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Megaport Limited Securities Trading Policy

Adopted by the Board on 6 November 2025

This is an important policy. It provides an outline of the law relating to insider trading and it sets out when employees, contractors, directors of the company, Executive Management any other person that agrees to be bound by this Policy from time to time, and their Controlled Entities ("Restricted Persons") can trade in the securities of Megaport Limited ("Megaport").

It is important that you read this Policy and understand its terms. If you are unsure about any of the terms of this Policy, or if you do not understand the summary of the law relating to insider trading, please obtain independent legal advice before dealing in the securities of Megaport. Alternatively, you can contact the Company Secretary for more information.

Inside information

This Policy is designed to ensure compliance with the insider trading provisions of the Corporations Act. The key prohibition under the Act is trading when you have 'inside information'.

What is Inside information?

Inside information has the meaning given to that term in section 1042A Corporations Act. As a summary, information that is not generally available (as defined below), and which, if it were generally available:

1. a reasonable person would expect it to have a material effect on the price or value of Megaport Securities; or
2. it would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Megaport Securities.

Information is considered 'generally available' if it is readily observable, or if it has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type.

Restrictions on using Inside information

Insider trading is illegal under the Corporations Act. You commit insider trading if you have information about a company which you know to be, or ought reasonably know to be, Inside information and you:

- trade in that company's securities;
- procure another person to trade in that company's securities; or
- communicate the information, directly or indirectly, to another person who you know, or ought reasonably to know, is likely to trade in those securities or procure another person to trade in those securities.

Insider trading is prohibited under the Act, and also under this Policy for all Restricted Persons.

The penalty for breach of the insider trading provisions of the Act includes fines and, in some circumstances, a gaol term. Breaches of this policy may also be subject to disciplinary action, which could include termination of employment.

Who does this Policy apply to?

This Policy applies to Restricted Persons.

A Restricted Person who would be prohibited from trading under this Policy must not trade through any member of their family, or through a trust or company over which they have influence or control.

It is also important to note that although this Policy only applies to Restricted Persons, the insider trading provisions of the Corporations Act 2001 (Cth) (Corporations Act) apply to all persons, including your family and acquaintances.

Which securities does this Policy apply to?

This Policy applies to all securities issued by Megaport of any kind, including ordinary shares and any other security that may be issued by the Company going forward, such as preference shares, debentures, convertible notes or options as well as hedging or derivative instruments in relation to such securities.

There are also some circumstances where this Policy covers trading in the securities of other companies. This Policy applies to the securities of other companies if:

- the other company is a joint venture or collaborative partner of Megaport;
- the other company is, or is about to be, a counterparty to a material agreement with Megaport that may be considered price sensitive to either party;
- Megaport has made (or is planning to make) a takeover offer for that other company; or
- Megaport has a substantial interest (5% or more) in the other company.

For the purposes of this Policy, all the securities referred to above will be called Megaport Securities.

Again, it is important to note that the insider trading provisions of the Corporation Act will apply to companies not covered by this Policy if you trade when you have Inside information.

This Policy **does not** apply to:

- a transfer of Megaport Securities already held by you into a superannuation fund or similar saving scheme in which you are a beneficiary;
- transfers of Megaport Securities by you to your Relative with Written Clearance;
- undertakings to accept, or the acceptance of, a takeover offer or scheme of arrangement;
- trading under an offer or invitation made to all or most of the existing security holders in a company, such as a pro-rata rights issue, a security purchase plan, a dividend, an equal access buy back or distribution reinvestment plan (where you have not commenced or amended your participation in the security purchase plan or distribution reinvestment plan during a Restricted Period);
- the acquisition, election to acquire or exercise (but not the sale of securities following exercise) of a Megaport Security or an option, unit or a right (including restricted stock units) in

respect of Megaport Securities under an employee incentive scheme, or the conversion of a convertible security, where the exercise of the option, unit or right, or the conversion of the security into a Megaport Security, falls during a Restricted Period;

- where Megaport has an employee incentive scheme with you as a trustee of that scheme, an acquisition of Megaport Securities by you in your capacity as trustee;
- investing or trading in a fund, scheme or an exchange traded fund (ETF) which holds Megaport Securities where the assets of that fund or scheme are invested at the discretion of a third party;
- transfers in Megaport Securities where the beneficial ownership does not change;
- disposal of Megaport Securities by a secured lender under a loan agreement secured by the Megaport Securities. See also the paragraph entitled "Security Arrangements".

Even where one of the exceptions from this Policy applies, it is important to note that the insider trading provisions of the Corporation Act will apply to dealings not covered by this Policy if you trade when you have Inside information.

Restrictions on Trading in Megaport Securities

This paragraph sets out the circumstances in which Restricted Persons cannot trade in Megaport Securities.

Inside information

All persons (including Restricted Persons) must not trade at any time if you have Inside information.

Restricted Periods

If you are a Restricted Person or a Relative of a Restricted Person, you must not trade during a Restricted Period unless you have Written Clearance provided in the manner contemplated in the parts of this Policy entitled "Authorisation requirement" and "Authorised Trading".

Outside of the Restricted Periods above, Restricted Persons and their Relatives may trade in Megaport Securities so long as you are not prohibited from trading under another rule in this Policy and comply with the parts of this Policy entitled "Authorisation requirement" and "Notification of trades" (to the extent these apply to you).

Speculative Trading

If you are a Restricted Person, you must not trade in Megaport Securities for short term or speculative gain. In particular you must not engage in the following activities without Written Clearance:

- engage in hedging arrangements, deal in derivatives or enter into other arrangements which limit the economic risk related to Megaport Securities (including, for example, the use of put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of Megaport Securities);
- enter into any arrangement of the nature described above if to do so would be in contravention of the Corporations Act; or

- enter into any arrangement designed to profit from a decrease in the share price of Megaport Securities.

Security Arrangements

If you are a Restricted Person, you must not, unless you have Written Clearance, directly or indirectly, grant any form of security (such as a charge, mortgage or pledge) over any of your Megaport Securities (including those Megaport Securities which are unvested or the subject of a holding lock) to secure your obligations to any third party, including a margin lender.

WARNING:

If you are in possession of Inside information you must not trade in the Megaport Securities irrespective of whether or not that trading is outside a Restricted Period.

Dealing in Megaport Securities by Directors and Executive Management

Authorisation requirement

Executive Management, directors and their Relatives wishing to trade in Megaport Securities at any time must obtain prior Written Clearance as follows:

Person wishing to trade	Authorised Officer
The Chair	Chair of the Audit Committee
The CEO, or a director other than the Chairperson	The Chair
All other Executive Management	CEO

All requests to buy or sell Megaport Securities must include:

- if the request relates to trading during a Closed Period, the exceptional circumstances which apply (see also the paragraph entitled “When can Written Clearance be given?”);
- the intended volume of securities to be purchased or sold;
- an estimated time frame for the sale or purchase; and
- a statement that the person is not in possession of any Inside information.

Authorised Officers have absolute discretion to give or refuse Written Clearance and to withdraw Written Clearance if new information comes to light. The Authorised Officer’s decisions are final and if you are refused Written Clearance you must keep that refusal confidential. Copies of Written Clearance must be forwarded to the Company Secretary prior to the authorised purchase or sale transaction.

The paragraph entitled “How long does Written Clearance last?” also applies to Written Clearance given to directors and Executive Management.

Authorised Trading

If you are a Restricted Person or their Relative and wish to trade in Megaport Securities during a Restricted Period or if you are a Restricted Person who wishes to engage in speculative trading or grant security over your Megaport Securities, but cannot do so because of this Policy, you may apply for permission to trade if exceptional circumstances exist. This is called Written Clearance.

Who can give Written Clearance?

An Authorised Officer can give, refuse or withdraw Written Clearance in their sole discretion. The Authorised Officer changes depending on who is seeking Written Clearance. The table below sets out who is an Authorised Officer:

Person seeking Written Clearance	Authorised Officer
The Chair	Two non-executive directors or a non-executive director and the CEO or CFO
The CEO, or a director other than the Chair	Two directors
Any other Restricted Person	CEO

When can Written Clearance be given?

Written Clearance can only be given if:

- **the proposed trade is not** contrary to law; or
- **the proposed trade is not for speculative gain, to take advantage of Inside information or** likely to be seen by the public, press, other shareholders or ASX as unfair; and
- exceptional circumstances exist justifying the issue of the Written Clearance.

What constitutes an exceptional circumstance is a matter for the discretion of the Authorising Officer. However, exceptional circumstances may exist where the proposed trade is:

- to realise cash in a time of exceptional financial hardship; or
- to comply with the requirement of a court order or enforceable undertaking; or
- sought because delaying the trade would be exceptionally detrimental to the person's family affairs.

The Authorised Officer's decisions are final and if you are refused Written Clearance you must keep that refusal confidential.

How long does Written Clearance last?

Unless otherwise specified in the Written Clearance and provided the Written Clearance has not been withdrawn, trades and other dealings in Megaport Securities that have received Written Clearance must be made within 7 days of the date of that Written Clearance.

Notification of trades

Restricted Persons, other than directors

If you trade in Megaport Securities you must notify the Company Secretary of the details of all completed transactions within 14 days after each transaction. This is necessary whether or not authorisation or Written Clearance was required prior to trading. The Company Secretary will maintain a register of securities transactions under this Policy.

Trading by directors

If you are a director and trade in Megaport Securities, you must notify the Company Secretary within 2 days of the trade so that an Appendix 3Y or other prescribed form notifying ASX of the trade can be lodged.

Monitoring and compliance with this Policy

Megaport monitors trading in Megaport Securities by Restricted Persons as part of the administration of this Policy.

The Board may require Restricted Persons to certify that they are aware of and understand this Policy and may require Restricted Persons to attest to their compliance with this Policy periodically as part of the ongoing administration this Policy.

Periodic review

The Board will review this Policy as and when required to ensure it meets regulatory standards and will notify the market and Restricted Persons of any changes made to this Policy. Any material changes to this Policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

Glossary

Term	Definition
ASX	means ASX Limited ACN 008 624 691 and the exchange operated by it.

Term	Definition
Authorising Officer	means the person identified in the paragraph “Authorised Trading”.
Board	means the Company’s board.
Business Day	means any day other than a Saturday, Sunday, or national holiday for banks in Sydney, New South Wales.
CEO	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Company.
Chair	means the chair of the Board.
Closed Period	<p>(a) in respect of Board members and Executive Management, means:</p> <ul style="list-style-type: none">(i) from 9 June each year until the second Business Day after the announcement to the ASX of the Company’s Appendix 4E Full Year Report;(ii) from 10 December each year until the second Business Day after the announcement to the ASX of the Company’s Appendix 4D Half Year Report; and(iii) four weeks prior to the conclusion of the Company’s annual general meeting until the second Business Day after the conclusion of the Company’s annual general meeting; and <p>(b) in respect of all other Restricted Persons, means the period that begins:</p> <ul style="list-style-type: none">(i) four weeks prior to the announcement to the ASX of the Company’s Appendix 4E Full Year Report and ends after that announcement is made;(ii) four weeks prior to the announcement to the ASX of the Company’s Appendix 4D Half Year Report and ends after that announcement is made; and(iii) two weeks prior to the conclusion of the Company’s annual general meeting and ends after the conclusion of the Company’s annual general meeting.
Company or Megaport	means Megaport Limited ACN 607 301 959 and, as the context requires, its Controlled Entities.
Company Secretary	means the secretary of the Company.
Controlled Entities	means a company or trust controlled by such person.

Term	Definition
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Executive Management	includes the CEO, chief financial officer, chief operations officer, chief legal officer, any other Key Management Personnel and other direct reports of the CEO.
Inside information	has the meaning given to that term in section 1042A <i>Corporations Act</i> .
Insider trading	has the meaning given to that term under Part 7.10, Division 3 <i>Corporations Act</i> .
Key Management Personnel	has the meaning given to that term in section 9 of the <i>Corporations Act</i> .
Policy	means the policy contained in this document or in any amending or replacement document.
Restricted Period	means: <ul style="list-style-type: none"> (a) any Closed Period; and (b) any other period during which the Board decides some or all Restricted Persons are prohibited from trading in Megaport Securities.
Relative	all relatives of the person including such person's spouse, de facto spouse, children and step-children.
Restricted Persons	means employees, contractors, directors of the Company, Executive Management and any other person that agrees to be bound by this Policy from time to time, and Controlled Entities of such persons.
Megaport Securities	means securities to which this Policy applies, as identified in the paragraph entitled "Which Securities does this Policy Apply to".
Written Clearance	means the authority in written or electronic format to: <ul style="list-style-type: none"> (a) trade in Megaport Securities: <ul style="list-style-type: none"> (i) at any time by directors and Executive Management; or (ii) during a Restricted Period by a Restricted Person; or (b) engage in those arrangements described in the paragraphs entitled "Speculative Trading" and "Security Arrangements".

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