CORPORATE GOVERNANCE

Insider Trading Policy

Moonshot Rodeo FZCO

CLASSIFICATION	VERSION	OWNER
Board-Approved Policy	1.0	Chief Executive Officer and Legal Counsel
ADOPTED	EFFECTIVE	REVIEW CYCLE
November 30, 2025	Upon qualifying transaction and public-company status	Annual

> Adopted by the Board of Directors of Moonshot Rodeo FZCO on November 30, 2025. This Policy becomes effective upon completion of the qualifying transaction and the Company's public-company status.

1. Purpose

This Insider Trading Policy (the "Policy") establishes requirements and restrictions for trading in securities of Moonshot Rodeo (the "Company") following the completion of the de-SPAC transaction and the Company's listing on a U.S. securities exchange. The Policy is designed to:

- Comply with federal securities laws, including Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.
- Prevent trading while in possession of material non-public information (MNPI).
- Prevent tipping and selective disclosure of MNPI.
- Protect the Company and its officers, directors, and employees from liability.
- Maintain public confidence in the integrity of the Company's securities.

2. Persons Covered

This Policy applies to and binds the following persons ("Covered Persons"):

- All directors of the Company.
- All officers of the Company (CEO, CFO, controllers, treasurer).
- All employees of the Company.
- All contractors and consultants with access to MNPI.
- Immediate family members of the foregoing persons (spouses, children, parents, and siblings sharing the household).
- Any entity in which a Covered Person or family member holds a beneficial interest, such as a trust or a family partnership.

3. Material Non-Public Information (MNPI)

Material Non-Public Information is information that:

- Is not publicly disclosed or generally known to the investing public, and
- Would reasonably be expected to affect the price or value of the Company's securities if disclosed.

Examples of MNPI specific to Moonshot Rodeo include, but are not limited to, the following.

Financial information

- Quarterly or annual financial results before public announcement.
- Revenue forecasts or projections not yet released.
- Profitability expectations or changes to profitability.
- Significant losses or write-downs.

De-SPAC and regulatory information

- De-SPAC transaction terms, valuation, or structure before announcement.
- De-SPAC timing or expected closing date.
- Changes to de-SPAC transaction terms.
- SEC comment letters or regulatory issues with the de-SPAC filing.

Business transactions

- Material contracts being negotiated (customer, supplier, or partnership).
- Acquisitions, mergers, or divestitures under consideration.
- Capital raises or debt issuances planned.
- Significant customer wins or losses.

Personnel and governance

- Key personnel changes (CEO or CFO departures or appointments).
- Significant management departures or Board vacancies.
- Board-authorized equity issuances before announcement.

Other material developments

- Litigation or regulatory investigations.
- Product recalls or safety issues.
- Goodwill or asset impairments.
- Bankruptcy or insolvency risks.

4. Trading Restrictions

Trading prohibition while in possession of MNPI. No Covered Person may purchase, sell, or otherwise transfer Company securities while in possession of MNPI, regardless of the source of the information. This prohibition applies to open-market purchases or sales; transactions in options, warrants, or other derivatives; and transactions in any derivative instrument with variable value based on Company securities.

Tipping prohibition. No Covered Person may disclose MNPI to any other person (“tipping”), including family members, financial advisors, or trading professionals, for the purpose of enabling that person to trade on the basis of the MNPI. Tipping is prohibited even if the Covered Person does not themselves trade.

Short sales prohibition. Covered Persons are prohibited from selling Company securities short at any time, whether or not in possession of MNPI.

Hedging and pledging restrictions. Covered Persons are prohibited from purchasing put or call options on Company securities; pledging Company securities as collateral for personal loans; and engaging in any hedging transaction designed to reduce the risk from ownership of Company securities.

5. Trading Windows

Open trading window. Directors, officers, and employees may trade Company securities only during the open window that runs from the 3rd trading day following release of quarterly or annual earnings through the 21st calendar day prior to the end of each fiscal quarter.

Blackout periods. Trading is prohibited during the following blackout periods:

- From the 21st calendar day before the end of each fiscal quarter through the 3rd trading day following the public release of earnings for that quarter.
- Any time a Covered Person is in possession of MNPI.
- During any period designated by the CEO or Board due to pending material announcements or transactions.

Pre-clearance requirement. Even during open trading windows, all directors, officers, and beneficial owners of 10% or more of the Company’s securities must obtain pre-clearance from the CEO before trading Company securities.

6. Pre-Clearance Procedures

To obtain pre-clearance, a Covered Person must:

1. Submit a written request to the CEO that includes the number of shares to be traded, the proposed transaction type (buy or sell), the name of the Covered Person requesting clearance, and certification that the Covered Person does not possess MNPI.
2. Receive written approval from the CEO within two (2) business days.

3. Execute the transaction within five (5) trading days of receiving pre-clearance, after which the pre-clearance expires.

The CEO may deny pre-clearance at any time if the CEO reasonably believes the Covered Person may be in possession of MNPI, or for any other business reason. Denial of pre-clearance requires no explanation.

7. Rule 10b5-1 Plans

Covered Persons may establish a Rule 10b5-1 trading plan under SEC Rule 10b5-1(c)(1) to provide an affirmative defense to insider-trading liability under certain conditions. Any Rule 10b5-1 plan must:

- Be established when the Covered Person is not in possession of MNPI, and certify this fact.
- Include a binding commitment to execute trades at prices and quantities specified in advance.
- Contain a 90-calendar-day cooling-off period from adoption to first trade.
- Be reviewed and approved by the Company's legal counsel prior to adoption.
- Be disclosed to the Company and filed with the SEC as required.

8. Penalties and Consequences

Legal consequences. Insider trading violates federal securities law and can result in criminal prosecution and imprisonment (up to 20 years); civil penalties and disgorgement of profits (up to three times the profits gained); and SEC enforcement action and officer or director bars.

Company disciplinary actions. Any Covered Person who violates this Policy will be subject to disciplinary action by the Company, which may include a written warning or reprimand, suspension of trading privileges, forfeiture of bonuses or equity awards, termination of employment, and recovery of profits from any unauthorized trading.

9. Reporting Requirements

Form 3 (Initial Statement of Beneficial Ownership). Directors, officers, and 10% beneficial owners must file Form 3 with the SEC within 10 calendar days of becoming a director, officer, or 10% owner. Form 3 discloses all holdings of Company securities.

Form 4 (Statement of Changes in Beneficial Ownership). Form 4 must be filed within 2 business days of any transaction in Company securities, including acquisitions, sales, exercises of options, and pledges. Form 4 requires a detailed description of each transaction (security type, number of shares, price, date), the updated beneficial-ownership percentage, and officer or director certification under penalty of perjury.

Form 5 (Annual Statement of Changes in Beneficial Ownership). Form 5 must be filed within 45 days after the end of the Company's fiscal year and covers any transactions not previously reported on Form 4.

Section 16 reporting obligations. Section 16 officers and directors (CEO, CFO, and those designated by the Board) must comply with all Section 16 reporting obligations. The Company's transfer agent or legal counsel will assist with Form 3, 4, and 5 filings. Each officer or director remains personally responsible for the accuracy and timeliness of their own filings.

10. Certification and Acknowledgment

Acknowledgment of Insider Trading Policy. I acknowledge that I have received, read, and understand the Insider Trading Policy of Moonshot Rodeo. I understand that insider trading is illegal and can result in severe criminal and civil penalties. I certify that I will comply with all restrictions and requirements set forth in this Policy.

I understand that:

- I cannot trade in Company securities while in possession of MNPI.
- I cannot tip or disclose MNPI to others.
- I must obtain pre-clearance, if required, before trading during open windows.
- I am subject to blackout periods.
- I must report my trades on Forms 3, 4, and 5 as required.
- Violations will result in disciplinary action, up to and including termination.