

GALAXYEDGE ACQUISITION CORPORATION

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of GalaxyEdge Acquisition Corporation, a Cayman Islands exempted company (the “**Company**”), has adopted these Corporate Governance Guidelines as a framework for the governance of the Board and oversight of the Company’s business and affairs for the benefit of its shareholders.

Roles of Management and the Board

The Company’s officers, under the direction of its Chief Executive Officer and subject to the oversight of the Board, are responsible for the day-to-day management of the Company’s business and affairs.

The Board is elected by the shareholders (in some circumstances, by the directors) to oversee management and to provide strategic guidance and oversight, including with respect to the Company’s efforts to identify and consummate an initial business combination. In carrying out its responsibilities, the Board acts in what it reasonably believes to be the best interests of the Company and its shareholders.

Board Composition and Criteria

The size and composition of the Board shall be determined from time to time by the Board, subject to applicable law and the Company’s Amended and Restated Memorandum and Article of Association.

Prior to the consummation of the Company’s initial business combination (as defined in the Company’s Amended and Restated Memorandum and Articles of Association), the Board shall be structured in accordance with the Company’s charter documents. The Board retains discretion to adjust its size and composition as circumstances warrant.

Candidates for nomination or reelection to the Board shall be identified and recommended by the Nominating and Corporate Governance Committee and approved by the Board. In evaluating director candidates, the Committee and the Board shall consider such factors as they deem appropriate, including integrity, judgment, independence, professional experience, financial literacy, ability to devote sufficient time to Board service, and the overall composition and diversity of the Board.

A majority of the Board shall consist of directors who are independent, as determined by the Board in accordance with the listing standards of the New York Stock Exchange and all other applicable legal and regulatory requirements.

Each director shall meet the qualifications for Board membership set forth in these Guidelines and applicable law.

Director Qualification

The Nominating and Corporate Governance Committee of the Board has determined that candidates for nomination or reelection to the Board should possess the following qualifications, among others:

- the highest level of personal and professional ethics, integrity, and values;
- experience and expertise that are relevant to the Company’s business and complementary to the background and experience of other members of the Board;
- a willingness and ability to devote sufficient time and attention to the duties and responsibilities of Board service;
- a commitment to ensuring that the Company’s operations and financial reporting are conducted in a transparent manner and in compliance with applicable laws, rules, and regulations; and
- a dedication to representing the best interests of the Company and its shareholders.

Responsibilities

The business and affairs of the Company shall be managed under the direction of the Board in accordance with applicable law and the Company’s Amended and Restated Memorandum and Articles of Association. To promote the effective discharge of its responsibilities and the efficient conduct of its business, the Board has established the following expectations of directors:

- **Commitment and Attendance:** Directors are expected to attend, whether in person or by telephone or other permitted means of communication, all meetings of the Board and of the committees on which they serve. Directors should review all materials provided in advance of meetings and be prepared to participate actively in discussions and deliberations.
- **Participation in Meeting:** Each director should maintain sufficient familiarity with the Company’s business, financial condition, and regulatory environment to facilitate informed and effective participation in Board and committee deliberations.
- **Ethics and Conflicts of Interest:** The Company has adopted a Code of Ethics and Business Conduct, which applies to directors, officers, and employees. Directors are expected to be familiar with and to comply with the Code, including its provisions addressing conflicts of interest and related party transactions. Any director who has an actual or potential conflict of interest, including involvement in a proposed related party transaction, shall promptly disclose such conflict to the Chair of the Board and the Chair of the independent committee designated to review such matters. Pursuant to the Company's Amended and Restated Memorandum and Article of Association, a director may vote at a meeting of Directors on any resolution concerning a matter in which that director has an interest or duty, whether directly or indirectly, so long as that director discloses any material interest in accordance with Company's Amended and Restated Memorandum and Article of Association. Notwithstanding this, the affected director shall recuse himself or herself from any discussion or decision of the Board or any committee relating to the matter. The independent committee of the Board designated to address conflicts of interest shall review and approve any related party transaction in accordance with applicable law and Company policy. No related party transaction shall be effected without such approval. Conflicts of interest involving officers or employees shall be addressed in accordance with the Company’s Code of Ethics and Business Conduct.
- **Other Relationships:** The Company values the experience directors bring from their separate business endeavors and from other boards on which they serve. However, the

¹ “Related party transaction” refers to any transaction which the Company would be required to disclose pursuant to

Item 404 of Regulation S-K.

Board recognizes that such commitments may place demands on a director's time and may give rise to actual or potential conflicts of interest. Directors should ensure that their other professional and personal commitments do not materially interfere with the discharge of their duties to the Company. Directors are expected to notify the Chair of the Nominating and Corporate Governance Committee prior to accepting service on the board of directors of another public company or making any significant change in their principal professional commitments.

- **Confidentiality:** The proceedings and deliberations of the Board and its committees are confidential. Each director should maintain the confidentiality of information received in connection with his or her service as a director.

Director Access to Management

Each director will have unabridged access to senior management and other employees of the Company in order to become and remain informed about the Company's business and for any other purpose relevant to the fulfillment of the responsibilities of a member of the Board.

Reporting Violations or Other Concerns

Anyone who wants to report a concern relating to the Company's Code of Ethics and Business Conduct or the Company's accounting, internal accounting controls or auditing matters may communicate that concern directly to the Audit Committee of the Board or to any one or more of the non-employee directors of the Company. Any such communication may be confidential or anonymous and may be made by mail, phone or fax or via a web-based reporting system, in each case to the addresses, phone or fax numbers or website addresses specified in the Company's Code of Ethics and Business Conduct available on the Company's website. Questions or concerns relating to accounting, internal controls, auditing or officer conduct will be sent to the Chairman of the Audit Committee and any other non-employee director designated by the Board to receive such questions or concerns and at the same time will be reviewed and addressed by one or more members of management in the same way that other concerns are addressed by the Company. The status of all outstanding concerns addressed to non-employee directors will be reported to the Chairman of the Audit Committee on a regular basis. The Chairman of the Audit Committee (or any other non-employee director designated by the Board) may direct that a matter be presented to the Board, the Audit Committee or another committee designated by the Board and may direct that various actions, including the retention of one or more outside advisors or counsel, be taken to assure that a concern is properly addressed.

Retention of Advisors

The Board may engage the services of independent consultants or advisors, at the Company's expense.

Annual Board and Committee Evaluation

The Board and each of its standing committees shall conduct an annual self-evaluation to assess their effectiveness and performance. The Nominating and Corporate Governance Committee shall oversee the evaluation process and report its findings to the Board.

Director Compensation

The Board should annually review the form and amount of all types of compensation to be paid by the Company to or on behalf of members of the Board, including, without limitation, cash fees, stock incentives and contributions to charities at the behest of Board members. Board compensation should be customary, reasonable and competitive, as determined by the Board.

Directors who are employees of the Company will not receive additional compensation for service on the Board or any committee of the Board.

Orientation of New Directors

The Board or the Nominating and Corporate Governance Committee may develop and oversee an orientation program for new members of the Board. The orientation program should provide new directors with comprehensive information about the Company's business, performance, policies and procedures and the responsibilities and expectations of members of the Board.

Continuing Education

The Company will encourage the participation of all Board members in continuing education programs, at the expense of the Company, that are relevant to the business and affairs of the Company and the fulfillment of the directors' responsibilities as members of the Board.

Flexibility

The Board believes that the policies and procedures described in these Corporate Governance Guidelines should remain flexible to facilitate the Board's ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its shareholders. Accordingly, the Board reserves the right to amend these Corporate Governance Guidelines or grant waivers hereunder, from time to time.

Adopted by the Board of Directors effective upon consummation of the Company's initial public offering.

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