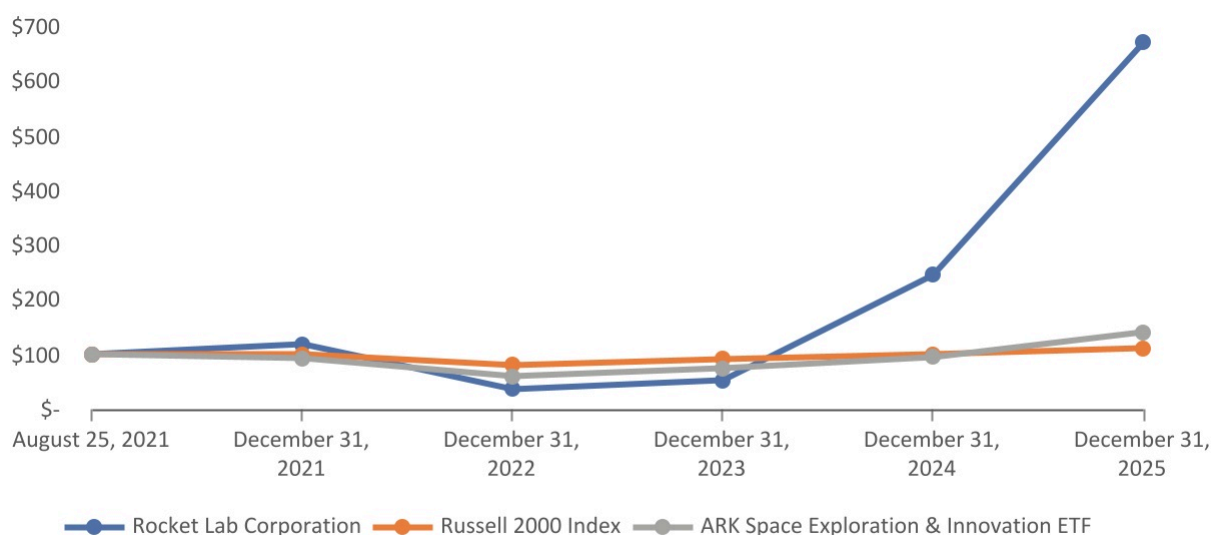
**Equity Compensation Plan Information**

Information about our equity compensation plans is incorporated herein by reference to Part III, Item 12 of this Annual Report on Form 10-K.

**Stock Performance Graph**

The following performance graph and related information shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, or otherwise subject to the liabilities under the Securities Act or Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.

The following graph depicts the total cumulative stockholder return on our common stock from August 25, 2021, the first day of trading of our common stock on the Nasdaq, through December 31, 2025, relative to the performance of the Russell 2000 Index and the ARK Space Exploration & Innovation ETF. The graph assumes an initial investment of \$100.00 at the close of trading on August 25, 2021 and that all dividends paid by companies included in these indices have been reinvested. The performance shown in the graph below is not intended to forecast or be indicative of future stock price performance.

**Item 6. [Reserved]**

[Table of Contents](#)**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. You should read this discussion and analysis in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. Certain amounts may not foot due to rounding. Certain information in this discussion and analysis or set forth elsewhere in this Annual Report on Form 10-K contains forward-looking statements that involve numerous risks and uncertainties, including, but not limited to, those described under the sections entitled "Cautionary Note Regarding Forward-Looking Statements" and Item I, Part 1A. "Risk Factors" included in this Annual Report on Form 10-K. We assume no obligation to update any of these forward-looking statements. Actual results may differ materially from those contained in any forward-looking statements.*

**Overview**

Rocket Lab is an end-to-end space company with an established track record of mission success. We deliver reliable launch services, spacecraft design services, spacecraft components, spacecraft manufacturing and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space.

While our business has historically been centered on the manufacture of small-class launch vehicles and the related sale of launch services, we are currently innovating in the areas of medium-class launch vehicle and launch services, space systems design and manufacturing, on-orbit management solutions, and space data applications. Each of these initiatives addresses a critical component of the end-to-end solution and our value proposition for the space economy:

- Launch Services is the design, manufacture, and launch of orbital rockets to deploy payloads to various Earth orbits and interplanetary destinations.
- Space Systems is the design and manufacture of spacecraft, spacecraft components and spacecraft program management services, space data applications, mission operations and optical systems.

Electron is our orbital small launch vehicle that was designed from the ground up to accommodate a high launch rate business model to meet the growing and dynamic needs of our customers for small launch services. Since its maiden launch in 2017, Electron has become the leading small spacecraft launch vehicle delivering over 200 spacecraft to orbit for government and commercial customers across 75 successful missions through December 31, 2025. In 2025, Electron was the second most frequently launched orbital rocket. Our launch services program has seen us develop many industry-leading innovations, including 3D printed electric turbo-pump rocket engines, fully carbon composite first stage fuel tanks, a private orbital launch complex, a rocket stage that can be configured to convert into a highly capable spacecraft on orbit, and the potential ability to successfully recover a stage from space, providing a path to reusability.

In March 2021, we announced plans to develop our reusable-ready medium-capacity Neutron launch vehicle that will increase the payload capacity of our space launch vehicles to approximately 13,000 kg for reusable configuration launches to low Earth orbit and support lighter payloads for higher orbits. Neutron will be tailored for commercial and U.S. government constellation launches and ultimately configurable for and capable of human space flight, enabling us to provide crew and cargo resupply to space stations. Neutron will also provide a dedicated service to orbit for larger civil, defense and commercial payloads that need a high level of schedule control and high-flight cadence. We expect to be able to leverage Electron's flight heritage across various vehicle subsystems designs, launch complexes and ground station infrastructure.

Our space systems initiatives are supported by the design and manufacture of our spacecraft family along with a range of components, software and services for spacecraft, including reaction wheels, star trackers, radios, separation systems, solar solutions, command and control spacecraft software, high voltage space grade battery solutions, optical solutions and additional products in development to serve a wide variety of sub-system functions. We entered this market with our acquisition of leading spacecraft components manufacturer Sinclair Interplanetary, and have since expanded our market participation with the acquisitions of Planetary Systems Corporation, SolAero Technologies Corp., Advanced Solutions, Incorporated and GEOST. Each of these strategic acquisitions brought incremental vertically-integrated capabilities for our own spacecraft family and also enabled Rocket Lab to deliver high-volume manufacturing of critical spacecraft components and software solutions at scale prices to the broader spacecraft merchant market. Our spacecraft family, which are configurable for a range of low Earth orbit, medium Earth orbit, geosynchronous orbit and interplanetary missions enable us to offer an end-to-end mission solution encompassing launch, full spacecraft manufacturing, ground services, mission operations and optical systems to provide customers with streamlined access to orbit with Rocket Lab as a single mission partner.

[Table of Contents](#)**Recent Developments*****Space Development Agency Tracking Layer Tranche 3***

On December 17, 2025, we entered into an agreement with the Space Development Agency (“SDA”) to design, manufacture and provide operations and sustainment for 18 satellites for the Tracking Layer Tranche 3 program (“Tranche 3”) under the Proliferated Warfighter Space Architecture. The contract with SDA has a total potential value of \$816 million, which includes a base amount of \$806 million and options totaling \$10 million. Work under the agreement will begin immediately with final delivery of the satellites for launch expected in 2029.

***Neutron Update***

We continue to make significant progress in the development of the Neutron launch vehicle. Neutron qualification testing of flight hardware from large structures through to component level systems is ongoing. Several major vehicle structures have completed successful qualification and are moving into final integration and test phase, including the fairing, second stage, and thrust structure. An unanticipated failure during qualification testing of the first stage tank occurred in January 2026 and this has impacted the expected timing of Neutron’s first launch.

Based on our evaluation of necessary time to produce a new tank and complete robust testing of the tank as well as the Archimedes engine, and qualification of remaining systems and hardware, Neutron’s first launch is now targeted for Q4 2026. However, risk and uncertainty remains in the complex development cycle of a new launch vehicle which could impact our current best estimate of a targeted timeline for first launch.

**Key Factors Affecting Our Performance*****Ability to timely develop and successfully deploy Neutron launch vehicle***

Our future results will depend on the success of the development and commercial acceptance of our Neutron medium-capacity launch vehicle. While we have made significant progress across Neutron’s structures and infrastructure to date, including engine testing and initial production execution, the commercial development of a new launch vehicle is inherently time consuming and involves numerous risks throughout the engineering and manufacturing development cycle, hardware and systems testing, and infrastructure readiness, any of which could create further delays in reaching the initial launch and future launches of the completed vehicle. In addition, even if we succeed in developing Neutron to a successful initial launch, we could be unsuccessful in developing the ability to produce these launch vehicles in quantities and with the necessary quality manufacturing system that ensures each vehicle and engines perform as required or meet our expectations for future launch cadence. Any delay in the production of the Neutron launch vehicle or in our ability to produce these launch vehicles at our expected rate of production and with a reliable quality management system could have a material impact on customer acceptance as well as our future revenue, financial condition and results of operations. Additional delays or setbacks in Neutron development may require more research, development and capital expenditures than we currently anticipate, which could adversely affect our liquidity and capital resources in future periods.

***Ability to sell additional launch services, space systems service and spacecraft components to new and existing customers***

Our results will be impacted by our ability to sell our launch services, space systems services, and spacecraft components to new and existing customers. We have successfully launched Electron 75 times delivering over 200 spacecraft to orbit, including suborbital launches, through December 31, 2025. We have flight hardware and spacecraft that have flown on over 1,800 missions, including legacy missions enabled by Sinclair Interplanetary (acquired April 2020), Advanced Solutions, Incorporated (acquired October 2021), Planetary Systems Corporation (acquired November 2021), SolAero Technologies Corp. (acquired January 2022) and GEOST (acquired August 2025). Our growth opportunity is dependent on our ability to expand our addressable launch services market with larger volumetric and higher mass payload capabilities of our in-development medium-capacity Neutron launch vehicle, which will address large commercial and government constellation launch opportunities. Our growth opportunity is also dependent on our ability to win spacecraft constellation missions and expand our portfolio of strategic spacecraft components. Our ability to sell additional products 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.

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### ***Ability to improve profit margins and scale our business***

We intend to continue to invest in initiatives to improve our operating leverage and significantly ramp production. We believe continued reduction in costs and an increase in production volumes will enable the cost of launch vehicles to decline and improve our gross margins. 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.

### ***Government expenditures and private enterprise investment into the space economy***

Government expenditures and private enterprise investment has fueled the growth in our target markets. We expect the continued availability of government expenditures and private investment for our customers to help fund purchases of our products and services will remain. This is an important factor in our company's growth prospects.

### **Key Metrics and Select Financial Data**

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

#### ***Launch Vehicle Build-Rate and Launch Cadence***

We built approximately 11 Electron launch vehicles in 2023, approximately 14 Electron launch vehicles in 2024 and approximately 24 Electron launch vehicles in 2025. We launched ten Electron vehicles in 2023, 16 Electron vehicles in 2024 and 21 Electron vehicles in 2025. Growth rates between launches and total launch service revenue are not perfectly correlated because our total revenue is affected by other variables, such as the revenue per launch, which can vary considerably based on factors such as unique orbit and insertion requirements, payload handling needs, launch location, time sensitivity of mission completion, method of revenue recognition and other factors.

#### ***Revenue Growth***

We generated \$601.8 million and \$436.2 million in revenue for the years ended December 31, 2025 and 2024, respectively, representing a year-on-year increase in revenue of approximately 38%. This year-on-year increase primarily resulted from increased revenues in our organic space system products and services representing growth of \$91.9 million and higher launch cadence that delivered growth of \$73.7 million.

#### ***Revenue and Cost Per Launch***

Revenue per launch represents the average transaction price attributable to launch contract performance obligations during the period in which the launch occurs, regardless of whether the revenue is recognized as point-in-time or over-time method of revenue recognition. This metric provides insight into general competitiveness and price sensitivity in the marketplace. Revenue per launch can vary considerably, based on factors such as unique orbit and insertion requirements, payload handling needs, launch location, time sensitivity of mission completion and other factors, and as such may not provide absolute clarity with regards to pricing and competitive dynamics in the marketplace. Cost per launch is calculated by taking actual costs of the launch vehicles that occur in the period, regardless of whether the costs were recognized at point-in-time or over-time method and all period costs in the period of launch.

For the years ended December 31, 2025, 2024 and 2023, our revenue per launch was \$8.5 million, \$7.8 million and \$7.1 million, respectively. Meanwhile, cost per launch was \$4.8 million, \$5.7 million and \$7.0 million for the years ended December 31, 2025, 2024 and 2023, respectively. Cost per launch for the year ended December 31, 2023 excludes a \$2.1 million benefit from non-recurring employee retention credit to Launch Services cost of revenue and a \$4.1 million benefit from non-recurring reversal of provision made for contract losses that were credited to Launch Services cost of revenue. The decrease in cost per launch in the years ended December 31, 2025 and 2024 was driven by efficiencies of scale.

#### ***Backlog***

Backlog represents future revenues that we would recognize in connection with the completion of all contracts and purchase orders that have been entered into by our customers but have not yet been fulfilled, excluding any customer options for future products or services that have not yet been exercised. Contracts for launch services and spacecraft builds typically include termination rights that may be exercised by customers upon advanced notice and payment of a specified termination fee. Our backlog increased from \$1,067.0 million as of December 31, 2024 to \$1,847.3 million as of December 31, 2025, of which \$1,371.7 million is related to space systems and \$475.6 million is related to launch services. The increase was primarily a result of continued bookings during the period, which includes the SDA Tranche 3 contract signed in December 2025, and the acquisition of GEOST, partially offset by recognizing revenue on contracts during the period.

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## Components of Results of Operations

### *Revenue*

Our revenues are derived from a combination of long-term fixed price contracts for launch services and spacecraft builds, and purchase order based spacecraft components sales. Revenues from long-term contracts are recognized using either the “point-in-time” or “over-time” method of revenue recognition. Point-in-time revenue recognition results in cash payments being initially accrued to the balance sheet as deferred revenue as contractual milestones are accomplished and then recognized as revenue once the final contractual obligation is completed. Over-time revenue recognition is generally based on an input measure of progress based on costs incurred compared to estimated total costs at completion. Each project has a contractual revenue value and an estimated cost. The over-time revenue is recognized based on the percentage of the total project cost that has been realized.

Estimating future revenues and associated costs and profit is a process requiring a high degree of management judgment, including management’s assumptions regarding our future operational performance as well as general economic conditions. Frequently, the period of performance of a contract extends over a long period of time and, as such, revenue recognition and our profitability from a particular contract may be affected to the extent that estimated costs to complete are revised, delivery schedules are delayed, performance-based milestones are not achieved or progress under a contract is otherwise impeded. Accordingly, our recorded revenues and operating profit from period to period can fluctuate significantly depending on when the point-in-time or over-time contractual obligations are achieved. In the event cost estimates indicate a loss on a contract, the total amount of such loss is recorded in the period in which the loss is first estimated.

For a description of our revenue recognition policies, see Note 2, Significant Accounting Policies, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### *Cost of Revenues*

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

Because direct labor costs and manufacturing overhead comprise a significant portion of cost of revenues, increasing our production rate resulting in greater absorption of these costs is our most critical cost reduction initiative. Increasing our production rate is a cross-functional effort involving sales and business development, manufacturing, engineering, supply chain and finance.

### *Operating Expenses*

Our operating expenses consist of research and development and selling, general and administrative expenses.

#### *Research and Development, Net*

Research and development, net expense consists primarily include labor, prototype, professional services, materials, facilities and depreciation expense. We intend to continue to make significant investments in developing new products and enhancing existing products, including but not limited to our medium capacity Neutron launch vehicle, Electron’s first stage recovery, and spacecraft features and capabilities, as well as expanding our portfolio of spacecraft components and subsystems. Research and development expense will be variable relative to the number of products that are in development, validation or testing. However, we expect it to decline as a percentage of total revenue over time.

#### *Selling, General and Administrative*

Selling, general and administrative expenses 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, risk management and related insurance, travel, allocated overhead, other marketing, communications, administrative and transaction expenses. We also expect to further invest in our corporate infrastructure and incur additional expenses associated with operating as a public company, including increased legal and accounting costs, investor relations and compliance costs. As a result, we expect that selling, general and administrative expenses will increase in absolute dollars in future periods but decline as a percentage of total revenue over time.

### *Interest Expense*

Interest expense consists primarily of interest expense on our loan agreements, amortization of debt issuance costs and finance lease interest.

[Table of Contents](#)**Interest Income**

Interest income consists primarily of interest income on our cash and cash equivalents, marketable securities and customer financing.

**Loss on Foreign Exchange**

Gain (loss) on foreign exchange relates to currency fluctuations that generate foreign exchange gains or losses on invoices denominated in currencies other than the United States ("U.S.") Dollar.

**Other Income (Expense), Net**

Other income (expense), net consists primarily of change in the fair value of contingent consideration, loss on extinguishment of debt, gain or loss on disposal of assets and accretion of marketable securities purchased at a discount.

**Results of Operations**

The following table sets forth our consolidated statements of operations information and data as a percentage of revenue for each of the periods indicated (in thousands, except percentages):

	Years Ended December 31,					
	2025		2024		2023	
	\$	%	\$	%	\$	%
Revenues	\$ 601,799	100.0%	\$ 436,214	100.0%	\$ 244,592	100.0%
Cost of revenues	394,618	65.6%	320,065	73.4%	193,183	79.0%
Gross profit	207,181	34.4%	116,149	26.6%	51,409	21.0 %
Operating expenses:						
Research and development, net	270,716	45.0%	174,394	40.0%	119,054	48.7%
Selling, general and administrative	165,303	27.5%	131,556	30.2%	110,273	45.1%
Total operating expenses	436,019	72.5%	305,950	70.2%	229,327	93.8%
Operating loss	(228,838)	(38.1)%	(189,801)	(43.6)%	(177,918)	(72.8)%
Other income (expense):						
Interest expense	(26,489)	(4.4)%	(26,179)	(6.0)%	(17,525)	(7.1)%
Interest income	25,512	4.2 %	22,225	5.1 %	13,277	5.4 %
Loss on foreign exchange	(463)	(0.1)%	(87)	— %	(470)	(0.2)%
Other income, net	4,381	0.7%	4,431	1.0%	3,715	1.5 %
Total other income (expense), net	2,941	0.4 %	390	0.1%	(1,003)	(0.4)%
Loss before income taxes	(225,897)	(37.7)%	(189,411)	(43.5)%	(178,921)	(73.2)%
Benefit (provision) for income taxes	27,688	4.6 %	(764)	(0.2)%	(3,650)	(1.5)%
Net loss	\$ (198,209)	(33.1)%	\$ (190,175)	(43.7)%	\$ (182,571)	(74.7)%

**Comparison of the Years Ended December 31, 2025 and 2024****Revenues**

(in thousands, except percentages)	Years Ended December 31,			
	2025	2024	\$ Change	% Change
Revenues	\$ 601,799	\$ 436,214	\$ 165,585	38%

Revenue increased by \$165.6 million, or 38%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. Space systems revenue was \$402.8 million for the year ended December 31, 2025, an increase of \$91.9 million, or 30%, primarily due to spacecraft manufacturing growth, partially offset by a net \$7.9 million downward cumulative catch-up adjustment to revenue primarily related to changes in the estimated costs to complete an individual contract. Launch services revenue was \$199.0 million for the year ended December 31, 2025, an increase of \$73.7 million, or 59%, primarily due to a higher launch cadence, with 21 launch missions completed in the year ended December 31, 2025, versus 16 launch mission completed in the year ended December 31, 2024, higher revenue per launch, revenue recognized on over-time Electron launch missions and increase in other launch revenue, which includes termination and study revenue.



[Table of Contents](#)Cost of Revenues

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Cost of revenues	\$ 394,618	\$ 320,065	\$ 74,553	23%

Cost of revenues increased by \$74.6 million, or 23%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. Space systems cost of revenue was \$276.8 million for the year ended December 31, 2025, an increase of \$47.6 million, or 21%, primarily due to spacecraft manufacturing growth. Launch Service cost of revenues was \$117.8 million for the year ended December 31, 2025, an increase of \$27.0 million, or 30%, primarily due to a higher launch cadence referenced above.

Research and Development, Net

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Research and development, net	\$ 270,716	\$ 174,394	\$ 96,322	55%

Research and development expense increased by \$96.3 million, or 55%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to Neutron development progress, increased staff and staff related expenses as a result of hiring and prototype spend focused on expanding our spacecraft and spacecraft components product portfolio.

Selling, General and Administrative

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Selling, general and administrative	\$ 165,303	\$ 131,556	\$ 33,747	26%

Selling, general and administrative expense increased by \$33.7 million, or 26%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to increased staff and staff related expenses to support revenue growth and increased transaction expenses related to managing an active acquisition pipeline.

Interest Expense

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Interest expense	\$ (26,489)	\$ (26,179)	\$ (310)	1 %

Interest expense increased by \$0.3 million, or 1%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024.

Interest Income

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Interest income	\$ 25,512	\$ 22,225	\$ 3,287	15 %

Interest income increased by \$3.3 million, or 15%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to higher cash and cash equivalents balances held in interest bearing accounts.

Loss on Foreign Exchange

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Loss on foreign exchange	\$ (463)	\$ (87)	\$ (376)	432 %

Loss on foreign exchange increased by \$0.4 million, or 432%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily due to fluctuations on the foreign exchange rates of the New Zealand Dollar and Canadian Dollar as compared to the U.S. Dollar.

[Table of Contents](#)Other Income, Net

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Other income, net	\$ 4,381	\$ 4,431	\$ (50)	(1%)

Other income decreased by \$0.1 million, or 1%, for the year ended December 31, 2025 as compared to the year ended December 31, 2024. In 2025, other income, net consisted primarily of a \$10.6 million change in the fair value of contingent consideration and \$2.2 million in accretion of marketable securities purchased at a discount, partially offset by a \$5.9 million loss on extinguishment of debt and a \$2.6 million loss on disposal of assets. In 2024, other income, net consisted primarily of \$2.9 million in accretion of marketable securities purchased at a discount and a \$2.8 million gain on disposal of assets, partially offset by a \$1.3 million loss on extinguishment of debt.

Benefit (Provision) for Income Taxes

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2025	2024		
Benefit (provision) for income taxes	\$ 27,688	\$ (764)	\$ 28,452	(3,724)%

We recorded income tax benefit of \$27.7 million for the year ended December 31, 2025 and income tax expense of \$0.8 million for the year ended December 31, 2024. The effective tax rate was 12.3% for the year ended December 31, 2025, compared to (0.4)% for the year ended December 31, 2024. The 2025 effective tax rate differs from the federal statutory rate due primarily to increases in the U.S. valuation allowance on our deferred tax assets, net of the release of the valuation allowance related to the GEOST acquisition, as well as the impact of stock based compensation deductions, and foreign income taxed at different rates.

Comparison of the Years Ended December 31, 2024 and 2023Revenues

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Revenues	\$ 436,214	\$ 244,592	\$ 191,622	78%

Revenue increased by \$191.6 million, or 78%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023. Space systems revenue was \$310.8 million for the year ended December 31, 2024, an increase of \$138.1 million, or 80%, primarily due to spacecraft manufacturing growth. Launch services revenue was \$125.4 million for the year ended December 31, 2024, an increase of \$53.5 million, or 74%, primarily due to a higher launch cadence, with 16 launch missions completed in the year ended December 31, 2024, versus ten launch mission completed in the year ended December 31, 2023.

Cost of Revenues

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Cost of revenues	\$ 320,065	\$ 193,183	\$ 126,882	66%

Cost of revenues increased by \$126.9 million, or 66%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023. Space systems cost of revenue was \$229.3 million for the year ended December 31, 2024, an increase of \$99.9 million, or 77%, primarily due to spacecraft manufacturing growth. Launch Service cost of revenues was \$90.8 million for the year ended December 31, 2024, an increase of \$27.0 million, or 42%, primarily due to a higher launch cadence referenced above. Cost of revenues for the year ended December 31, 2024 decreased to 73% of total revenue as compared to 79% for the year ended December 31, 2023.

[Table of Contents](#)Research and Development, Net

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Research and development, net	\$ 174,394	\$ 119,054	\$ 55,340	46%

Research and development expense increased by \$55.3 million, or 46%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to Neutron development progress, increased staff and staff related expenses as a result of hiring and prototype spend focused on expanding our spacecraft and spacecraft components product portfolio.

Selling, General and Administrative

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Selling, general and administrative	\$ 131,556	\$ 110,273	\$ 21,283	19%

Selling, general and administrative expense increased by \$21.3 million, or 19%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to increased staff and staff related expenses to support revenue growth.

Interest Expense

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Interest expense	\$ (26,179)	\$ (17,525)	\$ (8,654)	49%

Interest expense increased by \$8.7 million, or 49%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to an increase of interest expense incurred on senior convertible notes, partially offset by interest expense on secured borrowings.

Interest Income

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Interest income	\$ 22,225	\$ 13,277	\$ 8,948	67%

Interest income increased by \$8.9 million, or 67%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to higher cash and cash equivalents balances held in interest bearing accounts.

Loss on Foreign Exchange

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Loss on foreign exchange	\$ (87)	\$ (470)	\$ 383	(81)%

Loss on foreign exchange decreased by \$0.4 million, or 81%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to fluctuations on the foreign exchange rates of the New Zealand Dollar and Canadian Dollar as compared to the U.S. Dollar.

Other Income, Net

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Other income, net	\$ 4,431	\$ 3,715	\$ 716	19%

Other income increased by \$0.7 million, or 19%, for the year ended December 31, 2024 as compared to the year ended December 31, 2023, primarily due to a gain on sale of assets related to the sale of a helicopter and spare parts in 2024, partially offset by a decrease in accretion of marketable securities purchased at a discount.

[Table of Contents](#)*Provision for Income Taxes*

(in thousands, except percentages)	Years Ended December 31,		\$ Change	% Change
	2024	2023		
Provision for income taxes	\$ (764)	\$ (3,650)	\$ 2,886	(79)%

We recorded income tax expense of \$0.8 million and \$3.7 million for the years ended December 31, 2024 and 2023, respectively. The effective tax rate was (0.4)% for the year ended December 31, 2024, compared to (2.0)% for the year ended December 31, 2023. The effective tax rate differs from the federal statutory rate due primarily to a full valuation allowance against our U.S. deferred tax assets.

**Liquidity and Capital Resources**

Since inception, we have funded our operations with proceeds from sales of our capital stock, convertible senior notes, term note debt, equipment financing, research and development grant proceeds, and cash flows from the sale of our products and services. As of December 31, 2025, we had \$828.7 million of cash and cash equivalents and \$270.2 million of marketable securities. Our primary requirements for liquidity and capital are for investment in new products and technologies, the expansion of existing manufacturing facilities, working capital, debt service, acquisitions of complementary businesses, products or technologies and general corporate needs. Historically, these cash requirements have been met through the net proceeds we received through private sales of equity securities and convertible senior notes, borrowings under our credit and equipment financing facilities, net proceeds received in the Business Combination, net proceeds received from our ATM Equity Offerings and payments received from customers.

We believe that our existing cash, cash equivalents, marketable securities and payments from customers will be sufficient to meet our working capital and capital expenditure needs for at least the next twelve months, although we may choose to take advantage of opportunistic capital raising or refinancing transactions at any time primarily for the purposes noted above. We will continue to invest in increasing production and expanding our product offerings through acquisitions.

**Material Cash Requirements**

As of December 31, 2025, our total minimum lease payments was \$151.0 million, of which \$17.9 million is due in the following twelve months. For details regarding our lease obligations at December 31, 2025, refer to Note 16, Leases, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Our capital expenditures for the fiscal year ended December 31, 2025 were \$156.3 million. Our future capital requirements will depend on many factors, including our launch cadence, traction in the market with our space systems offerings, the expansion of sales and marketing activities, the timing and extent of spending to support product development efforts, the introduction of new and enhanced products, the continuing market adoption of our products, the timing and extent of additional capital expenditures to invest in existing and new office spaces and the number of acquisitions of complementary businesses, products or technologies we pursue, if any. We may be required to seek additional equity or debt financing or we may choose to take advantage of opportunistic capital raising or financing transactions primarily for the purposes noted above. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued product innovation, we may not be able to compete successfully, which would harm our business, operations and financial condition.

Additionally, we expect our capital and operating expenditures will increase significantly in connection with ongoing activities as we:

- increase our investment in marketing, advertising, sales and distribution infrastructure for our existing and future products and services;
- develop additional new products and enhancements to existing products;
- obtain, maintain and improve our operational, financial and management performance;
- hire additional personnel;
- obtain, maintain, expand and protect our intellectual property portfolio; and
- continue to operate as a public company.

[Table of Contents](#)**Indebtedness**

On February 6, 2024, the Company issued \$355.0 million aggregate principal amount of its 4.250% Convertible Senior Notes due 2029 (the “Notes”). The Notes were issued pursuant to, and are governed by, an indenture (the “Indenture”), dated as of February 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”). As of December 31, 2025, there was \$155.7 million outstanding under the Notes, before unamortized discount and debt issuance costs of \$3.3 million. As of December 31, 2025, the effective interest rate under the Notes was 5.0%. In addition, the Company has financing agreements with \$1.7 million outstanding as of December 31, 2025.

**Cash Flows**

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

(in thousands)	Years Ended December 31,		
	2025	2024	2023
Net cash provided by (used in):			
Operating activities	\$ (165,521)	\$ (48,890)	\$ (98,867)
Investing activities	(347,397)	(98,327)	12,018
Financing activities	1,071,271	256,682	7,369
Effect of exchange rate changes	(110)	(597)	43
Net increase (decrease) in cash, cash equivalents, and restricted cash	\$ 558,243	\$ 108,868	\$ (79,437)

**Cash Flows from Operating Activities**

Net cash used in operating activities for the year ended December 31, 2025 of \$165.5 million, which consisted of \$198.2 million in net loss, \$91.5 million non-cash expense and \$58.8 million in cash used in operating assets and liabilities. Included in the non-cash activities are \$71.1 million in stock-based compensation expense and \$43.9 million in depreciation and amortization, partially offset by \$30.7 million in deferred income taxes. Included in the cash used in operating assets and liabilities are \$39.9 million in inventories, \$21.6 million in contract liabilities, \$15.5 million in prepaids and other assets, \$11.5 million in non-current lease liabilities, offset by cash provided by operating assets and liabilities including \$15.8 million in other non-current assets and \$10.2 million in trade payables.

**Cash Flows from Investing Activities**

Cash used in investing activities for the year ended December 31, 2025 of \$347.4 million was primarily driven by capital equipment and infrastructure investments of \$156.3 million, cash paid for the GEOST acquisition of \$132.4 million and net cash used related to purchases, maturities and sales of marketable securities of \$59.1 million.

**Cash Flows from Financing Activities**

Cash provided by financing activities for the year ended December 31, 2025 of \$1,071.3 million was primarily related to \$1,119.5 million of net proceeds from the issuance of common stock under the ATM Equity Offerings and \$11.0 million in proceeds from our Employee Stock Purchase Plan, partially offset by \$61.5 million net cash outflows related to debt activities.

**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 operations. See Note 2, Significant Accounting Policies to our consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K for a description of our other significant accounting policies. The preparation of our consolidated financial statements in conformity with accounting standards generally accepted in the United States of America (“U.S. GAAP”) requires us to make estimates and judgments 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.

[Table of Contents](#)**Revenue Recognition**

The transaction price represents the amount of consideration to which we expect to be entitled in exchange for transferring the promised products or services to our customers. The consideration promised within a contract may include fixed amounts and variable amounts. Variable consideration may consist of final milestone payments, mission success fees or liquidating damages that are earned or penalized if certain contractual milestones are achieved or are not achieved.

We estimate variable consideration at the most likely amount or expected value, which is included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur. We do not have a history of significant changes in our estimates of variable consideration; however, judgment is involved in estimating the amounts on long term contracts and could be subject to change if we encounter significant delays in production.

For revenue recognized over-time, we use an input method, based on costs incurred relative to total estimated costs at completion to estimate the percentage of completion. The costs incurred are determined by assessing the physical and technical progress on the spacecraft applied to the standard costs. Due to the nature of the work performed under spacecraft construction contracts, the estimation of physical and technical progress requires judgment and is subject to many variables including but not limited to actual progress and costs incurred, labor productivity, changes in cost and availability of materials.

Significant estimates and assumptions are made in estimating contract costs. At the outset of an over-time contract, we identify and monitor risks related to technical, schedule, and cost aspects of the contract, as well as our ability to earn variable consideration. These risks are assessed throughout the contract period and may result in changes to our estimates of the transaction price or total costs to complete the contract. When such changes occur, we recognize cumulative adjustments to revenue and profit in the period the changes are identified, reflecting the inception-to-date effect of the revised estimates. These adjustments may favorably or unfavorably impact our gross margin. For the impacts of changes in estimates on our consolidated statements of operations and comprehensive loss, see Note 3 to the consolidated financial statements.

If our actual costs exceed our estimates, our margins and profits are reduced and we could incur a provision for contract loss. A provision for contract loss is when estimates of total costs to be incurred on a contract exceed total estimates of the transaction price. When this occurs, a provision for the entire loss is determined at the contract level and is recorded in the period in which the loss is evident.

**Stock-based Compensation**

The fair value of stock options under our employee equity incentive plan are estimated as of the grant date using the Black-Scholes option valuation model, which is affected by the fair value per share of common stock, the expected share price volatility of its common shares over the expected term, expected term, risk-free interest rate and expected dividend yield, which are estimated as follows:

- *Fair value per share of common stock.* The fair value of common stock based on the market price of our common stock underlying the awards on the grant date.
- *Expected volatility.* The volatility is based on the weighted average historical volatilities of our common stock and a pool of public companies that are comparable to us. Expected volatility represents the estimated volatility of the shares over the expected life of the options.
- *Expected term.* We determine the expected term of the awards using the simplified method. The simplified method estimates the expected term based on the average of the vesting period and contractual term of the stock option.
- *Risk-free interest rate.* The risk-free interest rate for periods within the expected life of the option is derived from the U.S. treasury interest rates in effect at the date of grant.
- *Estimated dividend yield.* We use an expected dividend yield of zero since no dividends are expected to be paid.

The assumptions used in calculating the fair value of stock-based awards represent our best estimates, however, these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change or we use different assumptions, stock-based compensation expense could be materially different in the future.

[Table of Contents](#)***Income Taxes***

We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized by applying the statutory tax rates in effect in the years in which the differences between the financial reporting and tax filing bases of existing assets and liabilities are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

We utilize a two-step approach to recognizing and measuring uncertain income tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We make estimates, assumptions and judgments to determine its provision for income taxes and also for deferred tax assets and liabilities and any valuation allowances recorded against deferred tax assets. Actual future operating results and the underlying amount and type of income could differ materially from our estimates, assumptions and judgments thereby impacting its consolidated financial position and results of operations.

***Business Combinations***

The results of businesses acquired in a business combination are included in our consolidated financial statements from the date of the acquisition. 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. Goodwill is measured as of the acquisition date as the excess of consideration transferred over the net acquisition date fair value of the assets acquired and the liabilities assumed. 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 a significant amount of management judgment.

We perform valuations of assets acquired and liabilities assumed and allocate the purchase price to its respective assets and liabilities. Determining the fair value of assets acquired and liabilities assumed requires us to use significant judgment and estimates, including the selection of valuation methodologies, estimates of future revenue, costs and cash flows, discount rates and selection of comparable companies. The Company engages the assistance of valuation specialists in concluding on fair value measurements in connection with determining fair values of assets acquired and liabilities assumed in a business combination.

In certain business combinations, we may agree to pay contingent consideration based on the future performance of the acquired business. Contingent consideration is measured at fair value as of the acquisition date and included as part of the total purchase price. Subsequent changes in the fair value of contingent consideration are recognized in earnings in the period of the change. The determination of the fair value of contingent consideration requires significant judgment and estimates, including projections of future financial performance, discount rates and volatility assumptions.

These estimates are inherently uncertain, as they rely on forward-looking assumptions about our business and market conditions. Changes in these assumptions can materially impact the fair values assigned to identifiable intangible assets, goodwill and amortization expense.

***Goodwill***

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business combinations. We test goodwill for impairment at least annually during the fourth fiscal quarter, or more frequently if indicators of impairment exist during the fiscal year. Events or circumstances which could trigger an impairment review include a significant adverse change in legal factors or in the business climate, loss of key customers, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, significant changes in the manner of our use of the acquired assets or the strategy for our overall business, significant negative industry or economic trends or significant underperformance relative to expected historical or projected future results of operations.

When testing goodwill for impairment, we first performs a qualitative assessment. If we determine it is more likely than not that a reporting unit's fair value is less than its carrying amount, then a one-step impairment test is required. If we determines it is not more likely than not a reporting unit's fair value is less than its carrying amount, then no further analysis is necessary. To identify whether a potential impairment exists, we compare the estimated fair value of the reporting unit with its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. If, however, the fair value of the reporting unit is less than its carrying amount, then such balance would be recorded as an impairment loss.

There was no impairment of goodwill during the years ended December 31, 2025, 2024 and 2023. We performed our most recent qualitative analysis as of October 1, 2025, where we determined the fair value of our reporting unit with goodwill substantially exceeded its carrying value.

[Table of Contents](#)**Guarantor Information**

In connection with the Reorganization, on May 23, 2025, the Company, Rocket Lab USA and U.S. Bank Trust Company, National Association (the "Trustee") entered into the first supplemental indenture (the "Supplemental Indenture") to the indenture, dated as of February 6, 2024, between Rocket Lab USA and the Trustee (the "Indenture"), governing the Convertible Notes in order to (i) provide for subsequent conversions of our convertible senior notes in the manner set forth in Section 5.09 of the Indenture, (ii) provide for subsequent adjustments to the Conversion Rate pursuant to Section 5.05(A) of the Indenture in a manner consistent with Section 5.09 of the Indenture, (iii) provide for the full and unconditional guarantee of the obligations of Rocket Lab USA under our convertible senior notes and the Indenture and (iv) make such other changes as are appropriate to preserve the economic interests of the holders and to give effect to the provisions of Section 5.09(A) of the Indenture.

As of December 31, 2025, there was \$155.7 million aggregate principal amount of issued and outstanding convertible senior notes of Rocket Lab USA that are fully and unconditionally guaranteed by the Company. Accordingly, pursuant to Rule 3-10 of Regulation S-X, separate consolidated financial statements of Rocket Lab USA have not been presented. As permitted under Rule 13-01(a)(4)(vi) of Regulation S-X, we have excluded summarized financial information for Rocket Lab USA because the assets, liabilities and results of operations of Rocket Lab USA are not materially different than the corresponding amounts in the Company's consolidated financial statements.

**Item 7A. 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 foreign currency exchange rates, interest rates and inflation. In addition, we are subject to broader market risk that is created by the global market disruptions and uncertainties resulting from macroeconomic challenges, geopolitical events, tariffs, trade and other international disputes.

*Foreign Currency Exchange Risk*

Our reporting currency is the U.S. dollar, and the functional currency of each of our subsidiaries is either its local currency or the U.S. dollar. The assets and liabilities of each of our subsidiaries are translated into U.S. dollars at exchange rates in effect at each balance sheet date and operations accounts are translated using the average exchange rate for the relevant period. Increases or decreases in the relative value of the U.S. dollar to other currencies may positively or negatively affect revenue and other operating results as expressed in U.S. dollars. Foreign currency translation adjustments are accounted for as a component of accumulated other comprehensive income (loss) within stockholders' equity. Gains or losses due to transactions in foreign currencies are reflected in the consolidated statements of operations under the line item "Loss on foreign exchange." Materially all of our revenues are denominated in U.S. dollars and we have not engaged in the hedging of foreign currency risk to date, although we may choose to do so in the future. As such, a 10% or greater move in exchange rates versus the U.S. dollar could have a material impact on our financial results and position.

*Interest Rate Risk*

As of December 31, 2025, we had cash and cash equivalents of \$828.7 million, comprised primarily of operating accounts and money market instruments and \$270.2 million invested in marketable securities, comprised of corporate debt securities, U.S. Treasury securities, asset-backed securities, commercial paper, certificates of deposit and Yankee bonds. 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 exposure.

*Impact of Inflation*

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures it could diminish our margin thereby limiting our profits, especially if we are not able to fully offset such higher costs. Our inability or failure to do so could harm our business, financial condition, and results of operations.

**Item 8. Financial Statements and Supplementary Data**

The financial statements and supplementary data required by this item, including the report of our independent registered public accounting firm and the notes thereto, are included commencing at page F-1 of this Annual Report on Form 10-K and incorporated herein by reference.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

[Table of Contents](#)**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

We maintain “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms and (2) accumulated and communicated to our management, including our principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based upon such evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of December 31, 2025.

**Management’s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act). Our management, including our principal executive officer and our principal financial officer, assessed the effectiveness of our internal control over financial reporting using the criteria set forth by Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

We have excluded from the scope of our assessment of internal control over financial reporting the operations and related assets of GEOST, which we acquired on August 12, 2025. Based on that assessment, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

At December 31, 2025 and for the period from the GEOST acquisition on August 12, 2025 through December 31, 2025, total assets and total revenues subject to GEOST’s internal control over financial reporting represented 14% and 2% of consolidated total assets and total revenues, respectively, as of and for the year ended December 31, 2025.

Deloitte & Touche LLP, an independent registered public accounting firm, which has audited and reported on the consolidated financial statements contained in this Annual Report on Form 10-K, has issued its report on the effectiveness of the Company’s internal control over financial reporting which is included commencing at page F-1 of this Annual Report on Form 10-K and incorporated herein by reference.

**Limitations on the Effectiveness of Controls**

Management recognizes that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Because of these inherent limitations, our disclosure and internal controls may not prevent or detect all instances of fraud, misstatements or other control issues. In addition, projections of any evaluation of the effectiveness of disclosure or internal controls to future periods are subject to risks, including, among others, that controls may become inadequate because of changes in conditions or that the degree of compliance with policies or procedures may deteriorate.

**Changes in Internal Control over Financial Reporting**

We assessed, with the participation of our Chief Executive Officer and Chief Financial Officer, any change in our internal control over financial reporting as of the end of the fiscal quarter covered by this Annual Report on Form 10-K. There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2025 covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)**Item 9B. Other Information***Sell to Cover Trading Election*

On November 24, 2025, Sir Peter Beck, Chief Executive Officer (the “Participant”), entered into Rule 10b5-1 trading arrangement that is intended to qualify as a “plan providing for eligible sell-to-cover transactions” under Rule 10b5-1(c)(1)(ii)(D) (3) under the Exchange Act. The plan will apply to all RSUs granted to the Participant by the Company, whether granted prior to the date of the election or on or subsequent to the date of the election, pursuant to the Company’s 2021 Stock Option and Incentive Plan or any successor equity incentive plan. The sell-to-cover election provides for the sale of shares of common stock issued upon the vesting of restricted stock units in an amount sufficient to cover the federal, state, local, and foreign tax withholding obligations incurred in connection with such vesting.

The sell-to-cover election is effective from March 2, 2026 until December 31, 2027, unless terminated earlier due to specified events, such as the individual’s death or legal or regulatory restrictions. The number of shares sold under this election will vary based on the tax withholding obligations incurred upon vesting.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

[Table of Contents](#)**PART III**

*We expect to file a definitive Proxy Statement for our 2026 Annual Meeting of Stockholders (the “2026 Proxy Statement”) with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of the 2026 Proxy Statement that specifically address the items required to be set forth herein are incorporated by reference.*

**Item 10. Directors, Executive Officers and Corporate Governance****Code of Conduct and Ethics**

We have adopted a code of ethics and employee conduct that applies to all of our employees, officers and directors, including our President, Chief Executive Officer and Chairman, Chief Financial Officer, and other executive and senior officers. The full text of this code of ethics and employee conduct is posted on the investor relations page of our website at [www.rocketlabcorp.com](http://www.rocketlabcorp.com). If we make any amendment to, or a waiver from, a provision of our code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller, or persons performing similar functions, that relates to any element of the code of ethics definition enumerated in paragraph (b) of Item 406 of Regulation S-K, we intend to disclose such amendment or waiver on that website.

The other information required by this Item is incorporated by reference from our 2026 Proxy Statement.

**Item 11. Executive Compensation**

The information required by this Item is incorporated by reference from our 2026 Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated by reference from our 2026 Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated by reference from our 2026 Proxy Statement.

**Item 14. Principal Accounting Fees and Services**

The information required by Item 9(e) of Schedule 14A will be set forth in the Company’s 2026 Proxy Statement. For the limited purpose of providing the information necessary to comply with this Item 14, the 2026 Proxy Statement is incorporated herein by this reference.

[Table of Contents](#)**PART IV****Item 15. Exhibits, Financial Statement Schedules**

- (a) (1) See the Index to Financial Statements at page F-1 of this report.
- (2) All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**(b) Exhibits**

Exhibit Number	Description
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Rocket Lab Corporation (incorporated by reference to Exhibit 3.1 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
3.2	<a href="#">Amended and Restated Bylaws of Rocket Lab Corporation (incorporated by reference to Exhibit 3.2 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
3.3	<a href="#">Certificate of Designations of Series A Convertible Participating Preferred Stock of Rocket Lab Corporation (incorporated by reference to Exhibit 3.3 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
4.1	<a href="#">Description of Securities (incorporated by reference to Exhibit 4.1 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
4.2	<a href="#">Indenture, dated February 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on February 7, 2024).</a>
4.3	<a href="#">Supplemental Indenture, dated as of May 23, 2025, among Rocket Lab Corporation, Rocket Lab USA, Inc. and U.S. Bank Trust Company, National Association (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K12B filed on May 23, 2025).</a>
4.4	<a href="#">Form of 4.250% Convertible Senior Note due 2029 (incorporated by reference as an exhibit to Exhibit 4.1 of the Company's Form 8-K filed on February 7, 2024).</a>
10.1‡	<a href="#">Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</a>
10.2	<a href="#">Second Amended and Restated Registration Rights Agreement, dated as of August 25, 2021, by and among Rocket Lab USA, Inc. (formerly known as Vector Acquisition Delaware Corporation), Vector Acquisition Partners, L.P. and certain other parties thereto (incorporated by reference to Exhibit 10.2 to the Form 8-K filed by Rocket Lab USA, Inc. on August 31, 2021).</a>
10.3‡	<a href="#">Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan (incorporated by reference to Annex H to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</a>
10.4‡	<a href="#">Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Annex I to the proxy statement/prospectus filed by Vector Acquisition Corporation on July 21, 2021).</a>
10.5‡	<a href="#">Employment Agreement, dated August 12, 2014, between Rocket Lab Limited and Peter Beck (incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</a>
10.6‡	<a href="#">Employee Offer Letter, dated March 8, 2018, between Rocket Lab USA, Inc. and Adam Spice (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021).</a>
10.7‡	<a href="#">Second Amended and Restated 2013 Stock Option and Grant Plan (incorporated by reference to Exhibit 10.10 to the Form 8-K filed by Rocket Lab USA, Inc. on August 31, 2021).</a>

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- 10.8 [Deed of Lease between Rocket Lab Limited and Kawatiri Properties Ltd., dated March 8, 2018, for the premises located at 25 Levene Place, Mount Wellington, Auckland 1060, New Zealand \(incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021\).](#)
- 10.9 [Standard Industrial Lease between Rocket Lab USA, Inc. and Douglas Park Associates III, LLC, dated October 4, 2019, for the premises located at 3881 McGowen Street, Long Beach, CA 90808 \(incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021\).](#)
- 10.10 [Amended and Restated Deed of Lease of Rural Land between Rocket Lab Limited and the Proprietors of Tawapata South, dated November 15, 2019, for the premises located at Onenui Station, Mahia 4198, New Zealand \(incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021\).](#)
- 10.11 [Launch Site Access and Operations Support Agreement for LC-2 between Rocket Lab USA, Inc. and the Virginia Commercial Space Flight Authority, dated September 28, 2018, for the premises located at Mid-Atlantic Regional Spaceport, NASA Wallops Flight Facility, Wallops Island, VA \(incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021\).](#)
- 10.12 [Deed of Lease between Rocket Lab Limited and Class One Services Ltd., dated November 15, 2019, for the premises located at 387 Coalfields Road, Kopuku 2471, New Zealand \(incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-4 filed by Vector Acquisition Corporation on June 25, 2021\).](#)
- 10.13+ [Rocket Lab USA, Inc. Executive Severance Plan \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.14‡ [Form of Restricted Stock Unit Award Agreement for Employees \(incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.15‡ [Form of Restricted Stock Unit Award Agreement for Non-Employee Directors \(incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.16‡ [Form of Restricted Stock Award Agreement for Employees \(incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.17‡ [Form of Non-Qualified Stock Option Agreement for Non-Employee Directors \(incorporated by reference to Exhibit 10.5 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.18‡ [Form of Non-Qualified Stock Option Agreement for Employees \(incorporated by reference to Exhibit 10.6 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.19‡ [Form of Incentive Stock Option Agreement \(incorporated by reference to Exhibit 10.7 of the Company's Form 8-K filed on November 9, 2021\).](#)
- 10.20‡ [Rocket Lab USA, Inc. Amended and Restated Non-Employee Director Compensation Policy \(incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q filed on August 11, 2022\).](#)
- 10.21‡ [Employment Agreement, dated April 11, 2022, between Rocket Lab USA, Inc. and Arjun Kampani \(incorporated by reference to Exhibit 10.28 to the Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed by Rocket Lab USA, Inc. on May 2, 2022\).](#)
- 10.22 [Form of Capped Call Confirmation \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on February 7, 2024\).](#)
- 10.23 [Employment Agreement, dated September 6, 2024, between Rocket Lab USA, Inc. and Frank Klein \(incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed on September 10, 2024\).](#)

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10.24	<a href="#">Amended and Restated Employment Agreement, dated December 3, 2024, between Rocket Lab Limited and Sir Peter Beck (incorporated by reference to Exhibit 10.2 to the Form 8-K filed by Rocket Lab USA, Inc. on December 5, 2024).</a>
10.25	<a href="#">Exchange Agreement, dated December 3, 2024, between Rocket Lab USA, Inc. and The Equatorial Trust (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Rocket Lab USA, Inc. on December 5, 2024).</a>
10.26	<a href="#">Assignment and Assumption Agreement, dated as of May 23, 2025, between Rocket Lab USA, Inc. and Rocket Lab Corporation. (incorporated by reference to Exhibit 10.1 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
10.27	<a href="#">Omnibus Amendment to the Rocket Lab USA, Inc. 2021 Stock Option and Incentive Plan, the Second Amended and Restated 2013 Stock Option and Grant Plan and the Rocket Lab USA, Inc. 2021 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Form 8-K12B filed by the Company on May 23, 2025).</a>
10.28	<a href="#">Rocket Lab Corporation Senior Executive Cash Incentive Bonus Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on August 29, 2025).</a>
10.29 <sup>^</sup>	<a href="#">Stock Purchase Agreement, dated May 22, 2025, by and among Rocket Lab USA, Inc., LightRidge Solutions Holdings LP, and LightRidge Interco Solutions Holdings, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed on August 7, 2025).</a>
10.30	<a href="#">Joinder to Stock Purchase Agreement, dated May 23, 2025, by and among Rocket Lab Corporation, Rocket Lab USA, Inc., LightRidge Solutions Holdings LP, and LightRidge Interco Solutions Holdings, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed on August 7, 2025).</a>
19*	<a href="#">Rocket Lab Corporation Insider Trading and Disclosure Policy.</a>
21.1*	<a href="#">Subsidiaries of the Registrant.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
31.1*	<a href="#">Certification of Principal Executive Officer pursuant to Exchange Act rules 13a-14 or 15d-14.</a>
31.2*	<a href="#">Certification of Principal Financial Officer pursuant to Exchange Act rules 13a-14 or 15d-14.</a>
32.1* <sup>†</sup>	<a href="#">Certification of Principal Executive Officer and Principal Financial Officer pursuant to Exchange Act rules 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350.</a>
97*	<a href="#">Rocket Lab Corporation Compensation Recovery Policy.</a>
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).

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\* Filed herewith.

<sup>†</sup> The certification furnished in Exhibit 32.1 hereto is deemed to be furnished with this Annual Report on Form 10-K and will not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.

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- + Certain schedules, exhibits and similar attachments have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the staff of the Securities and Exchange Commission upon request.
- ‡ Management contract or compensatory plan or arrangement.
- ^ Certain portions of this exhibit (indicated by “[\*\*]”) have been omitted in compliance with Regulation S-K Item 601(b)(10)(iv) as the Company determined the omitted information (i) is not material and (ii) is the type that the Company customarily and actually treats as private or confidential.

**Item 16. Form 10-K Summary**

None.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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[Table of Contents](#)**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Rocket Lab Corporation

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Rocket Lab Corporation and subsidiaries (the “Company”) as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive loss, consolidated statements of changes in stockholders’ equity and consolidated statements of cashflows, for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2026, expressed an unqualified opinion on the Company’s internal control over financial reporting.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

**Revenue Recognition – Estimates of revenue and cost at completion for select over-time contracts - Refer to Notes 2 and 3 to the financial statements**

As further described in Notes 2 and 3 to the financial statements, the Company recognizes revenue as control is transferred to the customer at an amount that reflects the consideration the Company expects to be entitled to in exchange for those products or services. For revenue recognized over-time, the Company uses either an input method, based on costs incurred relative to total estimated costs at completion, to estimate the percentage of completion, or an output method, based upon days of service, depending upon the nature of the performance obligation. For revenues measured utilizing an input method, the costs incurred are determined by assessing the physical and technical progress on the performance obligation applied to the standard costs. The estimation of physical and technical progress requires judgment and is subject to many variables including but not limited to actual progress and costs incurred, labor productivity, changes in cost and availability of materials. We analyzed the Company’s contract portfolio to identify contracts that we believe had elevated financial or performance risk. For those contracts identified, the evaluation of one or more of the assumptions used to recognize revenue required extensive audit effort due to the complexity of the contracts and a high degree of auditor judgment.

[Table of Contents](#)*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the revenue and cost estimates for these contracts identified included the following, among others:

- We tested the effectiveness of controls over the significant assumptions and judgments underlying the estimates of revenues and costs to completion associated with these over-time contracts.
- Based on the risk characteristic identified on an individual contract, we evaluated certain revenue and cost assumptions by:
  - Reading the underlying contract and any amendments or modifications to understand the contractual requirements and performance obligations.
  - Assessing the timing of recognition of any incentive fees or liquidated damages based on contract terms relative to the progress made towards completion.
  - Evaluating management's ability to achieve the estimates of remaining revenue and costs by performing inquiries with the Company's program and business management regarding their basis of estimates including performance to schedule, program labor and suppliers, reserves related to the program, actual performance to date compared to plan, and any recent correspondence between the Company and the customer on changes, or expected changes in scope or contractual terms.
  - Evaluating selected changes to the estimates of costs to completion and obtaining supporting documentation on the appropriateness of the timing and amounts of these changes in estimates.
  - Testing the accuracy and completeness of the information used in developing estimates, as well as the mathematical accuracy of management's calculation of revenue recognized during the period for the performance obligations.

**Business Acquisitions – GEOST developed technology intangible asset - Refer to Notes 2 and 4 to the financial statements**

As further described in Notes 2 and 4 to the financial statements, the Company closed its acquisition of GEOST LLC ("GEOST") on August 12, 2025. 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, including developed technology intangible assets of \$172,300,000. Determining the fair value of the acquired developed technology intangible assets required management to make significant judgments and estimates including the selection of valuation methodology, estimates of future revenue, costs and cash flows, discount rates and selection of comparable companies. We identified the assumptions related to estimating the amount and timing of expected future revenues to be a critical audit matter given the inherent judgment involved in estimating these amounts. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the expected amount and timing of future revenue used to estimate the fair value of the intangible assets acquired included the following, among others:

- We tested the effectiveness of management's controls over the valuation of intangibles, including management's controls over the estimates of the amount and timing of expected future revenues.
- We assessed the reasonableness of management's forecasts of future revenues by performing inquiries of appropriate individuals outside of the accounting organization, comparing the projections to historical results, contractual agreements, and third-party industry forecasts.
- With the assistance of our fair value specialists, we compared applicable industry forecasted long-term revenue growth rates to management's projected revenues used within the valuation model.
- We evaluated management's ability to estimate future revenues by comparing actual revenues to estimates assumed in the valuation model.

/s/ Deloitte & Touche LLP

Los Angeles, California

February 26, 2026

We have served as the Company's auditor since 2018.

[Table of Contents](#)**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the shareholders and the Board of Directors of Rocket Lab Corporation

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Rocket Lab Corporation and subsidiaries (the “Company”) as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2025, of the Company and our report dated February 26, 2026, expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

As described in Management’s Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at GEOST LLC, which was acquired on August 12, 2025, and whose financial statements constitute 14% and 2% of consolidated total assets and total revenues, respectively, as of and for the year ended December 31, 2025. Accordingly, our audit did not include the internal control over financial reporting at GEOST LLC.

**Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Los Angeles, California  
February 26, 2026

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**ROCKET LAB CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
AS OF DECEMBER 31, 2025 AND 2024  
(in thousands, except share and per share values)**

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 828,660	\$ 271,042
Marketable securities, current	187,917	147,948
Accounts receivable, net	39,001	36,440
Contract assets	61,606	63,108
Inventories	158,407	119,074
Prepays and other current assets	89,953	55,009
Total current assets	<u>1,365,544</u>	<u>692,621</u>
Non-current assets:		
Property, plant and equipment, net	319,473	194,838
Intangible assets, net	224,746	58,637
Goodwill	205,750	71,020
Right-of-use assets - operating leases	90,371	53,664
Right-of-use assets - finance leases	13,895	14,396
Marketable securities, non-current	82,247	60,686
Restricted cash	4,885	4,260
Deferred income tax assets, net	1,895	3,010
Other non-current assets	15,672	31,210
Total assets	<u>\$ 2,324,478</u>	<u>\$ 1,184,342</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Trade payables	\$ 72,699	\$ 53,059
Accrued expenses	19,299	19,460
Employee benefits payable	25,803	20,847
Contract liabilities	195,438	216,160
Current installments of long-term borrowings	—	12,045
Other current liabilities	21,237	17,954
Total current liabilities	<u>334,476</u>	<u>339,525</u>
Non-current liabilities:		
Convertible senior notes, net	152,395	345,392
Long-term borrowings, net, excluding current installments	1,716	44,049
Non-current operating lease liabilities	85,191	51,965
Non-current finance lease liabilities	14,653	14,970
Deferred tax liabilities	1,241	891
Other non-current liabilities	12,952	5,097
Total liabilities	<u>602,624</u>	<u>801,889</u>
<b>COMMITMENTS AND CONTINGENCIES (Note 17)</b>		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; authorized shares: 100,000,000; issued and outstanding shares: 45,951,250 and 0 at December 31, 2025 and December 31, 2024, respectively	5	—
Common stock, \$0.0001 par value; authorized shares: 2,500,000,000; issued shares: 589,525,802 and 504,453,785 at December 31, 2025 and December 31, 2024, respectively; outstanding shares 543,574,552 and 504,453,785 at December 31, 2025 and December 31, 2024, respectively	54	50
Treasury stock, at cost; shares: 45,951,250 and 0 at December 31, 2025 and December 31, 2024, respectively	—	—
Additional paid-in capital	2,735,669	1,198,909
Accumulated deficit	(1,011,910)	(813,701)
Accumulated other comprehensive loss	(1,964)	(2,805)
Total stockholders' equity	<u>1,721,854</u>	<u>382,453</u>

Total liabilities and stockholders' equity

<u>\$ 2,324,478</u>	<u>\$ 1,184,342</u>
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The accompanying notes are an integral part of these consolidated financial statements.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
(in thousands, except share and per share data)

	Years Ended December 31,		
	2025	2024	2023
Revenues:			
Product revenues	\$ 371,617	\$ 289,851	\$ 156,560
Service revenues	230,182	146,363	88,032
Total revenues	<u>601,799</u>	<u>436,214</u>	<u>244,592</u>
Cost of revenues:			
Cost of product revenues	252,848	213,835	115,342
Cost of service revenues	141,770	106,230	77,841
Total cost of revenues	<u>394,618</u>	<u>320,065</u>	<u>193,183</u>
Gross profit	207,181	116,149	51,409
Operating expenses:			
Research and development, net	270,716	174,394	119,054
Selling, general and administrative	165,303	131,556	110,273
Total operating expenses	<u>436,019</u>	<u>305,950</u>	<u>229,327</u>
Operating loss	(228,838)	(189,801)	(177,918)
Other income (expense):			
Interest expense	(26,489)	(26,179)	(17,525)
Interest income	25,512	22,225	13,277
Loss on foreign exchange	(463)	(87)	(470)
Other income, net	4,381	4,431	3,715
Total other income (expense), net	<u>2,941</u>	<u>390</u>	<u>(1,003)</u>
Loss before income taxes	(225,897)	(189,411)	(178,921)
Benefit (provision) for income taxes	27,688	(764)	(3,650)
Net loss	<u>\$ (198,209)</u>	<u>\$ (190,175)</u>	<u>\$ (182,571)</u>
Other comprehensive income (loss), net of tax:			
Foreign currency translation gain (loss)	624	(4,797)	(93)
Unrealized gain on available-for-sale marketable securities	217	455	494
Comprehensive loss	<u>\$ (197,368)</u>	<u>\$ (194,517)</u>	<u>\$ (182,170)</u>
Net loss per share attributable to Rocket Lab Corporation:			
Basic and diluted	<u>\$ (0.37)</u>	<u>\$ (0.38)</u>	<u>\$ (0.38)</u>
Weighted-average common shares outstanding:			
Basic and diluted	530,664,781	495,929,861	481,768,060

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

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**ROCKET LAB CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023  
(in thousands, except share and per share data)**

	Preferred Stock		Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Deficit	Other Comprehensive Income (Loss)	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
<b>December 31, 2022</b>	—	\$ —	475,356,517	\$ 48	—	\$ —	\$1,112,977	\$ (440,955)	\$ 1,136	\$ 673,206
Net loss	—	—	—	—	—	—	—	(182,571)	—	(182,571)
Issuance of common stock under equity plans	—	—	12,880,415	1	—	—	7,422	—	—	7,423
Stock-based compensation	—	—	—	—	—	—	51,403	—	—	51,403
Issuance of common stock warrants in connection with loan agreement	—	—	—	—	—	—	2,595	—	—	2,595
Issuance of common stock for acquisition	—	—	686,123	—	—	—	2,087	—	—	2,087
Other comprehensive income	—	—	—	—	—	—	—	—	401	401
<b>December 31, 2023</b>	—	—	488,923,055	49	—	—	1,176,484	(623,526)	1,537	554,544
Net loss	—	—	—	—	—	—	—	(190,175)	—	(190,175)
Issuance of common stock under equity plans	—	—	14,799,420	1	—	—	8,836	—	—	8,837
Stock-based compensation	—	—	—	—	—	—	55,919	—	—	55,919
Issuance of common stock for acquisition	—	—	190,974	—	—	—	838	—	—	838
Common stock issued upon exercise of common stock warrants	—	—	540,336	—	—	—	—	—	—	—
Purchase of capped calls	—	—	—	—	—	—	(43,168)	—	—	(43,168)
Other comprehensive loss	—	—	—	—	—	—	—	—	(4,342)	(4,342)
<b>December 31, 2024</b>	—	—	504,453,785	50	—	—	1,198,909	(813,701)	(2,805)	382,453
Net loss	—	—	—	—	—	—	—	(198,209)	—	(198,209)
Issuance of common stock under equity plans	—	—	12,316,956	2	—	—	12,833	—	—	12,835
Stock-based compensation	—	—	—	—	—	—	69,927	—	—	69,927
Issuance of common stock under ATM Equity Offerings, net of issuance costs	—	—	30,804,505	3	—	—	1,119,326	—	—	1,119,329
Preferred Stock Exchange	50,951,250	5	—	(5)	(50,951,250)	—	—	—	—	—
Preferred Stock conversion	(5,000,000)	—	—	—	5,000,000	—	—	—	—	—
Issuance of common stock for acquisition	—	—	3,057,588	—	—	—	137,653	—	—	137,653
Issuance of common stock upon conversion of convertible senior notes	—	—	38,892,968	4	—	—	197,021	—	—	197,025
Other comprehensive income	—	—	—	—	—	—	—	—	841	841
<b>December 31, 2025</b>	<u>45,951,250</u>	<u>\$ 5</u>	<u>589,525,802</u>	<u>\$ 54</u>	<u>(45,951,250)</u>	<u>\$ —</u>	<u>\$2,735,669</u>	<u>\$ (1,011,910)</u>	<u>\$ (1,964)</u>	<u>\$1,721,854</u>

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

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**ROCKET LAB CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023  
(in thousands)**

	Years Ended December 31,		
	2025	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$ (198,209)	\$ (190,175)	\$ (182,571)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	43,935	33,655	29,744
Stock-based compensation expense	71,099	56,816	53,461
Loss (gain) on disposal of assets	2,613	(2,828)	(111)
Loss on extinguishment of long-term debt	5,926	1,330	1,732
Amortization of debt issuance costs and discount	3,140	3,091	2,904
Noncash lease expense	8,288	5,951	5,787
Change in the fair value of contingent consideration	(10,624)	(218)	1,343
Accretion of marketable securities purchased at a discount	(2,245)	(2,901)	(4,571)
Deferred income taxes	(30,667)	599	708
Changes in operating assets and liabilities:			
Accounts receivable, net	667	(1,428)	1,452
Contract assets	2,296	(50,161)	(3,501)
Inventories	(39,885)	(12,398)	(15,562)
Prepays and other current assets	(15,460)	7,591	(14,586)
Other non-current assets	15,834	(12,922)	(11,470)
Trade payables	10,220	24,800	15,585
Accrued expenses	(1,931)	9,086	(3,275)
Employee benefits payable	1,523	5,304	5,484
Contract liabilities	(21,606)	76,865	30,992
Other current liabilities	849	3,249	(7,563)
Non-current lease liabilities	(11,507)	(6,405)	(5,076)
Other non-current liabilities	223	2,209	227
Net cash used in operating activities	(165,521)	(48,890)	(98,867)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property, equipment and software	(156,285)	(67,093)	(54,707)
Proceeds on disposal of assets, net	397	12,542	3,660
Cash paid for business combinations and asset acquisitions, net of acquired cash	(132,441)	—	(18,966)
Purchases of marketable securities	(275,319)	(162,161)	(207,266)
Maturities of marketable securities	212,868	116,242	269,204
Sale of marketable securities	3,383	2,143	20,093
Net cash (used in) provided by investing activities	(347,397)	(98,327)	12,018
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from ATM Equity Offerings	1,146,057	—	—
Issuance costs related to ATM Equity Offerings	(26,514)	—	—
Proceeds from the exercise of stock options	2,572	3,507	2,444
Proceeds from Employee Stock Purchase Plan	11,047	5,683	4,988
Proceeds from sale of employees restricted stock units to cover taxes	113,346	35,254	15,995
Minimum tax withholding paid on behalf of employees for restricted stock units	(113,487)	(35,336)	(15,722)
Payment of contingent consideration	—	—	(1,000)
Finance lease principal payments	(268)	(329)	(336)
Purchase of capped calls related to issuance of convertible senior notes	—	(43,168)	—
Proceeds from issuance of convertible senior notes	—	355,000	—
Proceeds from secured term loan	26,716	—	110,000
Repayments on secured term loans	(87,920)	(51,724)	(107,573)
Payment of debt issuance costs	(278)	(12,205)	(1,427)
Net cash provided by financing activities	1,071,271	256,682	7,369
Effect of exchange rate changes on cash and cash equivalents	(110)	(597)	43
Net increase (decrease) in cash and cash equivalents and restricted cash	558,243	108,868	(79,437)
Cash and cash equivalents, and restricted cash, beginning of period	275,302	166,434	245,871
Cash and cash equivalents, and restricted cash, end of period	\$ 833,545	\$ 275,302	\$ 166,434

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
**(in thousands)**

	Years Ended December 31,		
	2025	2024	2023
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash paid for interest	\$ 24,548	\$ 16,287	\$ 15,553
Cash paid for income taxes	854	269	769
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:</b>			
Unpaid purchases of property, equipment and software	18,544	8,321	2,796
Right-of-use assets obtained in exchange for new operating lease liabilities	39,286	2,871	30,396
Early termination of right-of-use assets	—	—	664
Issuance of common stock for payment of accrued bonus	1,798	1,795	—
Issuance of common stock warrants in connection with Loan Agreement	—	—	2,595
Issuance of common stock in connection with acquisition, at fair value	137,653	838	2,087
Contingent consideration assumed at acquisition	18,258	—	—
Accrued issuance costs in connection with Loan Agreement	—	—	641
Accrued issuance costs in connection with ATM Equity Offerings	214	—	—
Convertible senior notes, net and accrued interest settled by issuance of common stock	197,025	—	—
Payable to seller in connection with business combination	578	—	—

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

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(In thousands, except share and per share data)**

**1. DESCRIPTION OF THE BUSINESS**

Rocket Lab Corporation (“Rocket Lab” and, together with its consolidated subsidiaries, the “Company,” “we,” “us” or “our”) is an end-to-end space company with an established track record of mission success headquartered in Long Beach, California and is the parent company for several wholly owned operating subsidiaries located in the United States, New Zealand, Canada and Australia. We deliver reliable launch services, spacecraft design services, spacecraft components, spacecraft manufacturing and other spacecraft and on-orbit management solutions that make it faster, easier and more affordable to access space. We operate one of the only private orbital launch ranges in the world, located in Mahia, New Zealand, enabling a unique degree of operational flexibility and control of customer launch manifests and mission assurance. While our business has historically been centered on the manufacture of small-class launch vehicles and related sale of launch services, we are currently innovating in the areas of medium-class launch vehicle and launch services, space systems design and manufacturing, on-orbit management solutions, and space data applications.

*Merger and Consummation of Holding Company Reorganization*

On May 8, 2025, Rocket Lab USA, Inc., a Delaware corporation (“Rocket Lab USA”), announced plans to implement a holding company reorganization (the “Reorganization”). On May 23, 2025, Rocket Lab USA implemented the Reorganization pursuant to an Agreement and Plan of Merger (the “Merger Agreement”) dated as of May 23, 2025, among Rocket Lab USA, Rocket Lab and Rocket Lab Merger Sub, Inc., a Delaware corporation and direct, wholly owned subsidiary of Rocket Lab (“Merger Sub”). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Rocket Lab USA, with Rocket Lab USA continuing as the surviving corporation and a wholly owned subsidiary of Rocket Lab (the “Merger”). Following the Merger, Rocket Lab became the successor issuer to Rocket Lab USA.

**2. SIGNIFICANT ACCOUNTING POLICIES***Principals of Consolidation and Basis of Presentation*

The consolidated financial statements are presented in conformity with accounting standards generally accepted in the United States of America (“U.S. GAAP”) and include the accounts of Rocket Lab Corporation and its wholly owned subsidiaries after elimination of intercompany accounts and transactions. Certain amounts in the Company’s prior period consolidated financial statements have been reclassified to conform to the current period presentation.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

On an ongoing basis, our management evaluates estimates and assumptions including those related to revenue recognition, contract costs, loss reserves, valuation of warrants and stock-based compensation and deferred tax valuation allowances, goodwill, intangible assets and contingent consideration. We based our estimates on historical data and experience, as well as various other factors that our management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from these estimates and assumptions.

*Operating Cycle*

For classification of certain current assets and liabilities, we use the duration of the related contract or program as our operating cycle, which is generally longer than one year.

*Cash and Cash Equivalents*

The Company considers cash and cash equivalents to be only those investments which are highly liquid, readily convertible to cash and which have a maturity date within ninety days from the date of purchase. The carrying amounts for the Company’s cash equivalents approximate fair value due to their short maturities. Cash equivalents are recorded at fair value and consist primarily of money market funds and certificates of deposit.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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*Restricted Cash*

The Company considers restricted cash to include any cash that is legally restricted as to withdrawal or usage. The Company had \$4,885 and \$4,260 as of December 31, 2025 and 2024, respectively. The balance relates to collateral for letters of credit and money market accounts and is presented in restricted cash in the consolidated balance sheets.

*Marketable Securities*

Marketable securities consist of investments in corporate debt securities, U.S. Treasury securities, mortgage- and asset-backed securities, commercial paper, certificates of deposit and Yankee bonds mortgage- and asset-backed securities. The Company's investment policy requires the selection of high-quality issuers. The Company's marketable securities are classified as available-for-sale and are carried at fair value. The Company classifies all available-for-sale marketable securities with maturities greater than one year from the balance sheet date as non-current assets. Interest receivable on marketable securities is presented in prepaids and other current assets on the consolidated balance sheets.

Any unrealized holding gains or losses on debt securities, including their tax effect, are reported as components of other comprehensive income (loss) in the consolidated statements of operations and comprehensive loss. Realized gains and losses are included in other income, net in the consolidated statements of operations and comprehensive loss, are determined using the specific identification method for determining the cost of securities sold. Interest and dividend income is recorded when earned and included in interest expense, net on the consolidated statements of operations and comprehensive loss. Premiums and discounts on marketable securities are amortized and accreted, respectively, to earliest call date and maturity, respectively, and included in other income, net on the consolidated statements of operations and comprehensive loss.

At each balance sheet date, the Company assesses available-for-sale marketable securities in an unrealized loss position to determine whether it intends to sell or if it is more likely than not that the Company will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the available-for-sale security with a fair value below amortized cost is written down to fair value through current period earnings. The Company also reviews its available-for-sale securities in an unrealized loss position to determine whether the unrealized loss is the result of a change in creditworthiness or other factors. If declines in the value of available for-sale securities are determined to be credit-related, a loss is recorded in earnings in the current period.

*Accounts Receivable, Net*

Accounts receivables represent amounts billed and currently due from customers. The amounts are stated at their net estimated realizable value. The Company monitors collections and payments from its customers and maintains an allowance for doubtful accounts, which is based upon applying an expected credit loss rate to receivables based on the historical loss rate from similar high-risk customers adjusted for current conditions, including any specific customer collection issues identified, and forecasts of economic conditions. Delinquent account balances are written off after management has determined that the likelihood of collection is remote. The allowance for credit losses as of December 31, 2025 and 2024, and the activity in this account, including the current-period provision for expected credit losses for the years ended December 31, 2025, 2024 and 2023, were not material.

*Inventories*

Inventories consist of components and subassemblies, spare parts and consumable goods. Inventories are recorded at actual acquisition costs and adjusted to the lower of cost or estimated net realizable value. Costs include direct material, direct labor, applicable manufacturing and engineering overhead, and other direct costs.

*Prepays and Other Current Assets*

Prepays and other current assets include goods and services tax, prepaid expenses, deposits, government grant receivables and miscellaneous receivables.

*Customer Financing*

The Company records customer financing receivables net of any unamortized discounts and deferred incremental direct costs. Interest income and amortization of any discounts are recorded ratably over the related term of the note to interest income in the consolidated statements of operations and comprehensive loss.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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Interest income recognition is generally suspended for customer financing receivables that are uncollectible. The Company measures and records expected credit losses related to its customer financing in accordance with the current expected credit losses (“CECL”) standard. The CECL standard requires an entity to consider historical loss experience, current conditions, and a reasonable and supportable forecast of the economic environment.

*Assets Held For Sale*

The Company generally considers assets to be held for sale when the following criteria are met: (i) management commits to a plan to sell the property, (ii) the property is available for sale immediately, (iii) the property is actively being marketed for sale at a price that is reasonable in relation to its current fair value, (iv) the sale of the property within one year is considered probable and (v) significant changes to the plan to sell are not expected. Property classified as held for sale is no longer depreciated and is reported at the lower of its carrying value or its estimated fair value less estimated costs to sell.

*Property, Plant and Equipment, Net*

Property, plant and equipment, net are stated at cost, less accumulated depreciation. The Company has calculated depreciation on a straight-line method. The Company will depreciate over the useful lives as follows:

Asset Category	Estimated Useful Lives
Buildings and improvements	15 to 30 years
Machinery, equipment, vehicles and office furniture	2 to 12 years
Computer equipment, hardware and software	3 to 5 years
Launch site assets	3 to 15 years
Leasehold improvements	Shorter of remaining lease term or estimated useful life

Launch site assets include buildings, machinery and equipment at launch sites.

Repair and maintenance costs are expensed as incurred. Assets disposed of or retired are removed from cost and accumulated depreciation accounts and any resulting gain or loss is reflected in the Company’s consolidated statements of operations and comprehensive loss.

*Business Combination*

The results of businesses acquired in a business combination are included in our consolidated financial statements from the date of the acquisition. 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. Goodwill is measured as of the acquisition date as the excess of consideration transferred over the net acquisition date fair value of the assets acquired and the liabilities assumed.

The Company performs valuations of assets acquired and liabilities assumed and allocates the purchase price to its respective assets and liabilities. Determining the fair value of assets acquired, liabilities assumed and contingent consideration requires us to use significant judgment and estimates, including the selection of valuation methodologies, estimates of future revenue, costs and cash flows, discount rates and selection of comparable companies. The Company engages the assistance of valuation specialists in concluding on fair value measurements in connection with determining fair values of assets acquired and liabilities assumed in a business combination.

*Intangible Assets, Net*

Intangible assets consist of purchased intangible assets including developed technology, in-process research and development, customer relationships, backlog, trademarks and tradenames, non-compete agreements, capitalized software and capitalized intellectual property and are amortized over their useful lives ranging from one to twenty years using the straight-line method of amortization. The Company evaluates the recoverability of intangible assets periodically by considering events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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*Impairment of Long-Lived Assets*

Long-lived assets consist of property, plant and equipment and intangible assets with estimable useful lives subject to depreciation and amortization. The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of an asset or asset group to be held and used is measured by a comparison of the carrying amount of an asset or asset group to the estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of the asset or asset group exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset or asset group exceeds the fair value of the asset or asset group. There was no impairment of long-lived assets during the years ended December 31, 2025, 2024 and 2023.

*Goodwill*

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business combination. We test goodwill for impairment at least annually during the fourth fiscal quarter, or more frequently if indicators of impairment exist during the fiscal year. Events or circumstances which could trigger an impairment review include a significant adverse change in legal factors or in the business climate, loss of key customers, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, significant changes in the manner of the Company's use of the acquired assets or the strategy for the Company's overall business, significant negative industry or economic trends or significant underperformance relative to expected historical or projected future results of operations.

When testing goodwill for impairment, the Company first performs a qualitative assessment. If the Company determines it is more likely than not that a reporting unit's fair value is less than its carrying amount, then a one-step impairment test is required. If the Company determines it is not more likely than not a reporting unit's fair value is less than its carrying amount, then no further analysis is necessary. To identify whether a potential impairment exists, the Company compares the estimated fair value of the reporting unit with its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. If, however, the fair value of the reporting unit is less than its carrying amount, then such balance would be recorded as an impairment loss.

Any impairment loss is limited to the carrying amount of goodwill allocated to the reporting unit. There was no impairment of goodwill during the years ended December 31, 2025, 2024 and 2023.

*Fair Value of Financial Instruments*

We utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. We estimate fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which is categorized in one of the following levels:

- *Level 1*—Quoted prices in active markets for identical assets or liabilities.
- *Level 2*—Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- *Level 3*—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs. The inputs to the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation.

The Company considers the carrying values of cash, restricted cash, accounts receivable, accounts payable, and accrued expenses to approximate fair value for these financial instruments due to the short maturities of these instruments.

*Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis*

Certain assets and liabilities, including goodwill and intangible assets, are subject to measurement at fair value on a non-recurring basis upon initial acquisition in a business combination or if they are deemed to be impaired as a result of an impairment review.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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*Revenue Recognition*

The Company generates revenue from launch services and space systems. Launch services may be provided as a mission dedicated to a single customer or as a rideshare arrangement with multiple spacecraft from multiple customers. Space systems revenue is comprised of space engineering, program management, spacecraft components, spacecraft manufacturing, space software and mission operations.

Revenue is recognized when control of the promised product or service is transferred to our customers at an amount that reflects the consideration the Company expects to be entitled to in exchange for those products or services. The Company's revenue contracts are generally fixed-price contracts or time and materials contracts depending upon the nature of the contract. In fixed-price contracts, to the extent actual costs vary from the cost upon which the price was negotiated, the Company will generate variable levels of profit or could incur a loss.

The Company enters into contracts that can include various combinations of products and services, including contracts that contain both launch services and space systems products and services. In general, each launch and space system product or service is capable of being distinct and accounted for as separate performance obligations. Where contracts contain a single performance obligation, the entirety of the transaction price is allocated to this one performance obligation. For contracts with multiple performance obligations, the transaction price is allocated to each performance obligation based on the estimated standalone selling price of the product or service underlying each performance obligation. The standalone selling price represents the amount the Company would sell the product or service to a customer on a standalone basis.

The transaction price represents the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised services to its customers. The consideration promised within a contract may include fixed amounts and variable amounts. Variable consideration may consist of final milestone payments, mission success fees or liquidating damages that are earned or penalized if certain contractual milestones are achieved or are not achieved.

The Company estimates variable consideration at the most likely amount or expected value, which is included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur.

The Company recognizes revenue when or as control is transferred to the customer, either over-time or at a point-in-time.

Generally, launch services revenue is recognized at a point-in-time when control transfers upon intentional ignition of the launch or where successful delivery milestones are applicable, such as upon delivery of the spacecraft to the specified orbit. However, launch services revenue is recognized over-time when it is determined that there is no alternative use for a launch vehicle, due to significant economic losses to direct the asset for another use or contractual limitations, and the Company has an enforceable right to payment for the services performed to date including a reasonable profit.

For launch service revenue recognized over-time, the Company uses an input method, based on costs incurred relative to total estimated costs at completion, to estimate the percentage of completion. The estimation requires judgment and is subject to many variables including but not limited to actual progress and costs incurred, labor productivity, changes in cost and availability of materials.

Revenue for space systems is recognized at a point-in-time or over-time depending upon the nature of the contract with customer. For contracts to provide space engineering, program management and mission operations, the Company recognizes revenues over-time as the customer simultaneously receives and consumes the benefits as the Company performs. Similarly, spacecraft manufacturing is recognized over-time when it is determined that there is no alternative use for the spacecraft, due to contractual or practical limitations, and where the Company has an enforceable right to payment for the services performed to date including a reasonable profit. Contracts to provide components for spacecraft that do not qualify for over-time recognition are recognized at a point-in-time when control is transferred.

For revenue recognized over-time, the Company uses either an input method, based on costs incurred relative to total estimated costs at completion, to estimate the percentage of completion, or an output method, based upon days of service, depending upon the nature of the performance obligation. For revenues measured utilizing an input method, the costs incurred are determined by assessing the physical and technical progress on the performance obligation applied to the standard costs. Due to the nature of the work performed under spacecraft construction contracts, the estimation of physical and technical progress requires judgment and is subject to many variables including but not limited to actual progress and costs incurred, labor productivity, changes in cost and availability of materials.

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Significant estimates and assumptions are made in estimating contract costs. At the outset of an over-time contract, the Company identifies and monitors risks related to technical, schedule, and cost aspects of the contract, as well as the Company's ability to earn variable consideration. These risks are assessed throughout the contract period and may result in changes to our estimates of the transaction price or total costs to complete the contract. When such changes occur, we recognize cumulative adjustments to revenue and profit in the period the changes are identified, reflecting the inception-to-date effect of the revised estimates. These adjustments may favorably or unfavorably impact the Company's gross margin.

If our actual costs exceed our estimates, our margins and profits are reduced and we could incur a provision for contract loss. A provision for contract loss is when estimates of total costs to be incurred on a contract exceed total estimates of the transaction price. When this occurs, a provision for the entire loss is determined at the contract level and is recorded in the period in which the loss is evident.

Contracts for space software provide the customer with a right to use the software as it exists when made available to the customer. Customers may purchase perpetual entity-wide licenses or mission-based licenses, which provide customers with the same functionality and differ primarily in the number of spacecraft into which the software may be integrated. Revenue from space software is recognized upfront at the point-in-time when the software is made available to the customer. Revenue from software maintenance is recognized ratably over the maintenance period.

Due to their nature, time and materials contracts contain variable consideration; however, in general, the Company's performance obligations under time and materials contracts qualify for the "right to invoice" practical expedient. Under this practical expedient, the Company recognizes revenue, over time, in the amount to which the Company has a right to invoice. In addition, the Company is not required to estimate such variable consideration upon inception of the contract and reassess the estimate each reporting period. The Company determined that this method best represents the transfer of services as, upon billing, the Company has a right to consideration from a customer in an amount that directly corresponds with the value to the customer of the Company's performance completed to date.

Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Timing may differ between the satisfaction of performance obligations and the invoicing and collection of amounts related to our contracts with customers.

Contract assets include unbilled amounts under contracts when revenue recognized exceeds the amount billed to the customer. Contract assets are transferred to accounts receivable when the right to invoice becomes unconditional and the invoice is issued. Contract assets are classified as current assets consistent with our operating cycle. These contract assets are not considered a significant financing component of the Company's contracts as the payment terms are intended to protect the customer in the event the Company does not perform on its obligations under the contract. Contract liabilities primarily consists of customer billings in advance of revenues being recognized. Contract liabilities are not a significant financing component as they are generally utilized to pay for contract costs within a one-year period or are used to ensure the customer meets contractual requirements.

#### *Cost of Revenues*

Cost of revenues, for both products and services, consists primarily of direct material and labor costs, manufacturing overhead, freight expense, depreciation and amortization and other personnel-related expenses, which include salaries, bonuses, benefits and stock-based compensation expense, directly associated with generating revenues.

#### *Research and Development, net*

Research and development, net consists of labor, prototype, professional services, materials, facilities and depreciation expense related to the development of our Neutron launch vehicle, space system platforms and components. These costs are based on a cost model for research and development relating to internal product development programs not associated with customer contractual arrangements. These costs are presented net of government grants on the consolidated statements of operations and comprehensive loss. These costs are expensed as incurred until the program transitions from development to commercial production, at which point costs may be capitalized as inventory.

#### *Selling, General and Administrative*

Selling, general and administrative expenses consist of indirect costs, including management and executive compensation, corporate costs related to finance, accounting, human resources, information technology, legal, administrative, safety, professional services, rent, advertising costs and other general expenses.



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*Government Assistance*

The Company receives government assistance from various domestic and foreign governments in the form of cash grants or refundable tax credits. These arrangements incentivize us to continue growing our capital investments and research and development activities. Government incentives generally contain conditions that must be met in order for the assistance to be earned. We recognize the incentives when there is reasonable assurance that we will comply with all conditions specified in the incentive arrangement and the incentive will be received.

The Company records incentives related to operating activities as a reduction to expense in the same line item on the consolidated statements of operations and comprehensive loss as the expenditure for which the grant is intended to compensate. The Company records capital expenditure related incentives as an offset to the associated property, plant and equipment, net within our consolidated balance sheets and recognize a reduction to depreciation expense over the useful life of the corresponding acquired asset.

The Company has applied for tax credits related to a research and development tax incentive program with the New Zealand government. This tax incentive will reimburse up to 15% of the Company's qualifying research and development costs incurred. The Company has various research government assistance awards which includes the Air Force Research Laboratory and the U.S. Space Force's Space Systems Command. The Company applied for the employee retention credit under the CARES Act during the year ended December 31, 2023. On November 22, 2024, the Company entered into a direct funding agreement with the U.S. Department of Commerce to receive direct funding for the procurement, installation and qualification of new manufacturing equipment and will also receive funding by claiming the refundable Advanced Manufacturing Investment Credit under the United States CHIPS and Science Act of 2022.

The Company recorded \$2,130 of government assistance as a reduction of cost of revenues during the year ended December 31, 2023. The Company recorded \$18,976, \$12,983 and \$27,385 of government assistance as a reduction of research and development, net during the years ended December 31, 2025, 2024 and 2023, respectively. The Company recorded \$0, \$250 and \$1,080 of government assistance as a reduction of selling, general and administrative during the years ended December 31, 2025, 2024 and 2023, respectively. During the years ended December 31, 2025 and 2024, the Company recorded capital expenditure incentive of \$1,536 and \$2,186 as an offset to property, plant and equipment, net, respectively.

As of December 31, 2025 and 2024, prepaids and other current assets includes government assistance receivables of \$15,629 and \$7,783, respectively. As of December 31, 2025 and 2024, other non-current assets includes government assistance receivables of \$0 and \$5,863, respectively.

*Stock-Based Compensation*

The Company's stock compensation plan is classified as an equity plan which permits stock awards in the form of employee stock options and restricted stock awards. For awards that vest solely based on continued service, the fair value of an award is recognized as an expense over the requisite service period on a straight-line basis.

The fair value of stock options under the Company's employee equity incentive plan are estimated as of the grant date using the Black-Scholes option valuation model, which is affected by the fair value per share of common stock, the expected share price volatility of its common shares over the expected term, expected term, risk-free interest rate and expected dividend yield, which are estimated as follows:

- *Fair value per share of common stock.* The fair value of common stock is based on the market price of our common stock underlying the awards on the grant date.
- *Expected volatility.* The volatility is based on the weighted average historical volatilities of the Company and a pool of public companies that are comparable to the Company. Expected volatility represents the estimated volatility of the shares over the expected life of the options.
- *Expected term.* The Company determines the expected term of the awards using the simplified method. The simplified method estimates the expected term based on the average of the vesting period and contractual term of the stock option.
- *Risk-free interest rate.* The risk-free interest rate for periods within the expected life of the option is derived from the U.S. treasury interest rates in effect at the date of grant.

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- *Estimated dividend yield.* The Company uses an expected dividend yield of zero since no dividends are expected to be paid.

The fair value of restricted stock units granted under the Company's employee equity incentive plans are estimated as of the grant date in an amount equal to the estimated fair value per share of the Company's common stock.

Forfeitures are recognized as incurred. Unless otherwise approved, options must be exercised while the individual is an employee or within 90-days of termination when applicable. The expiration date of newly issued options is ten years after grant date unless earlier terminated as provided for in the Rocket Lab 2021 Stock Option and Incentive Plan.

The assumptions used in calculating the fair value of stock-based awards represent our best estimates, however, these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change or we use different assumptions, stock-based compensation expense could be materially different in the future.

#### *Income Taxes*

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized by applying the statutory tax rates in effect in the years in which the differences between the financial reporting and tax filing bases of existing assets and liabilities are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company utilizes a two-step approach to recognizing and measuring uncertain income tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company makes estimates, assumptions and judgments to determine its provision for income taxes and also for deferred tax assets and liabilities and any valuation allowances recorded against deferred tax assets. Actual future operating results and the underlying amount and type of income could differ materially from the Company's estimates, assumptions and judgments thereby impacting its consolidated financial position and results of operations.

#### *Segment Information*

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's CODM is its Chief Executive Officer. The Company has determined that it operates in two reportable segments: launch services and space systems.

#### *Foreign Currencies*

The functional currency of certain of the Company's wholly owned subsidiaries is the currency of the primary economic environment in which they operate. Assets and liabilities denominated in currencies other than the functional currency are remeasured at the exchange rate in effect on the balance sheet date, with exchange differences or remeasurement included in other income, net on the consolidated statement of operations and comprehensive loss. Revenue and expenses are translated at average rates of exchange prevailing during the respective period. Translation adjustments resulting from this process are recorded as a component of accumulated other comprehensive income (loss) in the consolidated statements of changes in stockholders' equity.

#### *Leases*

The Company leases certain property, vehicles and equipment. At contract inception, the Company determines if a contract contains a lease and whether the lease should be classified as an operating or financing lease.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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Right of use (“ROU”) assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As the Company’s leases do not provide an implicit rate, it uses the incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The ROU asset also includes any lease prepayments made and excludes lease incentives. The Company’s lease terms include options to extend or terminate the lease when it is reasonably certain that it will exercise that option. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term. Finance leases result in the recognition of depreciation expense, which is recognized on a straight-line basis over the expected life of the leased asset, and interest expense, which is recognized following an effective interest rate method.

The Company excludes short-term leases (term of 12 months or less) from the balance sheet presentation and accounts for non-lease and lease components in a contract as a single lease component for certain asset classes.

#### *Convertible Senior Notes*

The Company accounts for convertible senior notes under Accounting Standards Codification (“ASC”) ASC 470-20 - Debt with Conversion and Other Options and Derivatives and Hedging—Contracts in Entity's Own Equity (“ASU 2020-06”). The Company records the convertible senior notes as a long-term liability at face value net of debt issuance costs. If certain conditions to the convertibility of the convertible senior notes are satisfied, or the convertible senior notes become due within one year, then the Company may be required under applicable accounting standards to reclassify the carrying value of the convertible senior notes as a current, rather than a long-term liability. If it is determined that the Company cannot be required to settle the Notes in cash and has the intent and ability to settle in common stock, the Notes are classified as non-current liabilities on the Company’s consolidated balance sheet.

Debt issuance costs related to the convertible senior notes were capitalized and recorded as a contra-liability and are presented net against the convertible senior notes balance on the consolidated balance sheets. Debt issuance costs consist of underwriting, legal and other direct costs related to the issuance of the convertible senior notes and are amortized to interest expense over the term of the convertible senior notes using the effective interest method.

#### *Capped Call Transactions*

Capped call transactions cover the aggregate number of shares of the Company’s common stock that will initially underlie the convertible senior notes. The Company determined that the freestanding capped call option contracts qualify as equity under the accounting guidance on indexation and equity classification, and recognized the contract by recording an entry to Additional paid-in capital in stockholders’ equity in the consolidated balance sheets and not remeasured.

#### *Warrants*

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant’s specific terms and applicable authoritative guidance in ASC 480, Distinguishing Liabilities from Equity, and ASC 815, Derivative and Hedging. For warrants that meet all the criteria for equity classification, the warrants are recorded as a component of additional paid-in capital at the time of issuance. Warrants classified as liabilities are recognized at fair value and remeasured at fair value at each reporting period with any change in fair value recognized in the consolidated statements of operations and comprehensive loss.

#### *Recent Accounting Pronouncements*

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”), which focuses on the rate reconciliation and income taxes paid. ASU 2023-09 requires a public business entity (“PBE”) to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, further broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign jurisdictions, and further by individual jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company adopted ASU 2023-09 prospectively for the period ending December 31, 2025, and it affects only our disclosures and does not impact our results of operations or financial condition.

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In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses (DISE) (“ASU 2024-03”), which requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement as well as disclosures about selling expenses. The new guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. The amendments in ASU 2024-03 will be applied prospectively with the option for retrospective application and early adoption is permitted. The Company is assessing the potential impact of adopting ASU 2024-03 on its financial statements.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (“ASU 2025-06”), which modernizes the accounting for internal-use software. ASU 2025-06 removes all references to software development stages and requires capitalization of software costs when management has committed to the software project and it is probable the software will be completed and perform its intended use. ASU 2025-06 is effective for annual reporting periods beginning after December 15, 2027, with early adoption permitted and can be applied on either a prospective, modified, or retrospective basis. The Company is assessing the potential impact of adopting ASU 2025-06 on its financial statements.

In December 2025, the FASB issued ASU No. 2025-10, Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities (“ASU 2025-10”). ASU 2025-10 establishes guidance for the recognition, measurement, and presentation of government grants received by business entities. Under the new standard, a government grant is recognized only when it is probable that (i) the entity will satisfy the grant’s conditions and (ii) the grant will be received. If those conditions are met, the grant is classified either as a grant related to income or as a grant related to an asset, and the classification determines the appropriate accounting treatment. ASU No. 2025-10 retains the existing disclosure requirements in Topic 832, Government Assistance. For public business entities, the amendments are effective for annual reporting periods beginning after December 15, 2028, and for interim reporting periods within those annual reporting periods, with early adoption permitted. Entities may adopt the amendments using a modified-prospective, modified-retrospective, or full-retrospective approach for all government grants. We are currently evaluating the impact of the ASU on our disclosures and financial statements, including the approach and the timing of adoption.

### 3. REVENUES

The Company disaggregates revenue by reportable segment and revenue recognition pattern, as it believes these categories best depicts how the nature, timing and uncertainty of revenue and cash flows are affected by economic factors. The following tables provide information about disaggregated revenue and a reconciliation of the disaggregated revenue during the years ended December 31, 2025, 2024 and 2023:

	Year Ended December 31, 2025		
	Launch Services	Space Systems	Total
<b>Revenues by recognition model</b>			
Point-in-time	\$ 159,308	\$ 107,432	\$ 266,740
Over-time	39,734	295,325	335,059
Total revenue by recognition model	<u>\$ 199,042</u>	<u>\$ 402,757</u>	<u>\$ 601,799</u>
	Year Ended December 31, 2024		
	Launch Services	Space Systems	Total
<b>Revenues by recognition model</b>			
Point-in-time	\$ 125,338	\$ 74,636	\$ 199,974
Over-time	38	236,202	236,240
Total revenue by recognition model	<u>\$ 125,376</u>	<u>\$ 310,838</u>	<u>\$ 436,214</u>

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	Year Ended December 31, 2023		
	Launch Services	Space Systems	Total
<b>Revenues by recognition model</b>			
Point-in-time	\$ 71,131	\$ 46,704	\$ 117,835
Over-time	763	125,994	126,757
Total revenue by recognition model	<u>\$ 71,894</u>	<u>\$ 172,698</u>	<u>\$ 244,592</u>

The timing of revenue recognition, billings, and cash collections results in billed accounts receivable, unbilled receivables (presented within contract assets) and customer advances and deposits (presented within contract liabilities) on the consolidated balance sheets, where applicable. Amounts are generally billed as work progresses in accordance with agreed-upon milestones. These individual contract assets and liabilities are reported in a net position on a contract-by-contract basis on the consolidated balance sheets at the end of each reporting period.

The following table presents the balances related to enforceable contracts as of December 31, 2025 and 2024:

	December 31,	
	2025	2024
<b>Contract balances</b>		
Accounts receivable, net	\$ 39,001	\$ 36,440
Contract assets	61,606	63,108
Contract liabilities	(195,438)	(216,160)

Changes in contract liabilities were as follows:

	2025	2024	2023
Contract liabilities, beginning of year	\$ 216,160	\$ 139,338	\$ 108,344
Contract liabilities assumed at acquisition	842	—	—
Customer advances received or billed, net	160,887	176,763	137,158
Recognition of unearned revenue	(182,451)	(99,941)	(106,164)
Contract liabilities, end of year	<u>\$ 195,438</u>	<u>\$ 216,160</u>	<u>\$ 139,338</u>

The revenue recognized from the contract liabilities consisted of the Company satisfying performance obligations during the normal course of business.

The amount of revenue recognized in the aggregate from changes in the transaction price or estimated costs to complete associated with performance obligations satisfied in prior periods during the year ended December 31, 2025, included a \$15,055 downward adjustment to revenue and a \$7,140 upward adjustment to revenue, resulting in a net downward adjustment of \$7,915, respectively. Included in the downward adjustment for the year ended December 31, 2025, the Company recorded a downward adjustment to revenue of \$12,818 related to an individual contract. This cumulative catch-up adjustment resulted from changes in the estimated costs to complete the contract. For the years ended December 31, 2024 and 2023, the impact was not material.

In February 2022, the Company entered into a procurement agreement with MDA Corporation to design and manufacture of 17 spacecraft buses (the "MDA Contract"). The Company has determined that the projected delivery dates for certain deliverables will be later than the dates originally set out under the MDA Contract. This delay is the result of a number of factors, including delays that have arisen in the Company's supply chain. Under the terms of the MDA Contract, the customer is potentially entitled to claim liquidated damages as a result of this delivery delay. The Company is similarly entitled to claim liquidated damages against certain suppliers that have contributed to these delays. At this time, it is not possible to determine with certainty the net amount, if any, of actual liquidated damages that could ultimately be incurred.

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*Backlog*

The Company's backlog represents the estimated transaction prices on performance obligations to the Company's customers for which work remains to be performed. The amount of backlog increases with new contracts or additions to existing contracts and decreases as revenue is recognized on existing contracts. Contracts are included in the amount of backlog when an enforceable agreement has been reached. Remaining backlog totaled \$1,847,322 as of December 31, 2025, of which approximately 37% is expected to be recognized within 12 months, with the remaining 63% to be recognized beyond 12 months.

*Customer Financing*

In connection with the signing of three separate multi-launch agreements with commercial customers, the Company entered into subordinated loan and security agreements and a loan and security agreement. The commercial customers may choose to have certain milestone payments financed under the terms of the subordinated loan and security agreements. The receivables will bear no interest until the initial launch dates passes, after which interest will accrue at a fixed rate of 9.5%, 10.8% or 12.6%, based on the agreement. Principal and interest payments will be made over 12 quarterly payments from the launch date.

On July 11, 2025, the Company received a full payoff of \$7,489 and terminated the subordinated loan and security agreement with one of the commercial customers.

As of December 31, 2025 and 2024, the Company had \$6,750 and \$4,200 customer financing in prepaids and other currents assets, respectively and \$16,138 and \$15,567 customer financing receivable in other non-current assets on the consolidated balance sheets, respectively. Customer financing interest income for the years ended December 31, 2025, 2024 and 2023 was \$1,730, \$1,213 and \$371, respectively.

#### **4. BUSINESS COMBINATIONS AND ASSET ACQUISITIONS**

##### **GEOST**

On August 12, 2025, the Company closed the acquisition of GEOST LLC ("GEOST") pursuant to a Stock Purchase Agreement (the "GEOST Purchase Agreement"), by and among Rocket Lab USA, LightRidge Solutions Holdings LP ("LightRidge Solutions"), and LightRidge Interco Solutions Holdings, Inc. ("LightRidge Interco"), which provided for, among other things, the Company's purchase and acquisition of all of the issued and outstanding shares of common stock of LightRidge Interco, the owner of GEOST.

Pursuant to the terms of the GEOST Purchase Agreement, all of the issued and outstanding shares of LightRidge Interco were purchased in exchange for aggregate consideration of \$275,000, consisting of approximately \$125,000 in cash and 3,057,588 shares of common stock, subject in each case to customary adjustments at closing, including for cash, working capital, transaction expenses and indebtedness (the "Transaction"). Additionally, the GEOST Purchase Agreement provides for up to \$50,000 in potential additional post-closing cash earnout payments to LightRidge Solutions tied to revenue targets of the GEOST business for 2026 and 2027. Refer to the table below under "Acquisition Consideration" for additional information.

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**Acquisition Consideration**

The following table presents the purchase consideration and the estimates of the preliminary fair value of the assets acquired and the liabilities assumed by the Company in the acquisition:

	<b>August 12, 2025</b>
Cash consideration	\$ 134,299
Fair value of common stock issued <sup>(1)</sup>	137,653
Contingent consideration <sup>(2)</sup>	18,258
Purchase consideration	<u>\$ 290,210</u>
<b>Description</b>	
Cash and cash equivalents	\$ 1,280
Accounts receivable	3,196
Contract assets	787
Inventories	402
Prepays and other current assets	1,079
Property, plant and equipment	4,267
Intangible assets	183,300
Right-of-use assets - operating leases	6,553
Other non-current assets	424
Trade payables	(2,467)
Accrued expenses	(142)
Employee benefits payable	(3,407)
Contract liabilities	(842)
Other current liabilities	(1,340)
Non-current operating lease liabilities	(5,256)
Deferred tax liabilities	(32,354)
Identifiable net assets acquired	<u>155,480</u>
Goodwill	<u>134,730</u>
Total purchase price	<u>\$ 290,210</u>

(1) The Company issued 3,057,588 shares of common stock, with the fair value determined based on the Company's common stock closing price of \$45.02 on August 11, 2025.

(2) The contingent consideration, to be paid in cash, was classified as a liability and included in other non-current liabilities on the Company's consolidated balance sheets. To estimate the fair value of the contingent consideration liability, management valued the earn-out based on the likelihood of reaching certain revenue targets. At the acquisition date, the fair value of the contingent consideration payable was measured based on a Monte Carlo simulation utilizing projections about future performance. Significant inputs at acquisition include revenue volatility of 29%, discount rate of 10% and projected financial information.

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The following is a summary of preliminary identifiable intangible assets acquired and the related expected lives for the finite-lived intangible assets:

Type	Estimated Life in Years	Fair Value
Developed technology	10	\$ 172,300
Backlog	5	11,000
Total identifiable intangible assets acquired		<u>\$ 183,300</u>

Goodwill of \$134,730 was recorded for the GEOST acquisition, representing the excess of the purchase price over the fair value of the identifiable net assets. The goodwill has been allocated to the space systems operating segment, reflecting the strategic operations of this operating segment. Goodwill recognized primarily represents the future revenue and earnings potential and certain other assets which were acquired, but that do not meet the recognition criteria, such as assembled workforce. The majority of goodwill is not expected to be deductible for income tax purposes.

The Company's consolidated statements of operations for the year ended December 31, 2025 includes revenues and operating loss of \$11,946 and \$8,314, respectively, related to the GEOST acquisition.

#### Measurement Period

During the measurement period, the Company will continue to obtain information to assist in determining the fair value of net assets acquired, which may differ materially from these preliminary estimates. Specifically, the Company is evaluating outstanding matters, including but not limited to, legal contingencies, other receivables, tax-related items and other assets. Measurement period adjustments, if applicable, will be applied in the reporting period in which the adjustment amounts are determined. Measurement period changes made in the fourth quarter of 2025 for the GEOST acquisition did not have a material impact.

#### Unaudited Pro Forma Information

The unaudited consolidated financial information summarized in the following table gives effect to the GEOST acquisition assuming it occurred on January 1, 2023. These unaudited consolidated pro forma operating results do not assume any impact from revenue, cost or other operating synergies that are expected as a result of the acquisition. These unaudited consolidated pro forma operating results are presented for illustrative purposes only and are not indicative of the operating results that would have been achieved had the acquisition occurred on January 1, 2023, nor does the information project results for any future period.

	Years Ended December 31,		
	2025	2024	2023
Total revenues	\$ 620,840	\$ 518,125	\$ 318,508
Net loss	(220,063)	(220,771)	(197,208)

#### Asset Purchase Agreement

On June 2, 2023, Company closed on the purchase of certain assets pursuant to an Asset Purchase Agreement (the "Virgin APA") with Virgin Orbit Holdings, Inc. to acquire certain assets, including a real property lease for a property located in Long Beach, California and certain production assets, machinery and equipment.

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The acquisition was accounted for as an asset acquisition and the total purchase price consideration of \$16,934 (which includes \$815 of transaction costs) was allocated to the assets acquired on a relative fair value basis. The following table presents estimates of the relative fair value of the assets acquired and the liabilities assumed by the Company in the acquisition:

Description	Amount
Property, plant and equipment	\$ 15,658
Right-of-use assets - operating leases	13,939
Other non-current assets	189
Other current liabilities	(1,125)
Non-current operating lease liabilities	(10,375)
Other non-current liabilities	(1,352)
Total purchase price	<u>\$ 16,934</u>

## 5. CASH AND CASH EQUIVALENTS AND MARKETABLE SECURITIES

Cash and cash equivalents and marketable securities consisted of the following as of December 31, 2025 and 2024:

	December 31,	
	2025	2024
Cash and cash equivalents	\$ 828,660	\$ 271,042
Marketable securities, current	187,917	147,948
Marketable securities, non-current	82,247	60,686
Total cash and cash equivalents and marketable securities	<u>\$ 1,098,824</u>	<u>\$ 479,676</u>

As of December 31, 2025, cash equivalents and marketable securities consisted of the following:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities
Money market accounts	\$ 741,498	\$ —	\$ —	\$ 741,498	\$ 741,498	\$ —
Certificates of deposit	13,168	9	—	13,177	1,556	11,621
Commercial paper	27,769	7	—	27,776	—	27,776
Corporate debt securities	136,434	169	(17)	136,586	—	136,586
Yankee bonds	5,339	12	—	5,351	—	5,351
U.S. Treasury securities	48,978	90	—	49,068	—	49,068
Asset-backed securities	39,637	125	—	39,762	—	39,762
Total	<u>\$ 1,012,823</u>	<u>\$ 412</u>	<u>\$ (17)</u>	<u>\$ 1,013,218</u>	<u>\$ 743,054</u>	<u>\$ 270,164</u>

The following table presents the Company's cash equivalents and marketable securities with unrealized losses by investment category and the length of time the marketable securities have been in a continuous loss position as of December 31, 2025:

	In Loss Position for Less than 12 Months	
	Fair Value	Unrealized Losses
Corporate debt securities	\$ 25,198	\$ (17)
Total	<u>\$ 25,198</u>	<u>\$ (17)</u>

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The Company has not observed a significant deterioration in credit quality of these securities, which are highly rated with moderate to low credit risk. Declines in value are largely attributable to current global economic conditions. The securities continue to make timely principal and interest payments, and the fair values are expected to recover as they approach maturity. The Company does not intend to sell the securities, and it is not more likely than not that the Company will be required to sell the securities, before the respective recoveries of their amortized cost bases, which may be maturity. As of December 31, 2025, the Company had not recognized an allowance for credit losses on any marketable securities in an unrealized loss position.

The following table summarizes the contractual maturities of the Company's cash equivalents and marketable securities as of December 31, 2025:

	Amortized Cost	Fair Value
Due within one year	\$ 930,713	\$ 930,971
Due within one to two years	82,110	82,247
Total	<u>\$ 1,012,823</u>	<u>\$ 1,013,218</u>

## 6. FAIR VALUE OF FINANCIAL INSTRUMENTS

As of December 31, 2025 and 2024, the following financial assets and liabilities are measured at fair value on a recurring basis and are categorized using the fair value hierarchy as follows:

	December 31, 2025			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents:				
Money market accounts	\$ 741,498	\$ —	\$ —	\$ 741,498
Certificates of deposit	—	1,556	—	1,556
Marketable securities, current:				
Certificates of deposit	—	9,294	—	9,294
Commercial paper	—	27,776	—	27,776
Corporate debt securities	—	103,077	—	103,077
Yankee bonds	—	5,351	—	5,351
U.S. Treasury securities	40,576	—	—	40,576
Asset-backed securities	—	1,843	—	1,843
Marketable securities, non-current				
Certificates of deposit	—	2,327	—	2,327
Corporate debt securities	—	33,509	—	33,509
U.S. Treasury securities	8,492	—	—	8,492
Asset-backed securities	—	37,919	—	37,919
Total	<u>\$ 790,566</u>	<u>\$ 222,652</u>	<u>\$ —</u>	<u>\$ 1,013,218</u>
<b>Liabilities:</b>				
Other non-current liabilities:				
Contingent consideration	\$ —	\$ —	\$ 7,634	\$ 7,634
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,634</u>	<u>\$ 7,634</u>

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	December 31, 2024			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash equivalents:				
Money market accounts	\$ 211,619	\$ —	\$ —	\$ 211,619
Marketable securities, current:				
Certificates of deposit	—	21,795	—	21,795
Commercial paper	—	10,109	—	10,109
Corporate debt securities	—	57,589	—	57,589
Yankee bonds	—	2,208	—	2,208
U.S. Treasury securities	55,568	—	—	55,568
Mortgage- and asset-backed securities	—	680	—	680
Marketable securities, non-current				
Corporate debt securities	—	28,887	—	28,887
Yankee bonds	—	378	—	378
U.S. Treasury securities	10,552	—	—	10,552
Mortgage- and asset-backed securities	—	20,869	—	20,869
<b>Total</b>	<b>\$ 277,739</b>	<b>\$ 142,515</b>	<b>\$ —</b>	<b>\$ 420,254</b>

The estimated fair value amounts shown above are not necessarily indicative of the amounts that the Company would realize upon disposition, nor do they indicate the Company's intent or ability to dispose of the financial instrument.

There were no transfers between fair value measurement levels during the years ended December 31, 2025 and 2024.

#### *Contingent Consideration*

The Company recorded a contingent consideration liability related to potential earnout payments based on revenue targets pursuant to the GEOST Purchase Agreement. The estimated fair value of the contingent consideration is recorded using significant unobservable measures and other fair value inputs and is therefore classified as a Level 3 financial instrument.

The following table presents contingent consideration obligations measured on a recurring basis using Level 3 inputs for the year ended December 31, 2025:

December 31, 2024	\$ —
Acquisition-related contingent consideration	18,258
Fair value adjustment	(10,624)
December 31, 2025	<u>\$ 7,634</u>

During the year ended December 31, 2025, the fair value of contingent consideration for the earn-out in connection with the acquisition of GEOST decreased, primarily due to a push out of forecasted revenues, resulting from the delay in contract awards caused by the government shutdown.

#### *Convertible Senior Notes*

The Company measures the fair value of its convertible senior notes on a quarterly basis for disclosure purposes. The Company considers the fair value of its convertible senior notes as of December 31, 2025 to be a Level 2 measurement due to limited trading activity of the convertible senior notes. As of December 31, 2025, the net carrying amount of the convertible senior notes was \$152,395, with unamortized discount and debt issuance costs of \$3,259. As of December 31, 2025, the total estimated fair value (Level 2) of the convertible senior notes was \$2,185,440. The fair value was determined based on the closing trading price of the convertible senior notes as of the last day of trading for the period.

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**7. INVENTORIES**

Inventories as of December 31, 2025 and 2024 consisted of the following:

	December 31,	
	2025	2024
Raw materials	\$ 76,739	\$ 50,650
Work in process	68,712	60,462
Finished goods	12,956	7,962
Total inventories	<u>\$ 158,407</u>	<u>\$ 119,074</u>

**8. PREPAIDS AND OTHER CURRENT ASSETS**

Prepays and other current assets as of December 31, 2025 and 2024 consisted of the following:

	December 31,	
	2025	2024
Prepaid expenses and deposits	\$ 57,738	\$ 38,041
Government grant receivables	15,629	7,783
Customer financing receivables	6,750	4,200
Other current assets	9,836	4,985
Total prepaids and other current assets	<u>\$ 89,953</u>	<u>\$ 55,009</u>

**9. ASSETS HELD FOR SALE**

In the first quarter of 2023, the Company updated its Electron recovery strategy by completing a marine recovery, which we believe will be a more effective and financially viable type of recovery. As a result, the Company has ceased mid-air rocket booster recovery and began the sale process of two helicopters. As of March 31, 2023, the Company's two helicopters met the held for sale criteria and the Company ceased depreciating these assets.

On June 6, 2024, the Company sold one of the Company's held for sale helicopters to a purchaser unaffiliated with the Company, for \$12,030 before closing costs and holdbacks. The Company recognized a gain on sale of assets related to the sale of the helicopter and spare parts of \$2,825 included in other income, net in the consolidated statements of operations and comprehensive loss during the year ended December 31, 2024.

On October 18, 2023, the Company sold one of the Company's held for sale helicopters to a purchaser unaffiliated with the Company, for \$3,900 before closing costs. The Company recognized a gain on sale of assets of \$1,094 included in other income, net in the consolidated statements of operations and comprehensive loss during the year ended December 31, 2023.

**10. PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment, net, as of December 31, 2025 and 2024 consisted of the following:

	December 31,	
	2025	2024
Buildings and improvements	\$ 78,564	\$ 68,631
Machinery, equipment, vehicles and office furniture	174,526	127,577
Computer equipment, hardware and software	20,751	16,204
Launch site assets	25,330	20,726
Construction in process	111,167	27,285
Property, plant and equipment—gross	<u>410,338</u>	<u>260,423</u>
Less accumulated depreciation and amortization	(90,865)	(65,585)
Property, plant and equipment—net	<u>\$ 319,473</u>	<u>\$ 194,838</u>



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Depreciation expense recorded in the consolidated statements of operations and comprehensive loss during the years ended December 31, 2025, 2024 and 2023 consisted of the following:

Depreciation expense	Years Ended December 31,		
	2025	2024	2023
Cost of revenues	\$ 12,749	\$ 11,088	\$ 8,481
Research and development, net	8,433	5,890	4,700
Selling, general and administrative	4,187	2,798	2,226
Total depreciation expense	<u>\$ 25,369</u>	<u>\$ 19,776</u>	<u>\$ 15,407</u>

## 11. GOODWILL AND INTANGIBLE ASSETS, NET

### Goodwill

The carrying amount of goodwill for the space systems reportable segment was \$205,750 and \$71,020 and as of December 31, 2025 and 2024, respectively. No impairment losses have been recognized on goodwill to date.

### Intangible Assets

The components of intangible assets consisted of the following as of December 31, 2025 and 2024:

	December 31, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<i>Finite-Lived Intangible Assets</i>			
Developed Technology	\$ 230,165	\$ (37,238)	\$ 192,927
Capitalized software	14,558	(11,164)	3,394
Customer relationships	16,114	(5,786)	10,328
Trademarks and tradenames	10,102	(3,443)	6,659
Backlog	14,491	(4,343)	10,148
Other	1,399	(609)	790
<i>Indefinite-Lived Intangible Assets</i>			
In-process technology	500	—	500
Total	<u>\$ 287,329</u>	<u>\$ (62,583)</u>	<u>\$ 224,746</u>
	December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<i>Finite-Lived Intangible Assets</i>			
Developed Technology	\$ 57,865	\$ (23,512)	\$ 34,353
Capitalized software	13,757	(9,873)	3,884
Customer relationships	16,086	(4,472)	11,614
Trademarks and tradenames	10,098	(2,610)	7,488
Backlog	3,491	(3,491)	—
Other	1,320	(522)	798
<i>Indefinite-Lived Intangible Assets</i>			
In-process technology	500	—	500
Total	<u>\$ 103,117</u>	<u>\$ (44,480)</u>	<u>\$ 58,637</u>



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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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Amortization expense recorded in the consolidated statements of operations and comprehensive loss during the years ended December 31, 2025, 2024 and 2023, respectively consisted of the following:

	Years Ended December 31,		
	2025	2024	2023
Cost of revenues	\$ 13,899	\$ 7,110	\$ 7,106
Research and development, net	16	45	90
Selling, general and administrative	4,041	4,913	5,904
Total amortization expense	<u>\$ 17,956</u>	<u>\$ 12,068</u>	<u>\$ 13,100</u>

The following table outlines the estimated future amortization expense related to finite-lived intangible assets held as of December 31, 2025:

2026	\$ 29,730
2027	28,755
2028	27,718
2029	25,512
2030	21,690
Thereafter	90,841
Total	<u>\$ 224,246</u>

## 12. LOAN AGREEMENTS

### *Indenture and Notes*

On February 6, 2024, the Company issued \$355,000 aggregate principal amount of its 4.250% Convertible Senior Notes due 2029 (the "Notes"). The Notes were issued pursuant to, and are governed by, an indenture (the "Indenture"), dated as of February 6, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (the "Trustee").

The Notes are the Company's senior, unsecured obligations and are (i) equal in right of payment with the Company's existing and future senior, unsecured indebtedness; (ii) senior in right of payment to the Company's future indebtedness that is expressly subordinated to the Notes in right of payment; (iii) effectively subordinated to the Company's existing and future secured indebtedness, including borrowings under its equipment financing agreement, to the extent of the value of the collateral securing that indebtedness; and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company's subsidiaries.

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The Notes accrue interest at a rate of 4.250% per annum, payable semi-annually in arrears on February 1 and August 1 of each year, beginning on August 1, 2024. The Notes mature on February 1, 2029, unless earlier converted, redeemed or repurchased. Before November 1, 2028, noteholders have the right to convert their Notes only during the following circumstances: (i) during any calendar quarter (and only during such calendar quarter) if the last reported sale price of the Company's common stock exceeds 130% of the conversion price for each of 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, (ii) during the five consecutive business day period after any 10 consecutive trading day period, or the measurement period, in which the trading price per \$1 principal amount of Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate on each such trading day, (iii) upon the occurrence of certain corporate events or distributions specified in the Indenture or (iv) if the Company calls such Notes for redemption. From and after November 1, 2028, noteholders may convert their Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. The Company will settle conversions by paying or delivering, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election. The initial conversion rate is 195.1029 shares of common stock per \$1 principal amount of Notes, which represents an initial conversion price of approximately \$5.13 per share of common stock. The conversion rate and conversion price are subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a "Make-Whole Fundamental Change" (as defined in the Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. As of December 31, 2025, the holder of the Notes have the right to convert between January 1, 2026 and March 31, 2026 because the Company's common stock price exceeded the applicable conversion price by 130% for the specified period of time during the quarter ended December 31, 2025.

When a conversion notice is received, the Company has the option to pay or deliver cash, shares of the Company's common stock, or a combination thereof. During the year ended December 31, 2025, the Company received conversion notices for \$199,346 aggregate principal amount of Notes. These conversions resulted in the issuance of 38,892,968 shares of common stock in accordance with the terms of the Indenture governing the Notes. As of December 31, 2025, the Company cannot be required to settle the Notes in cash and has the intent and ability to settle in common stock, therefore, the Notes were classified as non-current liabilities on the Company's consolidated balance sheet.

As of December 31, 2025, there was \$155,654 outstanding under the Notes, before unamortized discount and debt issuance costs of \$3,259. As of December 31, 2025, the effective interest rate under the Notes was 5.0%.

#### *Capped Call Transactions*

In connection with the pricing of the Notes, on February 1, 2024 and February 2, 2024, the Company entered into privately negotiated capped call transactions (the "Capped Call Transactions") with certain financial institutions. Collectively, the Capped Call Transactions cover, subject to customary adjustments, the number of shares of common stock initially underlying the Notes. The cost of the Capped Call Transactions was \$43,168. The Capped Call Transactions are expected generally to reduce or offset the potential dilution to the Company's common stock upon exercise of the Notes and/or the Company's election to offset the cash payments the Company is required to make in excess of the principal amount of the Notes upon conversion of the Notes in the event that the market price per share of the Company's common stock is greater than the strike price of the Capped Call Transactions (which initially corresponds to the initial conversion price of the Notes and is subject to certain adjustments under the terms of the Capped Call Transactions), with such reduction and/or offset subject to a cap based on the cap price of the Capped Call Transactions. The Capped Call Transactions have an initial cap price of \$8.04 per share of the Company's common stock, which represents a premium of 100% over the last reported sale price of the Company's common stock on February 1, 2024.

The Capped Call Transactions do not meet the criteria for separate accounting as a derivative as they are indexed to the Company's stock. The premiums paid for the Capped Call Transactions have been included as a net reduction to additional paid-in capital within shareholders' equity.

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*Trinity Master Equipment Financing Agreement*

On December 29, 2023 (the “Effective Date”), the Company and certain of its subsidiaries (the “Subsidiaries”, together with the Company, the “Borrowers”), entered into a Master Equipment Financing Agreement (the “Trinity Loan Agreement”) with Trinity Capital, Inc., a Maryland corporation (the “Lender”) to provide financing for certain equipment and other property (the “Equipment”). The Trinity Loan Agreement provides that the Lender shall provide equipment financing in the aggregate of up to \$120,000 (the “Conditional Commitment”), with advances (“Draws”) to be made as follows: (i) \$70,000 on the Effective Date (the “Effective Date Draw”); and (ii) \$40,000 to be drawn on the Effective Date (the “Blanket Lien Draw”), with each of the Effective Date Draw and Blanket Lien Draw payable over sixty (60) months beginning January 2024, with the final payments due in January 2029. After the Blanket Lien Draw was repaid in full, Borrowers were able to make Draws as follows: (x) \$30,000 to be drawn in not more than three advances of at least \$10,000 each at the Borrowers’ option no later than the date that is 18 months after the Effective Date; and (y) \$20,000 to be drawn at Borrower’s option between January 1, 2025 and June 30, 2025, subject to customary conditions.

The monthly payment factors under the Trinity Loan Agreement and Blanket Lien Draw had a term of sixty (60) months and a rate factor of 0.022266. In connection with the Loan Agreement, the Company issued warrants to Lender to acquire 728,835 shares of the Company’s common stock at an exercise price of \$4.87 per share (see Note 13). The proceeds from the Loan Agreement were allocated to the loan and warrants based on the relative fair value at inception, resulting in a reduction to the loan amount and amortized to interest expense over the term of the loan.

On February 8, 2024, the Company paid off all obligations under the Blanket Lien Draw in the amount of \$38,778, which includes principal, unpaid interest and legal fees, resulting in a loss on extinguishment of debt of \$1,330 for the year ended December 31, 2024, included in other income, net in the consolidated statements of operations and comprehensive loss.

On March 20, 2025, the Company made a draw of \$25,000 under the Trinity Loan Agreement (the “March 2025 Draw”). This March 2025 Draw has a term of sixty (60) months and a rate factor of 0.022266.

On December 15, 2025, the Company paid off all obligations under the Trinity Loan Agreement in the amount of \$69,120, which includes principal, prepayment fees, end of term and other fees and unpaid interest, resulting in a loss on extinguishment of debt of \$5,926 for the year ended December 31, 2025. As a result, the Trinity Loan Agreement was terminated.

*Hercules Capital Secured Term Loan*

On June 10, 2021, the Company entered into a \$100,000 secured term loan agreement with Hercules Capital, Inc. (the “Hercules Capital Secured Term Loan”) and borrowed the full amount under the secured term loan agreement. The term loan had a maturity date of June 1, 2024 and was secured by substantially all of the assets of the Company. Payments due for the term loan were interest-only until the maturity date with interest payable monthly in arrears. The outstanding principal bore (i) cash interest at the greater of (a) 8.15% or (b) 8.15% plus the prime rate minus 3.25% and (ii) payment-in-kind interest of 1.25% which was accrued and added to the outstanding principal balance. Prepayment of the outstanding principal was permitted under the loan agreement and subject to certain prepayment fees. On June 10, 2021, in connection with the secured term loan, the Company paid an initial facility charge of \$1,000. On December 29, 2023, the Company was required to pay an end of term charge of \$3,250 upon repayment of the loan.

On December 29, 2023, a portion of the proceeds from the Effective Date Draw and the Blanket Lien Draw were used to pay off all obligations owing pursuant to the Hercules Capital Secured Term Loan, resulting in a loss on extinguishment of debt of \$1,732 for the year ended December 31, 2023. As a result, the Hercules Capital Secured Term Loan was terminated.

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**13. STOCKHOLDERS' EQUITY***Preferred Stock*

The Company entered into an exchange agreement dated December 3, 2024 with The Equatorial Trust (the "Trust"), a family trust established by Sir Peter Beck ("Sir Peter"), the Company's Founder, President, Chief Executive Officer and Chairman, to exchange (the "Preferred Stock Exchange") 50,951,250 shares of the Company's common stock into 50,951,250 shares of the Company's Series A Convertible Participating Preferred Stock, \$0.0001 par value per share (the "Preferred Stock"). On January 7, 2025, the Preferred Stock Exchange was consummated (the "Closing") and the Company filed the Certificate of Designation for the Preferred Stock (the "Certificate of Designation") with the Secretary of State of the State of Delaware, which became effective upon filing. At the Closing, the Company issued 50,951,250 shares of Preferred Stock to the Trust. On June 17, 2025, the Trust converted 5,000,000 shares of the Preferred Stock to common stock on a one-for-one basis in accordance with the Certificate of Designation.

The common stock exchanged in the Preferred Stock Exchange were reacquired at no cost and held in treasury stock until they are reissued or retired. The fair value of the Preferred Stock issued was determined to be equal to the fair value of the common stock exchanged.

The Preferred Stock has the rights and restrictions set forth in a Certificate of Designation. Each share of Preferred Stock is convertible at any time at the option of the holder of the Preferred Stock (a "Holder") into a number of shares of Common Stock at the then-applicable conversion rate (the "Conversion Rate"). In addition, each share of Preferred Stock automatically converts into a number of shares of Common Stock at the Conversion Rate upon the earliest to occur of (a) a transfer of such share (other than to a Permitted Transferee), (b) the first date on which Sir Peter no longer serves as (i) the Chief Executive Officer of the Company or (ii) such other executive officer position of the Company as approved by the Board, (c) Sir Peter's death or permanent disability, or (d) the first date on which the outstanding shares of Preferred Stock no longer represent a minimum beneficial ownership by Sir Peter of five percent. A "Permitted Transferee" is defined in the Certificate of Designation and includes Sir Peter and his controlled affiliates. The Preferred Stock is not redeemable by the Company at any time.

The Certificate of Designation also provides that for so long as any shares of Preferred Stock are outstanding, the Holders, voting exclusively and as a separate class, will be entitled to designate and elect at least one individual to serve on the Board as a director (a "Preferred Stock Director"). In the event the Board increases its size to more than ten members, the Holders are entitled to designate and elect, voting exclusively and as a separate class, one or more additional Preferred Stock Directors in order to maintain the right to elect ten percent of the total number of authorized directorships, rounded up to the nearest whole number. The right to designate a Preferred Stock Director is nontransferable.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, after the satisfaction in full of the Company's debts and the payment of any liquidation preference ranking senior to the Preferred Stock, Holders are entitled to receive an amount equal to \$0.0001 per share of Preferred Stock. Following the payment of the full amount of the liquidation preference in respect of all outstanding shares of Preferred Stock, Holders participate *pari passu* with the holders of the Common Stock (on an as-if-converted-to-Common-Stock basis) in the net assets of the Company.

The Preferred Stock is not entitled to any scheduled dividend payments. Holders will be entitled to receive dividends on shares of Preferred Stock equal (on an as-if-converted-to-common-stock basis) to, and in the same form as dividends actually paid on, all or substantially all of the shares of common stock when, as and if such dividends (other than dividends in the form of common stock) are paid on shares of the common stock, subject to certain exceptions specified in the Certificate of Designation.

The Preferred Stock will have the right to vote on all matters submitted for a vote of the holders of the common stock, voting together as a single class with the common stock. Each Holder will be entitled to cast a number of votes per share equal to the number of shares of common stock into which a share of Preferred Stock is convertible. In addition, the Company may not, without the affirmative vote of the Holders of a majority of the then outstanding shares of Preferred Stock: (a) alter, amend or repeal any provision of the Company's certificate of incorporation if it would alter or change the powers, preferences or special rights of the Preferred Stock so as to affect them adversely, (b) alter or amend the Certificate of Designation, or (c) increase the authorized number of shares of Preferred Stock or authorize the issuance of additional shares of Preferred Stock.

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*At-The-Market Offerings*

On March 11, 2025, the Company entered into an ATM Equity Offering Sales Agreement (the “March Sales Agreement”) with BofA Securities, Inc., Cantor Fitzgerald & Co., Stifel, Nicolaus & Company, Incorporated and TD Securities (USA) LLC (collectively, the “March Sales Agents”), pursuant to which the Company offered and sold, from time to time, shares of its common stock having an aggregate offering price of up to \$500,000 through the March Sales Agents, acting as its agents, or directly to the March Sales Agents, acting as principal (the “March ATM Equity Offering”).

On September 15, 2025, the Company entered into an ATM Equity Offering Sales Agreement (the “September Sales Agreement”) with BofA Securities, Inc., Cantor Fitzgerald & Co., BTIG, LLC, KeyBanc Capital Markets Inc., Citizens JMP Securities, LLC, Needham & Company, LLC and Roth Capital Partners, LLC (collectively, the “September Sales Agents”), pursuant to which the Company may offer and sell, from time to time, the shares of its common stock having an aggregate offering price of up to \$750,000 through the September Sales Agents, acting as its agents, or directly to the September Sales Agents, acting as principal (the “September ATM Equity Offering”, and together with the March ATM Equity Offering, the “ATM Equity Offerings”). In connection with entering into the September Sales Agreement, the Company terminated the March ATM Equity Offering and the March Sales Agreement.

During the year ended December 31, 2025, the Company had sold 15,142,133 shares of common stock and generating \$396,647 in gross proceeds, before deducting \$9,584 in underwriting discounts, commissions and other expenses under the terminated March ATM Equity Offering.

During the year ended December 31, 2025, the Company had sold 15,662,372 shares of common stock and generating \$749,410 in gross proceeds, before deducting \$17,144 in underwriting discounts, commissions and other expenses under the September ATM Equity Offering.

*Equity Classified Common Stock Warrants*

The Company has issued equity classified warrants which are settled through issuance of common stock. Upon settlement, the warrants are recognized as additional paid-in capital, a component of equity in the consolidated balance sheets.

In connection with the Loan Agreement, the Company issued a warrant (“Warrant”), dated December 29, 2023, to purchase up to 728,835 shares of the Company’s common stock, at an exercise price of \$4.87 per share, payable in cash or on a cashless basis according to the formula set forth in the Warrant. The exercise price of the Warrant and the number of shares issuable upon exercise of the Warrant were subject to adjustments for stock splits, combinations, stock dividends or similar events. On November 14, 2024, all 728,835 common stock warrants were exercised on a cashless basis, which resulted in the holder of the warrants receiving 540,336 shares of common stock.

The following assumptions were used in the Black-Sholes pricing model calculation for the Warrant issued:

Share price	\$	5.53
Strike price	\$	4.87
Expected volatility		82.0%
Risk-free interest rate		3.85%
Expected life (years)		4.0
Dividend rate		None

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**14. STOCK-BASED COMPENSATION***Equity Incentive Plans*

The Company has a single active equity incentive plan, the Rocket Lab 2021 Stock Option and Incentive Plan (the “2021 Plan”), with the objective of attracting and retaining available employees and directors by providing stock-based and other performance-based compensation. The Rocket Lab 2013 Stock Option and Grant Plan (the “2013 Plan”) was terminated, but outstanding awards granted thereunder remain governed by it. The 2021 Plan provides for the grant of equity awards to officers, employees, directors and other key employees as well as service providers which include incentive stock options, non-qualified stock options, restricted stock awards, unrestricted stock awards, restricted stock units or any combination of the foregoing any of which may be performance based, as determined by the Company’s Compensation Committee. An aggregate of 59,875,000 shares were initially reserved for the issuance of awards under the 2021 Plan. The number of shares reserved for issuance under the 2021 Plan automatically increases each January 1, beginning on January 1, 2022, by 5% of the outstanding number of shares of common stock on the immediately preceding December 31, or such lesser amount as determined by the plan administrator. The Company was authorized to issue and has registered with the Securities and Exchange Commission 104,631,817 shares of common stock as equity awards to participants under the 2021 Plan as of December 31, 2025. There were 91,917,893 shares of common stock available for grant as of December 31, 2025.

Total stock-based compensation recorded in the consolidated statements of operations and comprehensive loss during the years ended December 31, 2025, 2024 and 2023 consisted of the following:

<b>Stock-based compensation</b>	<b>Years Ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
Cost of revenues	\$ 17,633	\$ 16,657	\$ 12,521
Research and development, net	22,072	15,626	21,721
Selling, general and administrative	31,394	24,533	19,219
Total stock-based compensation expense	<u>\$ 71,099</u>	<u>\$ 56,816</u>	<u>\$ 53,461</u>

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*Options*

The following summarizes the stock option activity of the 2013 Plan for the years ended December 31, 2025, 2024 and 2023:

	Options to Purchase Common Stock	Weighted- Average Exercise Price per Share	Weighted- Average Grant Date Fair Value per Share	Weighted- Average Remaining Contract Life (In Years)	Aggregate Intrinsic Value
Outstanding — at January 1, 2023	13,257,720	\$ 1.03	\$ 0.53	5.18	\$ 36,306
Exercised	(2,623,282)	0.93	0.47	0.86	12,072
Forfeited	(7,556)	1.42	0.78	—	31
Expired	(75,596)	1.22	0.72	—	326
Outstanding — at December 31, 2023	10,551,286	\$ 1.06	\$ 0.53	4.32	\$ 47,210
Exercised	(3,396,050)	1.01	0.52	2.61	84,916
Outstanding — at December 31, 2024	7,155,236	\$ 1.08	\$ 0.53	3.46	\$ 174,521
Exercised	(2,459,098)	1.05	0.52	2.37	168,975
Expired	(543)	0.10	0.06	—	38
Outstanding — at December 31, 2025	4,695,595	\$ 1.10	\$ 0.54	2.51	\$ 322,414
Options vested and exercisable — at December 31, 2025	4,695,595	\$ 1.10	\$ 0.54	2.51	\$ 322,414
Options vested and exercisable — at December 31, 2024	7,155,236	\$ 1.08	\$ 0.53	3.46	\$ 174,521
Options vested and exercisable — at December 31, 2023	10,551,286	\$ 1.06	\$ 0.53	4.32	\$ 47,210

*Restricted Stock Units*

The time-based service vesting condition is generally satisfied over periods of approximately four years as the employees provide service. As of December 31, 2025, the total unrecognized compensation expense related to unvested restricted stock units granted under the 2021 Plan was \$108,823 and will be recognized upon vesting.

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The following summarizes the restricted stock unit activity of the Plan for the years ended December 31, 2025, 2024 and 2023:

	Number of Units	Weighted- Average Grant Date Fair Value
Outstanding — at January 1, 2023	16,686,217	\$ 5.94
Granted	11,269,200	4.76
Released	(8,887,903)	
Forfeited	(2,729,675)	6.01
Outstanding — at December 31, 2023	16,337,839	5.48
Granted	18,206,230	6.54
Released	(9,854,054)	5.45
Forfeited	(2,931,413)	5.15
Outstanding — at December 31, 2024	21,758,602	6.43
Granted	1,849,373	30.39
Released	(9,255,369)	7.15
Forfeited	(1,638,682)	7.91
Outstanding — at December 31, 2025	12,713,924	\$ 9.20
Units expected to vest — at December 31, 2025	12,713,924	\$ 9.20
Units expected to vest — at December 31, 2024	21,758,602	\$ 6.43
Units expected to vest — at December 31, 2023	16,337,839	\$ 5.48

#### *2021 Employee Stock Purchase Plan*

In August 2021, the 2021 Employee Stock Purchase Plan (the “2021 ESPP”) was approved to reserve 9,980,000 shares of common stock for issuance for awards in accordance with the terms of the 2021 ESPP. In addition, the number of shares reserved for issuance will ultimately increase on January 1 of each year from 2022 to 2031 by the lesser of (i) 9,980,000 shares of common stock, (ii) 1% of the number of shares of common stock outstanding as of the close of business on the immediately preceding December 31 or (iii) the number of common stock shares as determined by the Company’s board of directors. The purpose of the 2021 ESPP is to enable eligible employees to use payroll deductions to purchase shares of common stock and thereby acquire an interest in the Company. Eligible employees are offered shares through a 12-month offering period, which consists of two consecutive 6-month purchase periods. Employees may purchase a limited amount of shares of our stock at a discount of up to 15% of the lesser of the fair market value at the beginning of the offering period or the end of each 6-month purchase period.

During the years ended December 31, 2025, 2024 and 2023, 602,669, 1,473,720 and 1,369,604 shares of common stock were issued under the 2021 ESPP. As of December 31, 2025, 19,580,628 shares remain available for issuance under the 2021 ESPP. Total ESPP stock-based compensation recorded in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2025, 2024 and 2023 was \$6,745, \$3,016 and \$2,399, respectively. As of December 31, 2025, the total unrecognized compensation expense related to the 2021 ESPP was \$7,529 and will be recognized over the remaining offering period.

## **15. EMPLOYEE BENEFITS**

### *Defined Contribution Plans*

The Company’s 401(k) Savings and Retirement Plan covers any eligible employee on the active payroll of the Company. The Company’s contributions were approximately \$4,462, \$2,858 and \$2,427 during the years ended December 31, 2025, 2024 and 2023, respectively. The Company’s contributions consist of matching contributions, and non-elective contributions on behalf of employees.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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**16. LEASES**

The Company has operating and finance leases for properties, vehicles and equipment. The Company's operating and finance leases have remaining lease terms of less than one year to twenty-five years, some of which include options to extend the lease term, and some of which include options to terminate the lease prior to the end of the agreed upon lease term. For purposes of calculating lease liabilities, lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.

Supplemental balance sheet information related to leases as of December 31, 2025 and 2024 were as follows:

Liabilities	Presentation	December 31,	
		2025	2024
Current:			
Operating lease liabilities	Other current liabilities	\$ 10,816	\$ 6,170
Finance lease liabilities	Other current liabilities	317	268
Total lease liabilities, current		11,133	6,438
Non-current:			
Operating lease liabilities	Non-current operating lease liabilities	85,191	51,965
Finance lease liabilities	Non-current finance lease liabilities	14,653	14,970
Total lease liabilities, non-current		99,844	66,935
Total lease liabilities		\$ 110,977	\$ 73,373

The Company does not separate non-lease components for the purposes of measuring our lease liabilities and assets. The components of lease expense were as follows during the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,		
	2025	2024	2023
Operating lease costs:			
Operating lease costs	\$ 14,158	\$ 9,762	\$ 7,164
Amortization of favorable lease	610	1,220	610
Total operating lease costs:	\$ 14,768	\$ 10,982	\$ 7,774
Finance lease costs:			
Depreciation of right-of-use assets	\$ 501	\$ 591	\$ 627
Interest on lease liabilities	933	949	967
Total finance lease costs	\$ 1,434	\$ 1,540	\$ 1,594

Cash paid for amounts included in the measurement of lease liabilities:

	Years Ended December 31,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 12,411	\$ 8,672	\$ 6,581
Operating cash flows from finance leases	933	949	967
Finance cash flows from finance leases	268	329	336
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	\$ 39,286	\$ 2,871	\$ 30,396

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The weighted average remaining lease term related to operating leases was 8.5 years and 9.0 years as of December 31, 2025 and 2024, respectively. The weighted average discount rate related to operating leases was 6.5% and 6.4% as of December 31, 2025 and 2024, respectively. The weighted average remaining lease term related to finance leases was 16.4 years and 17.4 years as of December 31, 2025 and 2024, respectively. The weighted average discount rate related to finance leases was 6.2% as of December 31, 2025 and 2024.

The following is a schedule of the future minimum operating and finance lease payments by year as of December 31, 2025:

	Operating Leases	Finance Leases
2026	\$ 16,712	\$ 1,231
2027	16,811	1,262
2028	15,834	1,293
2029	15,206	1,326
2030	11,881	1,359
Thereafter	49,965	18,139
Total lease payments	126,409	24,610
Less imputed interest	(30,402)	(9,640)
Total	\$ 96,007	\$ 14,970

## 17. COMMITMENTS AND CONTINGENCIES

### *Litigation and Claims*

The Company is, and from time to time may be, a party to claims and legal proceedings generally incidental to its business that are principally covered under contracts with its customers and insurance policies. In the opinion of management, there are no legal matters or claims likely to have a material adverse effect on the Company's financial position, results of operations or cash flows.

### *Other Commitments*

The Company has commitments under its lease obligations (Note 16).

### *Contingencies*

The Company records a contingent liability when it is both probable that a loss has been incurred, and the amount can be reasonably estimated. If these estimates and assumptions change or prove to be incorrect, it could have a material impact on the Company's consolidated financial statements. Contingencies are inherently unpredictable, and the assessments of the value can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions.

On May 23, 2016, the Company entered into a launch services agreement with a customer to provide three commercial dedicated launches which would deliver the customer's payloads over the period of 2017 through 2021. Per the terms of the agreement, each dedicated launch shall have a firm fixed price below current launch vehicle costs. During the year ended December 31, 2018, the Company determined that it was probable that the costs to provide the services as stipulated by the launch services agreement would exceed the fixed firm price of each launch. As such, the Company recorded a provision for contract loss for these three dedicated launches. During the year ended December 31, 2021, one of the three launches occurred. On April 21, 2021, the launch services agreement was amended, resulting in one additional launch and the potential for price increases on the second and third launches dependent on the customer's desired payload configuration. On March 29, 2023 and April 29, 2023, the launch services agreement was amended, to change the date by which the launch window election is to occur from March 31, 2023 to on or before May 31, 2023. In June 2023, the launch services agreement was terminated and as a result, the Company released a \$4,066 provision for contract losses.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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In connection with the acquisition of SolAero Holdings, Inc. in January 2022, the Company assumed a contract with a customer to provide solar panel module at a fixed price. The Company determined that it was probable that the costs to complete the solar panel modules as stipulated by the contract would exceed the fixed firm price of the solar panel modules. As such, the Company recorded a provision for contract loss for this contract, of which \$9,446 was recorded to other current liabilities in order to recognize the contract at fair value at acquisition.

The provision for contract losses outstanding as of December 31, 2025, which primarily is related to the solar panel module agreement, was \$4,999 included in other current liabilities in the Company's consolidated balance sheets.

**18. INCOME TAXES**

The components of the pretax loss for the years ended December 31, 2025, 2024 and 2023 were as follows:

	Years Ended December 31,		
	2025	2024	2023
Domestic	\$ (346,045)	\$ (257,752)	\$ (205,334)
Foreign	120,148	68,341	26,413
Loss before provision for income taxes	<u>\$ (225,897)</u>	<u>\$ (189,411)</u>	<u>\$ (178,921)</u>

The (benefit) provision for income taxes for the years ended December 31, 2025, 2024 and 2023 were as follows:

	Years Ended December 31,		
	2025	2024	2023
Current:			
Federal	\$ —	\$ —	\$ —
State	4	14	(18)
Foreign	2,714	(299)	3,270
Total current provision	<u>2,718</u>	<u>(285)</u>	<u>3,252</u>
Deferred:			
Federal	(27,825)	166	114
State	(4,291)	280	452
Foreign	1,710	603	(168)
Total deferred provision	<u>(30,406)</u>	<u>1,049</u>	<u>398</u>
Total:			
Federal	(27,825)	166	114
State	(4,287)	294	434
Foreign	4,424	304	3,102
(Benefit) provision for income taxes	<u>\$ (27,688)</u>	<u>\$ 764</u>	<u>\$ 3,650</u>

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The following is a reconciliation of the U.S. federal statutory federal income tax rate to our effective tax rate after adoption of ASU 2023-09:

	Year Ended December 31, 2025	
	Amount	Percent
<b>U.S. federal statutory income tax rate</b>	\$ (47,438)	21.0%
<b>State and local income taxes, net of federal income tax effect<sup>(1)</sup></b>	(3,387)	1.5%
<b>Foreign tax effects</b>		
New Zealand		
Statutory tax rate difference between New Zealand and United States	7,340	(3.2%)
Nontaxable research and development tax incentive	(3,620)	1.6%
Stock-based payment awards	(21,733)	9.6%
Other	(36)	—%
Other foreign jurisdictions	210	(0.1%)
<b>Effect of changes in tax laws or rates enacted in the current period</b>	—	—%
<b>Effect of cross-border tax laws</b>		
Global intangible low-taxed income	2,964	(1.3%)
Other	360	(0.2%)
<b>Tax credits</b>	—	—%
<b>Changes in valuation allowances</b>	63,389	(28.1%)
<b>Nontaxable or nondeductible items</b>		
Stock-based payment awards	(30,856)	13.7%
Executive compensation <sup>(2)</sup>	3,178	(1.4%)
Other	37	—%
<b>Changes in unrecognized tax benefits</b>	—	—%
<b>Other adjustments</b>	1,904	(0.8%)
<b>Effective tax rate</b>	<u>\$ (27,688)</u>	<u>12.3%</u>

(1) The state and local jurisdictions that contribute to the majority (greater than 50%) of the tax effect in this category include California.

(2) Excess tax benefits on share-based payments exclude amounts associated with awards subject to the limitations imposed by Section 162(m) of the Internal Revenue Code.

The following is a reconciliation of the U.S. federal statutory federal income tax rate to our effective tax rate (in percentages):

	Years Ended December 31,	
	2024	2023
Federal statutory rate	21.0%	21.0%
Adjustments for tax effects of:		
State taxes, net of federal benefit	6.0%	3.2%
Permanent differences and other	(2.6)%	0.4 %
Uncertain tax positions	1.0 %	(0.7%)
Stock-based compensation	6.7%	(0.5%)
Other adjustments to deferred taxes	0.1%	1.7%
Increase in valuation allowance	(32.6)%	(27.1) %
Provision for income taxes	<u>(0.4)%</u>	<u>(2.0%)</u>



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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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The significant components of the Company's deferred tax assets and liabilities as of December 31, 2025 and 2024 were as follows :

	December 31,	
	2025	2024
Deferred tax assets:		
Accrued expenses	\$ 3,741	\$ 2,751
Inventories	3,253	2,612
Deferred revenue	40,635	13,681
Lease liability	26,185	19,181
Stock compensation	2,190	2,662
Interest expense	5,886	3,798
Net operating losses	210,532	129,601
Tax credits	7,437	4,768
Reserves	1,389	1,893
Capitalized research	82,234	81,261
Other	1,212	2,364
Total deferred tax assets	384,694	264,572
Valuation allowance	(304,106)	(236,113)
Total deferred tax assets, net	80,588	28,459
Deferred tax liabilities:		
Right of use asset	(24,876)	(17,929)
Depreciation and amortization	(55,059)	(8,411)
Total deferred tax liabilities	(79,935)	(26,340)
Net deferred tax assets	\$ 653	\$ 2,119

A valuation allowance is recognized against deferred tax assets if it is more-likely-than-not that the deferred tax asset will not be realized. Because of the Company's recent history of operating losses in the U.S., we have recorded a full valuation allowance against our U.S. deferred tax assets. As of December 31, 2025 and 2024, we recorded valuation allowances of \$304,106 and \$236,113, respectively. In 2025, the net increase in our valuation allowance primarily resulted from losses from operations, partially offset by the release of the valuation allowance related to the deferred tax liabilities generated from the GEOST acquisition.

The One Big Beautiful Bill Act (OBBA), enacted on July 4, 2025, restores or makes permanent certain expiring business tax provisions from the Tax Cuts and Jobs Act of 2017. Among these changes, the OBBA reinstated the immediate expensing of domestic research and experimental (R&E) costs; however, R&E expenditures attributable to foreign research will continue to be capitalized and amortized over 15 years. Due to the full valuation allowance against our U.S. deferred tax assets, the impact of this legislative change is immaterial to our financial statements.

The reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits for the years ended December 31, 2025 and 2024 is as follows:

	2025	2024
Balance at beginning of year	\$ 939	\$ 4,887
Decrease related to prior year tax positions	—	(1,974)
Settlements	—	(1,974)
Balance at end of year	\$ 939	\$ 939

As of December 31, 2025 and 2024, the Company has unrecognized tax benefits totaling \$140 and \$140, respectively, which, if recognized, would impact the effective tax rate in future periods.



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The Company recognizes interest and penalties related to uncertain tax positions as a component of the income tax provision. As of December 31, 2025 and 2024, there were no accrued interest and penalties.

Due to net operating loss (“NOL”) carryforwards, the U.S. federal and state returns are open to examination by the Internal Revenue Service and state jurisdictions for all years beginning with the year ended March 31, 2016. Our foreign subsidiaries are generally subject to examination within four years from the end of the tax year during which the tax return was filed. The years subject to audit may be extended if the entity substantially understates corporate income tax. The Company is not currently under examination by the IRS, foreign or state and local tax authorities.

At December 31, 2025 and 2024, the Company had federal NOL carryforwards of \$840,916 and \$492,496, respectively, which is comprised of definite and indefinite NOLs. The Company had definite federal NOL carryforwards of \$57,135 as of December 31, 2025 and 2024, which begin to expire in varying amounts beginning in 2034. Federal NOLs generated after 2017 of \$783,781 and \$435,361 as of December 31, 2025 and 2024, respectively will carryforward indefinitely and are available to offset up to 80% of future taxable income each year. The Company also had state NOL carryforwards of \$549,464 and \$428,696 as of December 31, 2025 and 2024, respectively, available to reduce future taxable income, if any. If not realized, the state NOLs will begin to expire in varying amounts beginning in 2035.

Utilization of the net operating loss carryforwards may become subject to annual limitations due to ownership changes that could occur in the future as provided by Section 382 of the Internal Revenue Code of 1986, as amended, as well as similar state and foreign provisions. These ownership changes may limit the amount of the net operating loss and tax credit carryforwards that can be utilized annually to offset future taxable income.

As of December 31, 2025 and 2024, we have undistributed earnings of our foreign subsidiaries of \$64,552 and \$43,266, respectively, which we have indefinitely reinvested and for which we have not recognized deferred taxes. The amount of unrecognized deferred taxes associated with these unremitted earnings would not be significant at December 31, 2025 and 2024.

The income taxes paid by jurisdiction or the year ended December 31, 2025 consisted of the following:

<b>Jurisdiction</b>	<b>Year Ended December 31, 2025</b>
Federal	\$ —
State	—
Foreign	854
Canada	756
New Zealand	91
Other	7
Total	<u>\$ 854</u>

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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**19. NET LOSS PER SHARE***Common Stock*

The holder of each share of common stock has the right to one vote for each share and is entitled to notice of any stockholders' meeting and to vote upon certain events.

*Preferred Stock*

The holder of the Preferred Stock has similar rights and characteristics to common stock and for the purposes of the calculation of earnings per share, the Preferred Stock is treated as common stock.

*Earnings Per Share Calculation*

Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during each period.

Diluted net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding for the period using the treasury-stock method and the if-converted method, whichever is more dilutive. Potentially dilutive shares are comprised of common stock warrants, restricted stock units, stock options and shares underlying our convertible senior notes. For the years ended December 31, 2025, 2024 and 2023, there is no difference in the number of shares used to calculate basic and diluted shares outstanding due to the Company's net loss and potentially dilutive shares being anti-dilutive.

The following table summarizes the computation of basic and diluted net loss per share attributable to common stockholders of the Company for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,		
	2025	2024	2023
<b><u>Numerator</u></b>			
Net loss attributable to common stockholders-basic and diluted	\$ (198,209)	\$ (190,175)	\$ (182,571)
<b><u>Denominator</u></b>			
Weighted average common shares outstanding-basic and diluted	530,664,781	495,929,861	481,768,060
Net loss per share attributable to common stockholders-basic and diluted	\$ (0.37)	\$ (0.38)	\$ (0.38)

The following equity shares were excluded from the calculation of diluted net loss per share attributable to common stockholders because their effect would have been anti-dilutive for the years ended December 31, 2025, 2024 and 2023:

	December 31,		
	2025	2024	2023
Stock options and restricted stock units	17,409,519	28,913,838	26,889,125
Common stock warrants	—	—	728,835
Shares underlying our convertible senior notes	30,368,547	69,261,530	—

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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**20. SEGMENTS**

The Company's CODM reviews financial information presented based on a management approach for the purposes of making operating decisions, assessing financial performance and allocating resources. The CODM uses gross profit as the measure of segment profit or loss to assess performance and allocate resources. The Company manages its business primarily based upon two operating segments, launch services and space systems. Each of these operating segments represents a reportable segment. Launch Services provides launch and launch related services to customers on a dedicated mission or ride share basis. Space systems is predominately comprised of spacecraft components and spacecraft manufacturing. Although some of the Company's contracts with customers contain elements of space systems and launch services, each reporting segment is managed separately to better align with customer's needs and the Company's growth plans. The accounting policies of the various segments are the same as those described in Note 2. For contracts with customers that contain both space systems and launch services elements, revenues for each reporting segment are generally allocated based upon the overall costs incurred for each of the reporting segments in comparison to total overall costs of the contract. The following table shows information by reportable segment for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,					
	2025		2024		2023	
	Launch Services	Space Systems	Launch Services	Space Systems	Launch Services	Space Systems
Revenues	\$ 199,042	\$ 402,757	\$ 125,376	\$ 310,838	\$ 71,894	\$ 172,698
Cost of revenues	117,772	276,846	90,786	229,279	63,827	129,356
Gross profit	<u>\$ 81,270</u>	<u>\$ 125,911</u>	<u>\$ 34,590</u>	<u>\$ 81,559</u>	<u>\$ 8,067</u>	<u>\$ 43,342</u>

The following table shows information by reportable segment by products and services for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,					
	2025		2024		2023	
	Launch Services	Space Systems	Launch Services	Space Systems	Launch Services	Space Systems
<b>Products:</b>						
Revenues	\$ —	\$ 371,617	\$ —	\$ 289,851	\$ —	\$ 156,560
Cost of revenues	—	252,848	—	213,835	—	115,342
Gross profit	<u>\$ —</u>	<u>\$ 118,769</u>	<u>\$ —</u>	<u>\$ 76,016</u>	<u>\$ —</u>	<u>\$ 41,218</u>
<b>Services:</b>						
Revenues	\$ 199,042	\$ 31,140	\$ 125,376	\$ 20,987	\$ 71,894	\$ 16,138
Cost of revenues	117,772	23,998	90,786	15,444	63,827	14,014
Gross profit	<u>\$ 81,270</u>	<u>\$ 7,142</u>	<u>\$ 34,590</u>	<u>\$ 5,543</u>	<u>\$ 8,067</u>	<u>\$ 2,124</u>

Management does not regularly review either reporting segment's total assets or operating expenses. This is because in general, the Company's long-lived assets, facilities, and equipment are shared by each reporting segment.

**21. CONCENTRATION OF CREDIT RISK, SIGNIFICANT CUSTOMERS AND GEOGRAPHIC INFORMATION***Concentration of Credit Risk and Significant Customers*

The Company is subject to concentration of credit risk with respect to its cash, cash equivalents and accounts receivable. The Company maintains bank accounts in the United States, New Zealand and Canada and attempts to minimize by maintaining its cash, cash equivalents with major high credit quality financial institutions. From time to time cash balances held may exceed limits federally insured by the Federal Deposit Insurance Corporation. The Company has not experienced losses in such accounts and believes it is not exposed to any significant credit risk associated with these accounts.

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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The services provided by Rocket Lab are to U.S. Government and commercial customers. The Company has a significant concentration of credit risk associated with its accounts receivables that is solely based on the good faith and credit of the U.S. Government. We extend differing levels of credit to commercial customers, do not require collateral deposits, and, when necessary, maintain reserves for potential credit losses based upon the expected collectability of accounts receivable. We manage credit risk related to our customers by following credit approval processes, establishing credit limits, performing periodic evaluations of credit worthiness and applying other credit risk monitoring procedures.

As of December 31, 2025 and 2024, the Company's customers that accounted for 10% or more of the total accounts receivable, net, were as follows:

	December 31,	
	2025	2024
Lockheed Martin Corporation	16%	15%
Dynetics Inc.	*	15%
Commercial customer	10%	*

\* Accounts receivable, net was less than 10%.

For the years ended December 31, 2025, 2024 and 2023, the Company's customers that accounted for 10% or more of the total revenue were as follows:

	December 31,		
	2025	2024	2023
Government Customer	28%	11%	*
MDA Corporation	*	23%	13%
Northrop Grumman Space Systems	*	*	13%

\* Revenue was less than 10%.

#### *Geographic Information*

The Company's consolidated revenues by geographic area based on customer billing location are as follows for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,					
	2025		2024		2023	
	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues
United States	\$ 475,394	79%	\$ 268,326	61%	\$ 184,748	76%
Canada	20,166	3%	104,388	24%	36,116	15%
Japan	65,638	11%	30,684	7%	10,457	4%
Rest of world	40,601	7%	32,816	8%	13,271	5%
Total	\$ 601,799	100%	\$ 436,214	100%	\$ 244,592	100%

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**ROCKET LAB CORPORATION AND SUBSIDIARIES**  
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Long-lived assets, which consists of property, plant and equipment, net, leased right-of-use assets, intangible assets, net and goodwill, by geographic area are as follows as of December 31, 2025 and 2024:

	December 31,			
	2025		2024	
	Amount	% of Long-Lived Assets	Amount	% of Long-Lived Assets
United States	\$ 803,652	94 %	\$ 346,383	88 %
New Zealand	46,750	5 %	42,090	11 %
Canada	3,833	1 %	4,082	1 %
Total	\$ 854,235	100 %	\$ 392,555	100 %

## 22. RELATED PARTY TRANSACTIONS

On January 7, 2025, the Preferred Stock Exchange was consummated and the Company filed the Certificate of Designation with the Secretary of State of the State of Delaware, which became effective upon filing. At the Closing, the Company issued 50,951,250 shares of Preferred Stock to the Trust. On June 17, 2025, the Trust converted 5,000,000 shares of the Preferred Stock to common stock on a one-for-one basis in accordance with the Certificate of Designation. See Note 13 for additional information on the Preferred Stock Exchange.

As of December 31, 2025 and 2024, there are no amounts due to or from related parties.

## 23. SUBSEQUENT EVENTS

### *Notes Conversion*

Subsequent to December 31, 2025 and through February 20, 2026, the Company received conversion notices for \$117,341 aggregate principal amount of Notes. These conversions resulted in the issuance of 22,893,559 shares of common stock in accordance with the terms of the Indenture governing the Notes.



**November 20, 2025**

While performing services for Rocket Lab Corporation and its subsidiaries (collectively, the “**Company**”), you may come into possession of material non-public information about the Company, its suppliers, partners, or other third parties. Federal and state laws prohibit trading in the securities of a company while in possession of material non-public information or providing such information to others who then trade on the basis of that information.

The Company has adopted this Insider Trading and Disclosure Policy (the “**Policy**”) to help you comply with these laws and to avoid the severe consequences associated with violating them, as well as to help the Company minimize its own legal and reputational risk. **It is your obligation to understand and comply with this Policy.**

The Company’s General Counsel (the “**Compliance Officer**”) is responsible for administration of this Policy, and questions about the Policy should be directed to the Compliance Officer. The Compliance Officer may, from time to time, designate others to assist with the execution of his or her duties under the Policy.

## **I. SCOPE**

### **A. Persons Covered by this Policy.**

This Policy applies to you if you are:

- A director, officer, or employee of the Company; or
- A consultant or contractor of the Company that has been notified by the Compliance Officer that you are subject to the Policy (“**Designated Consultants**”).

The same restrictions that apply to you also apply to the following persons and entities (“**Affiliated Persons**”), and you are responsible for making sure they also comply with this Policy:

- Your immediate family members (e.g., spouse, domestic partner, children, parents, grandparents and siblings);
  - Anyone else who lives in your household; and
  - Any entities (e.g., corporations, partnerships, trusts) whose transactions in securities you (or your immediate family members or household members) influence, direct or control, unless the entity engages in the investment of securities in the ordinary course of its business and has its own insider trading controls and procedures appropriately designed to prevent you and other Affiliated Persons of yours from influencing, approving or directing its investment decisions with respect to the Company’s securities.
-

This Policy continues to apply even if you leave the Company or are otherwise no longer affiliated with or providing services to the Company, for as long as you remain in possession of material non-public information. In addition, if you are subject to a trading blackout under this Policy at the time you leave the Company, you must abide by the applicable trading restrictions until at least the end of the relevant blackout period or until otherwise not restricted by the applicable blackout.

### **B. Transactions Covered by this Policy.**

This Policy applies to all transactions involving:

- The Company's securities, which includes common stock, options to purchase common stock, and any other securities that the Company may issue (such as preferred stock, warrants, convertible debentures), as well as derivative securities relating to the Company's stock, whether or not issued by the Company, such as exchange-traded options; and
- The securities of other companies about which you possess material non-public information which was obtained in connection with your service with the Company.

## **II. DEFINITION OF MATERIAL NON-PUBLIC INFORMATION**

This Policy prohibits you from trading in the Company's securities if you are in possession of information about the Company that is both "material" and "non-public."

If you are unsure whether information is material or considered public, you should either consult with the Compliance Officer or assume the information is material/non-public. A good general rule of thumb: **when in doubt as to whether information is material or non-public, do not trade.**

### **A. What is "Material" Information?**

Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell or hold a security or where the information is likely to have a significant effect on the market price of the security. Material information can be positive or negative. There is no bright-line standard for assessing materiality of information; rather, materiality is based on an assessment of all facts and circumstances and is often evaluated by enforcement authorities with the benefit of hindsight.

It is not possible to identify all categories of "material" information. However, some examples of information that could be regarded as material include, but are not limited to:

- Corporate earnings
- Earnings forecasts or other earnings guidance, changes to previously announced earnings forecasts or guidance, or the decision to suspend earnings guidance
- Potential restatements of the Company's financial statements, a change in auditors, or notification that the auditor's reports may no longer be relied upon

- A pending or proposed merger, acquisition, tender offer, joint venture or acquisition or disposition of a significant asset
- Changes in control, management or the Board of Directors
- Bank borrowings or other significant financing transactions
- Significant developments regarding contracts or financing sources, or relationships with customers or suppliers (e.g., the acquisition or loss of a contract)
- Significant new initiatives such as the company's entry into new lines of business
- Significant new orders or changes to backlog or expected timing of revenue recognition
- Significant actual or threatened litigation or governmental investigations or major developments in such matters
- Impending bankruptcy, potential defaults under the Company's debt instruments or the existence of severe liquidity problems
- Cybersecurity risks or incidents, including vulnerabilities and breaches

### **B. What is "Non-Public" Information and When is it Considered Public?**

Information is "non-public" if it is not generally known or made available to the public. To be "public," the information must be disseminated in a manner making it generally available to investors, such as through SEC filings, the distribution of a press release through a widely disseminated news or wire service or some other means designed to provide broad public access.

In addition, even after the release of information, a reasonable period of time must pass to give the market an opportunity to absorb the information that has been disclosed.

Under this Policy, information will be considered public after the close of trading on the first full trading day following the Company's public release of the information. For example, if the Company announces material non-public information before trading begins on a Tuesday, the first time you can buy or sell Company securities is the opening of the market on Wednesday. However, if the Company announces the material information after trading begins on that Tuesday, the first time you can buy or sell Company securities is the opening of the market on Thursday.

## **III. STATEMENT OF POLICY**

### **A. Prohibited Activities (Applicable to All)**

Except as provided in Section III.D below, if you are subject to this Policy, you and any of your Affiliated Persons are prohibited from the following activities:

1. ***No Trading on Material Non-Public Information.*** You may not trade in the Company's securities, directly or indirectly through your Affiliated Persons, if you are aware of or in possession of material non-public information relating to the Company.

2. ***No Tipping***. You may not communicate material non-public information about the Company to any other person or recommend to anyone the purchase or sale of any securities when you are aware of such information. This is known as “tipping” and also violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though you did not trade and did not gain any benefit from another’s trading.
3. ***No Trading or Tipping on Material Non-Public Information of Other Companies***. Similarly, you may not trade in the securities of any other company if you are aware of material non-public information about that company which you obtained in the course of your employment with the Company. If you are aware of such material non-public information, you may not communicate that information, or tip, any other person, or otherwise disclose such information without the Company’s authorization.

**B. Blackout Periods (Applicable Only to Individuals Specified Below)**

In addition to the general trading restrictions described in Section III.A above, this Policy restricts certain groups of people at the Company from trading during certain periods:

1. ***Special Blackout Periods***. The Company always retains the right to impose additional or special blackout periods at any time on any of its directors, officers, employees or Designated Consultants, due to an event or information that is material to the Company (e.g., negotiation of mergers, acquisitions or dispositions) and that is known to only select people. The Compliance Officer will notify you if you are subject to a special blackout period. If you are notified that you are subject to a special blackout period, you may not engage in any transaction involving the Company’s securities until the special blackout period has ended, other than the transactions that are covered by the exceptions in Section III.D below. You also may not disclose to anyone else that the Company has implemented a special blackout period. To the extent applicable to you, special blackout periods also cover your Affiliated Persons.
2. ***Quarterly Blackout Periods***. The announcement of the Company’s quarterly financial results almost always has the potential to have a material effect on the market for the Company’s securities. Therefore, to avoid even the appearance of impropriety, the following persons are subject to regular quarterly blackout periods.
  - *Persons Subject to Quarterly Blackout Periods (“Covered Persons”)*:
    - All directors, executive officers and officers at the level of Vice-President or above;
    - Certain designated employees who in the ordinary course of their duties have access to material non-public information of the Company; and
    - Affiliated Persons of the above.

- *Quarterly Blackout Periods*: Begin after the market closes (1:00 pm PT / 4:00 pm ET) on the 20<sup>th</sup> day of the third month of each fiscal quarter of the Company, and end after the market closes on the first full trading day following the issuance of the Company's quarterly earnings release.
- Covered Persons may not engage in any transaction involving the Company's securities during quarterly blackout periods, other than transactions covered by the exceptions in Section D below.

### C. Pre-Clearance Procedures (Applicable Only to "Designated Insiders")

The following pre-clearance procedures apply to directors, executive officers subject to Section 16 of the Securities Exchange Act of 1934 and officers at the level of Vice-President or above (collectively, "Designated Insiders"). From time to time, the Company may identify other persons who should be subject to pre-clearance requirements, and such identified persons shall also be considered "Designated Insiders" hereunder.

Because Designated Insiders may obtain material non-public information regarding the Company on a regular basis, Designated Insiders must receive pre-clearance before engaging in any transaction involving the Company's securities, even during an open trading window when no blackout period is in effect.

1. ***Pre-Clearance Procedures***. Pre-clearance requests should be submitted at least two business days before the proposed transaction date, using the pre-clearance request form made available by the Company. The Compliance Officer is not obligated to approve a transaction submitted for pre-clearance. If the Compliance Officer is the requester, then the Company's Chief Financial Officer, or his or her delegate, must pre-clear or deny any proposed transaction.

Pre-cleared transactions that have not been completed in accordance with the pre-clearance approval timeframe will require a new pre-clearance request. In addition, even if a transaction receives pre-clearance, if the Designated Insider becomes aware of material, non-public information or becomes subject to a blackout period before the transaction is effected, the transaction may not be completed.

2. ***Post-Transaction Notice***. Any transactions in the Company's securities (including transactions effected pursuant to a Rule 10b5-1 plan) by a Designated Insider who is subject to Section 16 of the Exchange Act must be reported to the Compliance Officer on the same day on which such a transaction occurs, to ensure compliance with Section 16 filing requirements. The report should include the date of the transaction, quantity of shares, price, and broker-dealer through which the transaction was effected.

#### **D. Exceptions to Trading Restrictions**

There are no unconditional “safe harbors” for trades made at particular times, and all persons subject to this Policy should exercise good judgment at all times. Even during an open trading window, you may be prohibited from engaging in transactions involving the Company’s securities because you possess material non-public information, are subject to a special blackout period or are otherwise restricted under this Policy.

The following are certain limited exceptions to the quarterly and special blackout period restrictions and pre-clearance requirements imposed by the Company under this Policy:

1. ***Pre-Approved Rule 10b5-1 Plans.*** Transactions effected pursuant to an approved Rule 10b5-1 trading plan are not subject to the prohibition of trading on the basis of material non-public information contained in this Policy or to the restrictions set forth above relating to blackout periods or pre-clearance procedures.

Rule 10b5-1 of the Exchange Act provides an affirmative defense from insider trading liability under the federal securities laws for trading plans, arrangements or instructions that meet certain requirements. Once the Rule 10b5-1 plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party.

The Company requires that adoption, amendment, suspension or termination of all Rule 10b5-1 plans be approved in writing in advance by the Compliance Officer. Rule 10b5-1 plans generally may not be adopted during a blackout period and may only be adopted at a time when the person adopting the plan is not aware of material nonpublic information. If you are considering entering into, modifying or terminating a Rule 10b5-1 plan or have any questions regarding Rule 10b5-1 plans, please contact the Compliance Officer for further guidance.

2. ***Exercises of Stock Options for Cash.*** The trading restrictions in this Policy do not apply to stock option exercises where payment of the exercise price is made in cash. However, the sale of any securities acquired upon the exercise of an option and any cashless exercise of an option are subject to the trading restrictions in this Policy.
3. ***Tax Withholding on Restricted Stock.*** The trading restrictions in this Policy do not apply to the withholding by the Company of shares of restricted stock upon vesting to satisfy applicable tax withholding requirements if (a) such withholding is required by the applicable plan or award agreement or (b) the election to exercise such tax withholding right was made by the person in compliance with this Policy.

4. ***Employee Stock Purchase Plan.*** If the Company adopts an employee stock purchase plan (“ESPP”), the trading restrictions in this Policy do not apply to purchasing the Company’s securities through periodic, automatic payroll contributions to the ESPP. However, electing to enroll in the ESPP, making any changes in elections under the ESPP and selling any Company securities acquired under the ESPP are subject to the restrictions in this Policy.

#### **E. Special Prohibited Transactions (Applicable to “Designated Insiders”)**

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if Designated Insiders engage in certain types of transactions. It is therefore the Company’s policy that no Designated Insiders shall engage in any of the following transactions, and that Designated Insiders consider the Company’s preferences as described below:

1. ***Short Sales.*** No Designated Insider may at any time sell any securities of the Company that are not owned by such Designated Insider at the time of the sale.
2. ***No Purchases or Sales of Derivative Securities or Hedging Transactions Without Pre-Approval.*** No Designated Insider may buy or sell puts, calls, other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company’s securities or an opportunity, direct or indirect, to profit from any change in the value of the Company’s securities or engage in any other hedging transaction with respect to the Company’s securities, at any time unless such transaction has been approved by the Nominating and Corporate Governance Committee of the Board of Directors.
3. ***No Company Securities Subject to Margin Calls.*** No Designated Insider may use the Company’s securities as collateral in a margin account.
4. ***No Pledges Without Pre-Approval.*** No Designated Insider may pledge Company securities as collateral for a loan (or modify an existing pledge) unless the pledge has been approved by the Nominating and Corporate Governance Committee of the Board of Directors.
5. ***Gifts Subject to Same Restrictions as All Other Securities Trades.*** No Designated Insider may give or make any other transfer of Company securities without consideration (e.g., a gift) during a period when the Designated Insider is not permitted to trade.

#### **IV. WAIVERS**

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A waiver of any provision of this Policy in a specific instance may be authorized in writing by the Nominating and Corporate Governance Committee and any such waiver shall be reported to the Company's Board of Directors.

## **V. PENALTIES FOR INSIDER TRADING / VIOLATIONS OF THIS POLICY**

Both the SEC and the national securities exchanges, through the Financial Industry Regulatory Authority ("FINRA"), investigate and are very effective at detecting insider trading. The SEC, together with the U.S. Attorneys, pursue insider trading violations vigorously. For instance, cases have been successfully prosecuted against trading by employees in foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

The penalties for violating insider trading or tipping rules can be severe and include:

- disgorgement of the profit gained or loss avoided by the trading;
- payment of the loss suffered by the persons who, contemporaneously with the purchase or sale of securities that are subject of such violation, have purchased or sold, as applicable, securities of the same class;
- payment of substantial criminal penalties;
- payment of civil penalties of multiple times the profit made or loss avoided; and
- imprisonment for a substantial number of years.

The Company and/or the supervisors of the person engaged in insider trading may also be required to pay substantial civil and criminal penalties and could under certain circumstances be subject to private lawsuits.

Violation of this Policy or any federal or state insider trading laws may subject the person violating such policy or laws to disciplinary action by the Company up to and including termination. The Company reserves the right to determine, in its own discretion and on the basis of the information available to it, whether this Policy has been violated. The Company may determine that specific conduct violates this Policy, whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

## **VI. INQUIRIES AND REPORTING VIOLATIONS OF THIS POLICY**

If you have a question about this Policy, including whether certain information you are aware of is material or has been made public, you should contact the Compliance Officer. In addition, if you violate this Policy or any federal or state laws governing insider trading, or know of any such violation by any director, officer or employee of the Company, you must report the violation immediately to the Compliance Officer.

However, if the conduct in question involves the Compliance Officer, if you have reported such conduct to the Compliance Officer and do not believe that the Compliance Officer has dealt with it properly, or if you do not feel that you can discuss the matter with the Compliance Officer, you may raise the matter with the Nominating and Corporate Governance Committee of the Board of Directors of Rocket Lab Corporation by writing to Nominating and Corporate Governance Committee, Rocket Lab Corporation, 3881 McGowen Street, Long Beach, CA 90808 USA or contacting the Nominating and Corporate Governance Committee through such other means as are identified by the Company in the future.

## VII. AMENDMENTS

The Company may at any time change this Policy or adopt such other policies or procedures which it considers appropriate to carry out the purposes of its policies regarding insider trading and the disclosure of Company information. Notice of any such change will be delivered to you by U.S. mail or email (or other delivery option used by the Company). You will be deemed to have received, be bound by and agree to revisions of this Policy when such revisions have been delivered to you.

## VIII. ACKNOWLEDGMENT AND CERTIFICATION

All Covered Persons are required to sign the attached acknowledgment and certification.

### EXHIBIT 21.1

#### LIST OF SUBSIDIARIES

<b>Company Name</b>	<b>Jurisdiction</b>
Rocket Lab USA, Inc.	Delaware
Rocket Lab Global Services, LLC	Delaware
Rocket Lab Limited	New Zealand
Rocket Lab Space Systems Inc.	British Columbia, Canada
ASI Aerospace LLC	Delaware
Planetary Systems Corporation	District of Columbia
SolAero Holdings, Inc.	Delaware
SolAero, LLC	Delaware
SolAero Technologies Corp.	Delaware
SolAero Solar Power LLC	Delaware
SolAero IRB Company, LLC	New Mexico
Rocket Lab Australia Pty Ltd.	Australia
Rocket Lab National Security LLC	Delaware
Rocket Lab Composites LLC	Delaware
LightRidge Interco Solutions Holdings, Inc.	Delaware

**EXHIBIT 23.1****CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-259797, 333-257440, 333-264781, and 333-285707) and on Form S-8 (Nos. 333-260671, 333-264780, 333-270831, and 333-279326) of our reports dated February 26, 2026, relating to the financial statements of Rocket Lab Corporation and the effectiveness of Rocket Lab Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Los Angeles, CA

February 26, 2026

**EXHIBIT 31.1****CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934  
RULE 13A-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002****CERTIFICATION**

I, Peter Beck, certify that:

1. I have reviewed this Annual Report on Form 10-K of Rocket Lab Corporation;
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(s) 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 on Form 10-K) 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(s) 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: February 26, 2026

By: /s/ Peter Beck

Peter Beck  
 President and Chief Executive Officer  
 (Principal Executive Officer)

## EXHIBIT 31.2

### CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934 RULE 13A-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

#### CERTIFICATION

I, Adam Spice, certify that:

1. I have reviewed this Annual Report on Form 10-K of Rocket Lab Corporation;
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(s) 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 on Form 10-K) 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(s) 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: February 26, 2026

By: /s/ Adam Spice

Adam Spice  
Chief Financial Officer  
(Principal Financial Officer)

## EXHIBIT 32.1

### CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

#### AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Rocket Lab Corporation (the "Company") for the period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to their knowledge:

- 1) the Report which this statement accompanies 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: February 26, 2026

By: /s/ Peter Beck

Peter Beck  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: February 26, 2026

By: /s/ Adam Spice

Adam Spice  
Chief Financial Officer  
(Principal Financial Officer)

## EXHIBIT 97

**ROCKET LAB CORPORATION**  
**COMPENSATION RECOVERY POLICY**

**Adopted as of May 23, 2025**

Rocket Lab Corporation, a Delaware corporation (the “Company”), has adopted a Compensation Recovery Policy (this “Policy”) as described below.

### **1. Overview**

The Policy sets forth the circumstances and procedures under which the Company shall recover Erroneously Awarded Compensation from Covered Persons (as defined below) in accordance with rules issued by the United States Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and The Nasdaq Stock Market. Capitalized terms used and not otherwise defined herein shall have the meanings given in Section 3 below.

### **2. Compensation Recovery Requirement**

In the event the Company is required to prepare a Financial Restatement, the Company shall reasonably promptly recover all Erroneously Awarded Compensation with respect to such Financial Restatement.

### **3. Definitions**

- a. “Applicable Recovery Period” means the three completed fiscal years immediately preceding the Restatement Date for a Financial Restatement. In addition, in the event the Company has changed its fiscal year: (i) any transition period of less than nine months occurring within or immediately following such three completed fiscal years shall also be part of such Applicable Recovery Period and (ii) any transition period of nine to 12 months will be deemed to be a completed fiscal year.
- b. “Applicable Rules” means any rules or regulations adopted by the Exchange pursuant to Rule 10D-1 under the Exchange Act and any applicable rules or regulations adopted by the SEC pursuant to Section 10D of the Exchange Act.
- c. “Board” means the Board of Directors of the Company.
- d. “Committee” means the Compensation Committee of the Board or, in the absence of such committee, a majority of independent directors serving on the Board.
- e. “Company” means Rocket Lab Corporation, a Delaware corporation, and for periods prior to May 23, 2025 shall mean Rocket Lab USA, Inc., a Delaware corporation and predecessor registrant.

- f. “Covered Person” means any Executive Officer. A person’s status as a Covered Person with respect to Erroneously Awarded Compensation shall be determined as of the time of receipt of such Erroneously Awarded Compensation regardless of the person’s current role or status with the Company (e.g., if a person began service as an Executive Officer after the beginning of an Applicable Recovery Period, that person would not be considered a Covered Person with respect to Erroneously Awarded Compensation received before the person began service as an Executive Officer, but would be considered a Covered Person with respect to Erroneously Awarded Compensation received after the person began service as an Executive Officer where such person served as an Executive Officer at any time during the performance period for such Erroneously Awarded Compensation).
- g. “Effective Date” means October 2, 2023.
- h. “Erroneously Awarded Compensation” means the amount of any Incentive-Based Compensation received by a Covered Person on or after the Effective Date and during the Applicable Recovery Period that exceeds the amount that otherwise would have been received by the Covered Person had such compensation been determined based on the restated amounts in a Financial Restatement, computed without regard to any taxes paid. Calculation of Erroneously Awarded Compensation with respect to Incentive-Based Compensation based on stock price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in a Financial Restatement, shall be based on a reasonable estimate of the effect of the Financial Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received, and the Company shall maintain documentation of the determination of such reasonable estimate and provide such documentation to the Exchange in accordance with the Applicable Rules. Incentive-Based Compensation is deemed received, earned, or vested when the Financial Reporting Measure is attained, not when the actual payment, grant, or vesting occurs.
- i. “Exchange” means The Nasdaq Stock Market LLC.
- j. An “Executive Officer” means any person who served the Company in any of the following roles at any time during the performance period applicable to Incentive-Based Compensation such person received during service in such role: the president, principal financial officer, principal accounting officer (or if there is no such accounting officer the controller), any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, or any other person who performs similar policy making functions for the Company. Executive officers of parents or subsidiaries of the Company may be deemed executive officers of the Company if they perform such policy making functions for the Company.

- k. “Financial Reporting Measures” mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, any measures that are derived wholly or in part from such measures (including, for example, a non-GAAP financial measure), and stock price and total shareholder return.
- l. “Financial Restatement” means a restatement of previously issued financial statements of the Company due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required restatement to correct an error in previously-issued financial statements that is material to the previously-issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
- m. “Incentive-Based Compensation” means any compensation provided, directly or indirectly, by the Company or any of its subsidiaries that is granted, earned, or vested based, in whole or in part, upon the attainment of a Financial Reporting Measure.
- n. “Restatement Date” means, with respect to a Financial Restatement, the earlier to occur of: (i) the date the Board or the Audit Committee of the Board concludes, or reasonably should have concluded, that the Company is required to prepare the Financial Restatement or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare the Financial Restatement.

#### **4. Exception to Compensation Recovery Requirement**

The Company may elect not to recover Erroneously Awarded Compensation pursuant to this Policy if the Committee determines that recovery would be impracticable, and one or more of the following conditions, together with any further requirements set forth in the Applicable Rules, are met: (i) the direct expense paid to a third party, including outside legal counsel, to assist in enforcing this Policy would exceed the amount to be recovered, and the Company has made a reasonable attempt to recover such Erroneously Awarded Compensation; or (ii) recovery would likely cause an otherwise tax-qualified retirement plan to fail to be so qualified under applicable regulations.

#### **5. Tax Considerations**

To the extent that, pursuant to this Policy, the Company is entitled to recover any Erroneously Awarded Compensation that is received by a Covered Person, the gross amount received (i.e., the amount the Covered Person received, or was entitled to receive, before any deductions for tax withholding or other payments) shall be returned by the Covered Person.

## 6. Method of Compensation Recovery

The Committee shall determine, in its sole discretion, the method for recovering Erroneously Awarded Compensation hereunder, which may include, without limitation, any one or more of the following:

- a. requiring reimbursement of cash Incentive-Based Compensation previously paid;
- b. seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards;
- c. cancelling or rescinding some or all outstanding vested or unvested equity-based awards;
- d. adjusting or withholding from unpaid compensation or other set-off;
- e. cancelling or offsetting against planned future grants of equity-based awards; and/or
- f. any other method permitted by applicable law or contract.

Notwithstanding the foregoing, a Covered Person will be deemed to have satisfied such person's obligation to return Erroneously Awarded Compensation to the Company if such Erroneously Awarded Compensation is returned in the exact same form in which it was received; provided that equity withheld to satisfy tax obligations will be deemed to have been received in cash in an amount equal to the tax withholding payment made.

## 7. Policy Interpretation

This Policy shall be interpreted in a manner that is consistent with the Applicable Rules and any other applicable law. The Committee shall take into consideration any applicable interpretations and guidance of the SEC in interpreting this Policy, including, for example, in determining whether a financial restatement qualifies as a Financial Restatement hereunder. To the extent the Applicable Rules require recovery of Incentive-Based Compensation in additional circumstances besides those specified above, nothing in this Policy shall be deemed to limit or restrict the right or obligation of the Company to recover Incentive-Based Compensation to the fullest extent required by the Applicable Rules.

## **8. Policy Administration**

This Policy shall be administered by the Committee. The Committee shall have such powers and authorities related to the administration of this Policy as are consistent with the governing documents of the Company and applicable law. The Committee shall have full power and authority to take, or direct the taking of, all actions and to make all determinations required or provided for under this Policy and shall have full power and authority to take, or direct the taking of, all such other actions and make all such other determinations not inconsistent with the specific terms and provisions of this Policy that the Committee deems to be necessary or appropriate to the administration of this Policy. The interpretation and construction by the Committee of any provision of this Policy and all determinations made by the Committee under this policy shall be final, binding and conclusive.

## **9. Compensation Recovery Repayments not Subject to Indemnification**

Notwithstanding anything to the contrary set forth in any agreement with, or the organizational documents of, the Company or any of its subsidiaries, Covered Persons are not entitled to indemnification for Erroneously Awarded Compensation or for any claim or losses arising out of or in any way related to Erroneously Awarded Compensation recovered under this Policy.