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## ASX Release

11 June 2026

# Retail Entitlement Offer Opens

Megaport Limited (ASX: MP1) ("**Megaport**" or the "**Company**") refers to its ASX Announcement on 3 June 2026 in relation to the fully underwritten 1 for 3.08 pro rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares ("**New Shares**") in Megaport to raise approximately A$827 million ("**Entitlement Offer**").

The retail component of the Entitlement Offer opens today and is expected to raise approximately A$309 million ("**Retail Entitlement Offer**").

Eligible Retail Shareholders will be invited to participate in the Retail Entitlement Offer at A$14.30 per New Share ("**Offer Price**") being the same price and ratio applied to the Institutional Entitlement Offer which recently closed, raising approximately A$518 million[1].

Eligible Retail Shareholders who take up their full entitlement are also offered the opportunity to apply for additional New Shares up to a maximum of 50% in excess of their entitlement at the Offer Price ("**Top Up Facility**")[2].

Commenting on the Retail Entitlement Offer, Michael Reid, Chief Executive Office of Megaport, said:

"By combining Megaport's global footprint of more than 1,100 data centres in 31 countries with Latitude.sh's platform capabilities, we are building a Globally-Distributed AI Inference Cloud designed to support AI at global scale. The exceptional 99% take-up in the institutional offer reflects the strong support of our institutional shareholders and their confidence in our strategy. We now look forward to our retail shareholders having the same opportunity to participate on a pro rata basis. We're just getting started. Game on!"

The Retail Entitlement Offer is expected to close at 5:00pm (Sydney time) on Monday, 29 June 2026.

[1] This amount is current at Wednesday, 10 June 2026 and is subject to final reconciliations being determined under the Institutional Entitlement Offer.

[2] Additional New Shares will only be available where there is a shortfall between applications received from Eligible Retail Shareholders and the number of New Shares proposed to be issued under the Retail Entitlement Offer. There is no guarantee that an Eligible Retail Shareholder will receive any additional New Shares under the Top Up Facility. Megaport and the Joint Lead Managers retain the flexibility to scale back applications for additional New Shares at their discretion.

## Retail Entitlement Offer

Attached to this announcement is a copy of the Retail Offer Booklet which will be made available to Eligible Retail Shareholders, together with an Entitlement and Acceptance Form. A copy of both documents will also be able to be accessed by Eligible Retail Shareholders through www.computersharecas.com.au/mp1.

The Retail Offer Booklet and the Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer, including eligibility requirements and how Eligible Retail Shareholders can apply to participate in the Retail Entitlement Offer.

Also attached is a letter that will shortly be made available to Eligible Retail Shareholders notifying them of the Retail Entitlement Offer, as well as a letter that will shortly be made available to Ineligible Retail Shareholders.

Eligible Retail Shareholders should read the Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety before deciding whether to participate in the Retail Entitlement Offer. Eligible Retail Shareholders should also read announcements made by Megaport to ASX, including the announcement dated 3 June 2026 titled "Creation of GPU Pool, New Contracts, and Entitlement Offer", and any subsequent announcements before making their investment decision.

Shareholders can contact the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period, or if you require advice about your participation in the Entitlement Offer, consult your stockbroker, accountant or other independent professional adviser.

Capitalised terms used but not defined in this announcement have the meaning given to them in the Retail Offer Booklet.

*Authorised for release by the Company Secretary of Megaport Limited.*

**Ends**

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**Additional Information**

Further information in relation to the Entitlement Offer is set out in Megaport's Investor Presentation released to the ASX on 3 June 2026 titled "Investor Presentation".

For queries in relation to the Entitlement Offer, please call the Megaport Offer Information Line on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

The Offer Information Line is open from 8:30am to 5:00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period, starting from 9:00am (Sydney time) on Thursday, 11 June 2026 and ending at 5:00pm (Sydney time) on Monday, 29 June 2026.

**Supporting References**

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For definitions refer to the Glossary for Investors in our Business Overview

**About Megaport**

Megaport is changing how businesses manage their infrastructure, with one smart and simple platform. Bring network and compute together seamlessly and deploy secure, scalable infrastructure closer to users, data, and clouds. Trusted by leading companies worldwide, Megaport partners with service providers, data centres, and system integrators to provide programmable, software-driven connectivity across 1,100+ enabled locations. Megaport is ISO/IEC 27001 certified. Start building at megaport.com.

**Investor enquiries**
Investor Relations
investor@megaport.com

**Media enquiries**
media@megaport.com

**Megaport Limited**
Level 3, 825 Ann Street
Fortitude Valley QLD 4006
Australia

## Important Notice

### Not an offer of securities

This announcement may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or any other jurisdiction. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended ("**US Securities Act**") or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to any persons in the United States except, in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

### Future performance and forward-looking statements

This announcement may contain certain forward-looking statements, forecasts, estimates, projections and comments about future events, including Megaport's beliefs, assumptions and expectations regarding plans, strategies and objectives of management, the timetable and outcome of the Entitlement Offer and the use of the proceeds thereof. Forward-looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "goals", "aims", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance, as well as the new GPU Pool indicative metrics (including Time to Procure and Deploy, Ramp from Deployment and Payback Target) are also forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, both general and specific, including the risk factors described under the "Key risks" section of the Investor Presentation and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved.

A number of important factors, both known and unknown, could cause Megaport's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, and many of these factors are beyond the Megaport's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. As such, there can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

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Any forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee or predictions of future performance. As such, no undue reliance should be placed on any forward-looking statement, particularly in light of the current economic climate and certain geopolitical tensions. Past performance is not necessarily a guide to future performance, and no representation or warranty, express or implied, is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Nothing contained in this announcement or any other information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Megaport. None of Megaport, the underwriters, their respective related companies and/or related bodies corporate (as applicable), securityholders or affiliates, or any of their respective officers, directors, employees, affiliates, partners, representatives, consultants, agents or advisers (each a "**Limited Party**") makes any representation or warranty as to the accuracy of any forward-looking statements contained in this announcement. Forward-looking statements speak only as at the date of this announcement, and the Limited Parties disclaim any obligations or undertakings to release any update of, or revisions to, any forward-looking statements in this announcement (including to reflect any change in expectations or assumptions), except as required by law or regulation (including the ASX Listing Rules).

**General**

Nothing contained in this announcement constitutes financial product, legal, tax or other advice or recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor. Before making any investment decision in respect of Megaport, prospective investors should consider the appropriateness of the information in this announcement and Megaport's other announcements having regard to their own investment objectives, financial situations and needs and with their own professional advice. Megaport is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.

The eligibility of investors for the purposes of the Entitlement Offer, including the Retail Entitlement Offer, is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and the underwriters. Megaport and the underwriters, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

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Megaport

# Megaport Limited

(ACN 607 301 959)

## Retail Entitlement Offer Booklet for the 1 for 3.08 accelerated non-renounceable pro-rata entitlement offer of ordinary shares ("New Shares") at an offer price of $14.30 per New Share

Retail Entitlement Offer closes at 5.00pm (Sydney time)
on Monday, 29 June 2026

**NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

If you are an Eligible Retail Shareholder, this Retail Entitlement Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both should be read carefully and in their entirety. This Retail Entitlement Offer Booklet is not a prospectus under the Corporations Act 2001 (*Cth*) (**Corporations Act**) and has not been lodged with the Australian Securities and Investments Commission (**ASIC**). Please call your stockbroker, solicitor, accountant or other professional adviser if you would like advice in relation to your participation in the Retail Entitlement Offer. Please call the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period if you have any other questions.

# Is this booklet relevant to you?

This Retail Entitlement Offer Booklet is relevant to you if you are an Eligible Retail Shareholder.

In this Retail Entitlement Offer Booklet, references to “you” are references to Eligible Retail Shareholders and references to “your Entitlement” or “your Retail Entitlement” (or “your Entitlement and Acceptance Form”) are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Retail Shareholders.

Eligible Retail Shareholders are those persons who:

1 are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney, Australia time) on 5 June 2026;

2 have a registered address on Megaport's share register that is in Australia or New Zealand or are a shareholder not in Australia or New Zealand that Megaport has otherwise determined is eligible to participate;

3 are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in Megaport for the account or benefit of such persons in the United States);

4 were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and

5 are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification (except to the extent Megaport is in its absolute discretion willing to comply with such a requirement).

Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders and are consequently unable to participate in the Retail Entitlement Offer. Megaport reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

Refer to Section 6.1 (Important Information) for further details.

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# Important Notices

This Retail Entitlement Offer Booklet has been issued by Megaport Limited ACN 607 301 959 (**Megaport**).

This Retail Entitlement Offer Booklet (other than the Announcements) is dated Tuesday, 9 June 2026. Defined terms used in these important notices have the meaning given in this Retail Entitlement Offer Booklet.

This Retail Entitlement Offer Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC. The Retail Entitlement Offer is made in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98) and ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180. This Retail Entitlement Offer Booklet does not contain all of the information which an investor may require to make an informed investment decision. The information in this Retail Entitlement Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Retail Entitlement Offer Booklet should be read in its entirety before you decide to participate in the Retail Entitlement Offer. This Retail Entitlement Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Eligible Retail Shareholders should conduct their own independent review, investigations and analysis of Megaport, the New Shares and obtain any professional advice they may require to evaluate the merits and risks of an investment in Megaport before making any investment decision.

In particular, you should consider:

- the risk factors outlined in the 'Key Risks' section of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet for a summary of certain general and Megaport specific risk factors that may affect the operating and financial performance of Megaport or the value of an investment in Megaport; and
- the Announcements in Section 4 of this Retail Entitlement Offer Booklet, Megaport's interim and annual reports and other announcements made by Megaport which are available at www.asx.com.au (including announcements which may be made by Megaport after the publication of this Retail Entitlement Offer Booklet).

This Retail Entitlement Offer Booklet (other than the Announcements) is dated Thursday, 11 June 2026 . The Announcements are current as at Wednesday, 3 June 2026 (in respect of the Investor Presentation and Launch Announcement) and Friday, 5 June 2026 (in respect of the Institutional Completion Announcement). This Retail Entitlement Offer Booklet remains subject to change without notice.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Entitlement Offer Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Entitlement Offer Booklet.

### No offering outside of Australia and New Zealand

This Retail Entitlement Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Retail Entitlement Offer Booklet does not constitute an offer to Ineligible Retail Shareholders and may not be distributed in the United States, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.



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This Retail Entitlement Offer Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and New Zealand or other jurisdictions that Megaport has determined to extend the Retail Entitlement Offer into.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements, the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of this Retail Entitlement Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this Retail Entitlement Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

In particular, this Retail Entitlement Offer Booklet may not be distributed in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered or sold to persons in the United States or to any person acting for the account or benefit of any person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction in the United States. The New Shares in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

**New Zealand**

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

**Taxation**

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 of this Retail Entitlement Offer Booklet provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take into account the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Megaport recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

**Privacy**

Megaport collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Megaport.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Megaport (directly or through the Share Registry). Megaport collects, holds and will use that information to assess your Application. Megaport collects your personal information to process and administer your shareholding in Megaport and to provide related services to you. Megaport may



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disclose your personal information for purposes related to your shareholding in Megaport, including to the Share Registry, Megaport's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Megaport holds about you. To make a request for access to your personal information held by (or on behalf of) Megaport, please contact Megaport through the Share Registry.

**No representations**

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Entitlement Offer Booklet. Any information or representation in connection with the Retail Entitlement Offer Booklet not contained in the Retail Entitlement Offer Booklet may not be relied upon as having been authorised by Megaport or its related bodies corporate or affiliates or any of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers or representatives (together, the "**Beneficiaries**"). Except as required by law, and only to the extent so required, none of Megaport or any of its Beneficiaries, nor any other person, warrants or guarantees the future performance of Megaport or any return on any investment made pursuant to this Retail Entitlement Offer Booklet.

**Future performance and forward-looking statements**

This Retail Entitlement Offer Booklet contains certain "forward looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan", "could", "project", "forecast", "target", "likely" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Retail Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

This Retail Entitlement Offer Booklet includes statements regarding certain plans, strategies and objectives of management and expected financial performance, effects of the Retail Entitlement Offer and use of proceeds. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables and changes in underlying assumptions which could cause actual results or trends to differ materially. Refer to the "Key Risks" of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet for a summary of certain risk factors that may affect Megaport. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Megaport). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Retail Entitlement Offer Booklet will actually occur. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based.

The forward-looking statements in this Retail Entitlement Offer Booklet speak only as of the date of this Retail Entitlement Offer Booklet. Subject to any continuing obligations under applicable law or any relevant ASX Listing Rules, Megaport disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this Retail Entitlement Offer Booklet to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Nothing in this Retail Entitlement Offer Booklet will under any circumstances create an implication that there has been no change in the affairs of Megaport since the date of this Retail Entitlement Offer Booklet.

Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of (among others) current uncertainty and challenges with regard to economic, market, climate and supply chain conditions, as well as other uncertainty and disruption, including the conflicts in Ukraine and the Middle East.

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**Financial information**

All financial information in this Retail Entitlement Offer Booklet is in Australian Dollars ($ or AUD) unless otherwise stated.

For further information on the financial information for Megaport provided in this Retail Entitlement Offer Booklet, Investors should refer to the "Important notice and disclaimer" section in the Investor Presentation released to the ASX on Wednesday, 3 June 2026, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet.

The Historical Financial Information provided in this Retail Entitlement Offer Booklet is for illustrative purposes only and is not represented as being indicative of Megaport's views on its future financial condition and/or performance. Accordingly, investors should treat this information with appropriate caution.

**Past performance**

Investors should note that past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future Megaport performance including future share price performance.

**Risks**

Refer to the "Key Risks" section of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet for a summary of the general and specific risk factors that may affect Megaport. Investors should consider these risks carefully in light of their personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

**Joint Lead Managers**

None of the Joint Lead Managers, nor any of their respective affiliates or related bodies corporate (as that term is defined in the Corporations Act), nor any of their respective directors, employees, officers, representatives, agents, partners, consultants, contractors, and advisers or intermediaries (together the "**Joint Lead Manager Parties**"), nor the advisers to Megaport or any other person including clients named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Retail Entitlement Offer Booklet (or any other materials released by Megaport) and, except to the extent referred to in this Retail Entitlement Offer Booklet, none of them make or purport to make any statement in this Retail Entitlement Offer Booklet and there is no statement in this Retail Entitlement Offer Booklet which is based on any statement by any of them.

Each Joint Lead Manager is a full-service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, research, principal investment, hedging, market making, brokerage and other financial and non-financial activities including for which they have received or may receive customary fees and expenses.

Each Joint Lead Manager is acting for and providing services to Megaport in relation to the Entitlement Offer and will not be acting for or providing services to Shareholders or potential investors. Each Joint Lead Manager has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with Megaport. The engagement of the Joint Lead Managers is not intended to create any fiduciary obligations, agency or other relationship between the Joint Lead Managers and Megaport, Shareholders or potential investors.

The Joint Lead Manager Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from Megaport.

**Disclaimer**

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and the Joint Lead Managers. To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), each of Megaport, its Beneficiaries and the Joint Lead Manager Parties disclaim any duty or liability in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), the Joint Lead Manager Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Retail Entitlement Offer Booklet being inaccurate or due to information being omitted from this Retail Entitlement Offer Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information in this Retail Entitlement Offer Booklet.

The Joint Lead Manager Parties take no responsibility for any part of this Retail Entitlement Offer Booklet or any action taken by you on the basis of this Retail Entitlement Offer Booklet. To the maximum extent permitted by law and except to the extent caused by its fraud, gross negligence or wilful misconduct (or that of its employees, officers, agents or contractors), the Joint Lead Manager Parties exclude and disclaim all liability (including, without limitation, any liability arising from negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Retail Entitlement Offer Booklet or otherwise arising in connection with it.

The Joint Lead Manager Parties make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by paying for your New Shares through BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Joint Lead Manager Parties in relation to the New Shares or the Entitlement Offer generally and you further expressly disclaim that you are in a fiduciary relationship with any of them.

**Definitions, times and dates**

Defined terms used in this Retail Entitlement Offer Booklet are contained in Section 7 of this Retail Entitlement Offer Booklet. Times and dates in this Retail Entitlement Offer Booklet are indicative only and subject to change. All times and dates refer to Sydney time. Refer to the “Key dates” section of this Retail Entitlement Offer Booklet for more details.

**Currency**

Unless otherwise stated, all dollar values in this Retail Entitlement Offer Booklet are in Australian dollars ($ or AUD).

**Trading New Shares**

To the maximum extent permitted by law, Megaport will have no responsibility and disclaims all liability (including without limitation liability for negligence) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Megaport or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.



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**No Entitlements trading**

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

**Electronic communications**

If you are accessing your personalised Entitlement and Acceptance Form and this Retail Entitlement Offer Booklet on an internet website, you understand that you are responsible for protecting against viruses and other destructive items which might compromise confidentiality and your details. Your use of the online Retail Entitlement Offer Booklet or Entitlement Offer website which can be accessed at www.computersharecas.com.au/mp1 is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses, items of a destructive nature or items which might compromise confidentiality.

If you are receiving this Retail Entitlement Offer Booklet in an electronic form, you are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently to the maximum extent permitted by law, Megaport does not accept any liability or responsibility whatsoever (including for negligence) in respect of any difference between the document distributed to you in electronic format and the hard copy version available to you on request from the Share Registry.

**This Retail Entitlement Offer Booklet is subject to change without notice.**

This Retail Entitlement Offer Booklet is subject to change without notice, and Megaport is not responsible for updating this Retail Entitlement Offer Booklet. Megaport may in its absolute discretion, but without being under any obligation to do so other than where required by law, update or supplement this Retail Entitlement Offer Booklet. Any further information will be provided subject to the terms and conditions contained in this “Important Notices” section. Megaport reserves the right to withdraw the Retail Entitlement Offer (to the extent permitted by law and any relevant regulatory relief) or vary the Timetable for the Retail Entitlement Offer without notice.

If you are in any doubt, as to these matters you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

Refer to Section 6 (Important Information) for details.

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# Contents

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# Chair's Letter

Dear Shareholder,

On behalf of the Directors of Megaport Limited (**Megaport** or the **Company**), I am pleased to invite you to participate in a 1 for 3.08 pro rata non-renounceable entitlement offer of new fully paid ordinary shares in Megaport (**New Shares**) at an offer price of $14.30 (**Offer Price**) per New Share (**Entitlement Offer**).

The institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) closed on Thursday, 4 June 2026 and raised approximately A$518M.

The retail component of the Entitlement Offer (**Retail Entitlement Offer**) is expected to raise up to approximately A$309 million.

**Why Megaport is conducting the Entitlement Offer**

On 3 June 2026, Megaport announced that its wholly owned subsidiary, Latitude.sh, has secured four major GPU contracts across four customers with a combined total contract value of $458.9 million, reinforcing Megaport's position as a critical infrastructure partner in the accelerating AI ecosystem.

In response to the investment required to fulfil these contracts, as well as to provide funding to support an accelerating strategy including expanding the on-demand GPU pool, Megaport is undertaking the Entitlement Offer.

Please refer to Megaport's announcement dated 3 June 2026 and the Investor Presentation for further information about why Megaport is undertaking the Entitlement Offer and the use of the net proceeds.

**Retail Entitlement Offer**

This Retail Entitlement Offer Booklet relates to the Retail Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders with a registered address in Australia or New Zealand are entitled to subscribe for 1 New Share for every 3.08 existing fully paid ordinary shares in Megaport (**Shares**) held at 7.00pm (Sydney time) on Friday, 5 June 2026 (**Record Date**), at the Offer Price of $14.30 per New Share.

This is the same price which was offered to institutional investors who participated in the Institutional Entitlement Offer (and as set out in the Entitlement and Acceptance Form that is enclosed with this Retail Entitlement Offer Booklet). The number of New Shares that you are entitled to subscribe for under the Retail Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed with this Retail Entitlement Offer Booklet.

The Offer Price represents a discount of:

- 10.9% to the TERP[1] of $16.04; and
- 13.9% discount to the last close price of A$16.61 on Monday, 1 June 2026 (being the last trading day before the Entitlement Offer was announced).

New Shares will be issued on a fully paid basis and will rank equally with existing Shares on issue.

The Retail Entitlement Offer is being fully underwritten by Merrill Lynch Equities (Australia) Limited and UBS Securities Australia Limited (**Joint Lead Managers**). Further details of this underwriting are

[1] The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

contained in the Company's ASX announcement and Investor Presentation dated Wednesday, 3 June 2026, a copy of which is included in this Retail Entitlement Offer Booklet.

The results of the Institutional Entitlement Offer were announced on Friday, 5 June 2026 and trading in Megaport's shares recommenced on Friday, 5 June 2026. New Shares issued under the Institutional Entitlement Offer are expected to commence trading on Monday, 15 June 2026.

**Top Up Facility**

Eligible Retail Shareholders who take up their full Entitlement may also apply for additional New Shares at the Offer Price (**Additional New Shares**) for up to a maximum of 50% of their existing entitlement[2] (**Top Up Facility**). Additional New Shares will only be available where there is a shortfall between valid Applications received from Eligible Retail Shareholders in respect of their Entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. As such, there is no guarantee that you will receive Additional New Shares under the Top Up Facility.

**Further Information and Application Instructions**

It is important that you determine whether to take up all or part of your Entitlement (and apply for Additional New Shares under the Top Up Facility) or do nothing in respect of your Entitlement. The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or any other exchange, cannot be sold and is not otherwise transferable. This means that you will not receive any value for Entitlements you do not take up and your percentage shareholding in Megaport will be reduced.

The Megaport Board encourages you to read this Retail Entitlement Offer Booklet carefully (in particular, the "Key Risks" section set out in the investor presentation, which contains a number of key risks associated with an investment in Megaport). You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

**The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Monday, 29 June 2026 (Closing Date).**

If you decide to take this opportunity to increase your investment in Megaport, please ensure that, before 5.00pm (Sydney time) on the Closing Date, you have paid your Application Monies via BPAY® (or EFT for Eligible Retail Shareholders in New Zealand) pursuant to the instructions that are set out in your Entitlement and Acceptance Form.

If you do not wish to take up any of your Entitlement, you do not have to take any action, although you should be aware that you will be diluted.

If you are uncertain about whether to take up your Entitlement, you should consult your stockbroker, solicitor, accountant, or other professional adviser to determine whether participation in the Retail Entitlement Offer is appropriate for your circumstances.

On behalf of the Megaport Board, I encourage you to consider this investment opportunity and thank you for your ongoing support of Megaport.

Yours sincerely

**Melinda Snowden**
Chair, Megaport Limited

[2] A Related Party will not be able to participate in the Top Up Facility.



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## Summary of the Entitlement Offer

| | |
|---|---|
| **Ratio** | 1 New Share for every 3.08 existing Shares in Megaport |
| **Offer Price** | A$14.30 per New Share |
| **Size** | Approximately 57.9 million New Shares |
| **Gross proceeds** | Approximately A$827 million, comprising approximately A$518 million under the Institutional Entitlement Offer and approximately A$309 million under the Retail Entitlement Offer |
| **Renounceable?** | The Entitlement Offer is non-renounceable |
| **Underwritten?** | The Entitlement Offer is fully underwritten.[3] |

## Key dates

| Event | Date / Time |
|---|---|
| Announcement of Entitlement Offer | Wednesday, 3 June 2026 |
| Record Date | 7:00pm (Sydney time), Friday, 5 June 2026 |
| Retail Entitlement Offer Booklet made available and Retail Entitlement Offer opens | Thursday, 11 June 2026 |
| **Retail Entitlement Offer closes** | **5:00pm (Sydney time), Monday, 29 June 2026** |
| Announcement of results of Retail Entitlement Offer | Thursday, 2 July 2026 |
| Settlement of New Shares issued under the Retail Entitlement Offer | Friday, 3 July 2026 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Monday, 6 July 2026 |
| Normal trading of new Shares issued under the Retail Entitlement Offer | Tuesday, 7 July 2026 |

Note: all dates and times refer to Sydney, Australia times. The timetable is indicative only and may change. Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice, subject to the Corporations Act, ASX Listing 17 Rules and other applicable laws. The full timetable for the Entitlement Offer is set out in the Investor Presentation. Megaport also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicant (without any interest). Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

[3] Refer to appendix of the Investor Presentation provided to the ASX on 3 June 2026 (**Investor Presentation**) for a summary of the Underwriting Agreement.

## Enquiries

If you have any questions, please contact the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period, or if you require advice about your participation in the Entitlement Offer, consult your stockbroker, accountant or other independent professional adviser.

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# 1 Summary of options available to you

If you are an Eligible Retail Shareholder (as defined in Section 6.1 (Important Information)) you may take one of the following actions:

- take up all of your Entitlement or take up all of your Entitlement and apply for Additional New Shares under the Top Up Facility up to 50% of your existing Entitlement;
- take up part of your Entitlement and allow the balance to lapse; or
- do nothing and let your Entitlements lapse, and you will receive no value for those lapsed Entitlements.

If you are a retail shareholder that is not an Eligible Retail Shareholder, you are an **Ineligible Retail Shareholder**. Ineligible Retail Shareholders are not entitled to participate in the Offer.

| Options available to you | Key considerations |
|---|---|
| **Option 1:** Take up all of your Entitlement or take up all of your Entitlement and apply for Additional New Shares under the Top Up Facility up to 50% of your existing Entitlement | • You may elect to purchase New Shares at the Offer Price (see Section 3 (How to Apply) for instructions on how to take up your Entitlement).<br>• The New Shares will rank equally in all respects with existing Shares (including rights to dividends and distributions).<br>• The Retail Entitlement Offer closes at **5.00pm (Sydney time) on Monday, 29 June 2026**.<br>• Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Eligible Retail Shareholders who do not take up their rights in full will not receive any value in respect of those rights they do not take up.<br>• If you do not take up your Entitlement in full, you will have your percentage holding in Megaport reduced as a result of dilution by the New Shares issued under the Entitlement Offer.<br>• If you take up all of your Entitlement, you may also apply for Additional New Shares under the Top Up Facility up to 50% of your existing Entitlement. There is no guarantee that you will be allocated any Additional New Shares under the Top Up Facility. |

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| Options available to you | Key considerations |
| --- | --- |
| **Option 2**: Take up part of your Entitlement and allow the balance to lapse | • If you only take up part of your Entitlement, the part not taken up will lapse. You will not be entitled to apply for Additional New Shares under the Top Up Facility.<br>• If you do not take up your Entitlement in full you will not receive any payment or value for those Entitlements not taken up.<br>• Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means they are non-transferable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.<br>• If you do not take up your Entitlement in full, you will have your percentage holding in Megaport reduced as a result of the Entitlement Offer. |
| **Option 3:** Do nothing and let your Entitlements lapse and you will receive no value for those lapsed Entitlement | • If you do not wish to participate, you do not need to do anything in response to this Retail Entitlement Offer Booklet, personalised Entitlement and Acceptance Form or the communications received in relation to the Entitlement Offer.<br>• If you do not take up your Entitlement, you will not be allocated New Shares, and your entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means they are non-transferable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.<br>• This means that if you do not take up any of your Entitlement, you will not receive any payment or value for those Entitlements and your percentage holding in Megaport will be reduced. |

If you have any doubt about how you should deal with your Entitlements, you should seek professional advice from an adviser who is licensed by ASIC to give that advice before making any investment decision.

You should carefully read:

- The “Key Risks” section of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet; and
- Section 5 of this Retail Entitlement Offer Booklet for information on the Australian taxation implications of each option.

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# 2 Details of the Entitlement Offer

Megaport is conducting a 1 for 3.08 pro-rata accelerated non-renounceable entitlement offer to Shareholders as at the Record Date at the Offer Price of A$14.30.

The Entitlement Offer is underwritten by the Joint Lead Managers on the terms of an Underwriting Agreement with the Joint Lead Managers which sets out their rights (including rights of termination) and obligations with respect to the Entitlement Offer (**Underwriting Agreement**) and will raise up to approximately A$827 million (before the deduction of related expenses) and result in the issue of up to approximately 57.9 million New Shares. See section 6.16 for further details about the underwriting arrangements.

## 2.1 Institutional Entitlement Offer

On Friday, 5 June 2026, Megaport announced that it had successfully completed the Institutional Entitlement Offer, raising approximately A$518 million. Settlement of the Institutional Entitlement Offer is expected to occur on Friday, 12 June 2026. The approximately 36.3 million New Shares to be issued under the Institutional Entitlement Offer are expected to be allotted and commence trading on Monday, 15 June 2026.

## 2.2 Retail Entitlement Offer

The Retail Entitlement Offer constitutes an offer to Eligible Retail Shareholders (as defined in Section 6.1 ), who are being invited to subscribe for 1 New Share for every 3.08 existing Shares held as at the Record Date at 7.00pm (Sydney time) on Friday, 5 June 2026, at the Offer Price of $14.30 per New Share. The offer ratio and Offer Price under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

The Offer Price, which is the same for the Institutional Entitlement Offer and Retail Entitlement Offer, represents a discount of:

- 10.9% to the TERP[4] of $16.04; and
- 13.9% discount to the last close price of A$16.61 on Monday, 1 June 2026 (being the last trading day before the Entitlement Offer was announced).

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or any other exchange, cannot be sold and is not otherwise transferable. This means that you will not receive any value for Entitlements you do not take up and your percentage shareholding in Megaport will be reduced.

The Retail Entitlement Offer opens on Thursday, 11 June 2026. The Retail Entitlement Offer Booklet will be dispatched on Thursday, 11 June 2026, along with a personalised Entitlement and Acceptance Form, to Eligible Retail Shareholders. The Retail Entitlement Offer is expected to close at 5.00pm (Sydney time) on Monday, 29 June 2026.

You should note that not all Megaport shareholders will be eligible to participate in the offer of New Shares. Please read Section 6.1 for more information.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument

[4] The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

2026/98) and ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180) which allows rights issues to be offered without a prospectus or other disclosure document under Part 6D.2 of the Corporations Act, provided certain conditions are satisfied. As a result, this Retail Entitlement Offer is not being made under a prospectus or other disclosure document and it is important for Eligible Retail Shareholders to read and understand the information on Megaport and the Retail Entitlement Offer made publicly available by Megaport, prior to taking up all or part of their Entitlement. In particular, please refer to the Offer materials enclosed in Section 4 of this Retail Entitlement Offer Booklet, Megaport's latest interim and annual report, other announcements made available at www.asx.com.au and all other parts of this Retail Entitlement Offer Booklet carefully before making any decisions in relation to your Entitlement.

Please consult with your stockbroker, solicitor, accountant or other independent professional adviser if you have any queries or are uncertain about any aspect of the Retail Entitlement Offer. You should also refer to the "Key Risks" section in the Investor Presentation released to ASX on, Wednesday, 3 June 2026, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet.

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# 3 How to Apply

## 3.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 3.08 Shares you held as at the Record Date of 7.00pm (Sydney time) on Friday, 5 June 2026. Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form or you will need to log in for each of your holdings through www.computersharecas.com.au/mp1 as you will have separate Entitlements for each separate holding.

Any New Shares not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for Additional New Shares under the Top Up Facility for up to 50% of their existing Entitlement. There is no guarantee that such Shareholders will receive the number of New Shares applied for under the Top Up Facility, or any. New Shares under the Top Up Facility will only be allocated to Eligible Retail Shareholders if available and then only if and to the extent that Megaport and the Joint Lead Managers so determine, in their absolute discretion.

New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally with existing Megaport Shares on issue.

The Entitlement stated on your personalised Entitlement and Acceptance Form or available at www.computersharecas.com.au/mp1 may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares on behalf of a person in the United States (see definition of Eligible Retail Shareholder in Section 6.1 ). Eligible Retail Shareholders who hold Shares in the capacity of a nominee, trustee or custodian (or in any other capacity) for a person that is in the United States cannot take up Entitlements or purchase New Shares on behalf of that person. Eligible Retail Shareholders who hold Shares in the capacity of a nominee, trustee or custodian (or in any other capacity) for a person that is in the United States cannot take up Entitlements or purchase New Shares on behalf of that person.

**Nominees**

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders (as defined in Section 6.1 ) on the register of Megaport at 7.00pm (Sydney time) on the Record Date. Megaport does not undertake to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

Any person (such as a nominee or custodian) that is or is acting for the account or benefit of a person in the United States may not participate in the Retail Entitlement Offer on behalf of such persons in the United States, and may not send this Retail Entitlement Offer Booklet or any other materials into the United States.

Megaport does not undertake to advise you on any foreign laws or of how the restrictions apply to you.

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## 3.2 Options available to you

If you are an Eligible Retail Shareholder, you may do any one of the following:

- take up all of your Entitlement in full and, if you do so, you may apply for Additional New Shares under the Top Up Facility for up to 50% of their existing Entitlement (refer to Section 3.3); or
- take up part of your Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 3.4)
- do nothing and let your Entitlements lapse and you will receive no value for those lapsed Entitlements (refer to Section 3.5).

Ineligible Retail Shareholders do not have any entitlement to participate in the Entitlement Offer.

Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer will have their percentage holding in Megaport reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in Megaport stay the same (if they take up all of their Entitlement) or reduce (if they take up only part of their Entitlement). Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in Megaport increase (if they take up all of their Entitlement and apply and are allocated Additional New Shares under the Top Up Facility).

The Closing Date for the acceptance of the Retail Entitlement Offer is **5.00pm (Sydney time) on Monday, 29 June 2026** (however, that date may be varied by Megaport, in accordance with the ASX Listing Rules and the Underwriting Agreement).

## 3.3 Option 1 - Take up all your Entitlement or take up all of your Entitlement and participate in the Top Up Facility for up to 50% of your Entitlement

If you decide to take up all your Entitlement, payment must be made via BPAY® (or for Eligible Retail Shareholders in New Zealand, by EFT) by following the instructions set out on your personalised Entitlement and Acceptance Form. You can also access details of your Entitlement and how to participate at www.computersharecas.com.au/mp1. Payment **must be received by the Share Registry by no later than 5.00pm (Sydney time) on Monday, 29 June 2026.**

If you take up all of your Entitlement, you may also apply for Additional New Shares at the Offer Price for up to 50% of your Entitlement under the Top Up Facility. Any amounts received by Megaport in excess of the Offer Price multiplied by your full Entitlement may be treated as an Application to apply for as many Additional New Shares under the Top Up Facility as your Application Monies will pay for in full (up to 50% of your Entitlement).

If you choose to apply for Additional New Shares under the Top Up Facility and if your Application is successful (in whole or in part), your New Shares will be issued to you at the same time at which other New Shares are issued under the Retail Entitlement Offer.

If you apply for Additional New Shares, there is no guarantee that you will be allocated any Additional New Shares. Additional New Shares will only be available for up to 50% of your Entitlement and where there is a shortfall between Applications received from Eligible Retail Shareholders in respect of their Entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. Additional New Shares under the Top Up Facility will only be allocated to Eligible Retail Shareholders if available.

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Megaport and the Joint Lead Managers retain the flexibility to scale back applications for Additional New Shares at their discretion.

You will be issued your New Shares (and any Additional New Shares under the Top Up Facility) on Friday, 3 July 2026. Megaport's decision on the number of New Shares to be issued to you will be final. If Megaport receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment will be treated as an Application for as many New Shares as your payment will pay for in full.

Megaport also reserves the right (in its absolute discretion) to reduce the number of New Shares issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if Megaport believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to Megaport's satisfaction.

Refund amounts, if any, will be paid in Australian dollars.  You will be paid either by direct credit to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders).  No interest will be paid on refunded amounts.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in Megaport reduced.

### 3.4 Take up part of your Entitlement and allow the balance to lapse

If you wish to take up part of your Entitlement, payment must be made via BPAY® (for Eligible Retail Shareholders in New Zealand, by EFT) by following the instructions set out on your personalised Entitlement and Acceptance Form. You can also access details of your Entitlements and how to participate at www.computersharecas.com.au/mp1.

If Megaport receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full.

### 3.5 Take no action and let your Entitlements lapse

If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can the Entitlement be privately transferred.

By allowing part or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement in full (including New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by Eligible Retail Shareholders under the Top Up Facility, or in turn by the Joint Lead Managers and / or sub-underwriters.

You will not receive any value for any part of your Entitlement which lapses. Your interest in Megaport will also be diluted.

### 3.6 Payment

Payment should be made using BPAY® if possible. All payments must be in Australian dollars (A$). New Zealand Shareholders who do not have an Australian bank account will be able to pay by Electronic Funds Transfer ("**EFT**") (refer to Section 3.8)

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Cash, cheque or money order payments will not be accepted. Receipts for payment will not be issued.

Megaport will treat you as applying for as many New Shares as your Application Monies will pay for in full up to your full Entitlement (at the Offer Price).

Any Application Monies received for more than your final allocation of New Shares or any scale back in respect of New Shares under the Top Up Facility will be refunded (only where the amount is A$1.00 or greater) as soon as practicable. No interest will be paid on any Application Monies received or refunded.

### 3.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form or available online at www.computersharecas.com.au/mp1. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number ("**CRN**") on your personalised Entitlement and Acceptance Form or available online at www.computersharecas.com.au/mp1. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Your BPAY® payment must be for an amount equal to A$14.30 multiplied by the number of New Shares that you are applying for.

Please note that by paying by BPAY®:

(a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the acknowledgements, agreements, declarations, confirmations, undertakings, representations and warranties on that Entitlement and Acceptance Form and in Section 3.9;

(b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and

(c) if you pay an amount that is above your full Entitlement, you are deemed to have applied for as many Additional New Shares under the Top Up Facility as your Application Monies will pay for in full (up to 50% of your Entitlement).

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on Monday, 29 June 2026. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

You will also need to ensure that you are aware of any transfer fees with your financial institution as Megaport and the Share Registry are only able to process the Australian dollar funds received. Neither Megaport nor the Share Registry accepts any responsibility for losses incurred through incorrectly completed BPAY® payments.

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### 3.8 If you are unable to pay by BPAY®

Megaport encourages payments by BPAY® if possible.

If you are a New Zealand Shareholder who is completing a payment by EFT follow the instructions on your personalised Entitlement and Acceptance Form available online at www.computersharecas.com.au/mp1 in accordance with the instructions on the form.

Your EFT payment must be:

(a) for an amount equal to A$14.30 multiplied by the number of New Shares that you are applying for; and

**(b)** in Australian currency drawn. Payment cannot be made in New Zealand dollars.

It is your responsibility to ensure that your payment via EFT is received by the Share Registry by no later than 5.00pm (Sydney time) on Monday, 29 June 2026 (being the Closing Date).

You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

You must use your reference set out on your personalised Entitlement and Acceptance Form or available online at www.computersharecas.com.au/mp1.

You will also need to ensure that you are aware of any transfer fees with your financial institution as Megaport and the Share Registry are only able to process the Australian dollar funds received.

Neither Megaport nor the Share Registry accepts any responsibility for losses incurred through incorrectly completed EFT payments.

Payment will not be accepted by cash, cheque or money order.

### 3.9 Entitlement and Acceptance Form is binding

A payment made through BPAY® or EFT constitutes a binding acceptance to acquire New Shares on the terms and conditions set out on the Entitlement and Acceptance Form and in this Retail Entitlement Offer Booklet and, once lodged or paid, cannot be withdrawn. Megaport's decision whether to treat an acceptance as valid and how to construe, amend or process the acceptance is final.

By making a payment by BPAY® or EFT, you will be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting for the benefit of the Company, the Joint Lead Managers and the Share Registry that:

- you have read and understand this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Entitlement Offer Booklet, and Megaport's constitution;
- you authorise Megaport to register you as the holder(s) of New Shares allotted to you;

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- you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- you acknowledge that there is no cooling off period and once Megaport receives your payment of Application Monies via BPAY® or EFT, you may not withdraw your Application or funds provided except as allowed by law;
- you agree to apply for and be issued up to the number of New Shares for which you have submitted payment of any Application Monies via BPAY® or EFT at the Offer Price (which may be more or less New Shares than that specified in your personalised Entitlement and Acceptance Form);
- you authorise Megaport, the Joint Lead Managers, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- the information contained in this Retail Entitlement Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- this Retail Entitlement Offer Booklet is not a prospectus or other disclosure document and does not contain all of the information that you may require in order to assess an investment in Megaport and is given in the context of Megaport's past and ongoing continuous disclosure announcements to ASX, which is publicly available at www.asx.com.au;
- you have read and understood the statement of key risks in the "Key Risks" section of the Investor Presentation included in Section 4 of this Retail Entitlement Offer Booklet, and understand and acknowledge that investments in Megaport are subject to risk;
- none of Megaport, the Joint Lead Managers, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Megaport, nor do they guarantee the repayment of capital;
- you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- you acknowledge and agree that your Application may be rejected by Megaport if Megaport determines in its discretion that you (or the person on whose account you are acting) do not appear to be an Eligible Retail Shareholder;
- you authorise Megaport to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

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- you represent and warrant (for the benefit of Megaport, the Joint Lead Managers and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;

- you represent and warrant that the law of any place does not prohibit you from being given this Retail Entitlement Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;

- you represent and warrant that you are Eligible Retail Shareholders and not in the United States and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;

- you acknowledge that the New Shares have not been, or will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States and may not be offered, sold or otherwise transferred in the United States.

- you are subscribing for Entitlements and/or purchasing New Shares outside the United States (i.e. in an “offshore transaction” (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act);

- you have not and will not send this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States, to any person acting for the account or benefit of a person in the United States, or to any person in any other country outside Australia and New Zealand;

- if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, including in regular way transactions on the ASX or otherwise where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;

- if you are acting as a nominee or custodian:

  – Megaport is not required to determine whether or not any registered Shareholder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of the Shares;

  – where any holder is acting as a nominee, trustee or custodian for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws and that this is not the responsibility of Megaport;

  – each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not (and you are not) acting for the account or benefit of a person in the United States, and you have not sent this Retail Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information or materials relating to the Retail Entitlement Offer to any such person;

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- determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an Eligible Institutional Shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and/or the Joint Lead Managers. Megaport and the Joint Lead Managers disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law; and

- you acknowledge that if you are accessing your personalised Entitlement and Acceptance Form and the Retail Entitlement Offer Booklet on an internet website, you are responsible for protecting against viruses and other destructive items which might compromise confidentiality and your details and that your use of the online Retail Entitlement Offer Booklet or the Entitlement Offer website at www.computersharecas.com.au/mp1 is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses, items of a destructive nature or items which might compromise confidentiality.

### 3.10 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer or for Additional New Shares under the Top Up Facility.

### 3.11 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions, please contact the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

# 4 ASX Offer Announcements

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**ASX RELEASE**
3 June 2026

# Globally-Distributed AI Inference Cloud

## *Creation of GPU Pool, New Contracts, and Entitlement Offer*

**KEY HIGHLIGHTS**

- Megaport has secured four new AI infrastructure contracts with combined Total Contract Value (**TCV**) of approximately A$458.9M.
- Contracts support AI inference workloads and require approximately A$369.5M of capital expenditure, primarily for high-performance NVIDIA GPUs, network, and storage infrastructure.
- Megaport to establish an on-demand GPU Pool, supported by A$350.0M of investment, providing enterprise customers with access to AI infrastructure through both contracted and consumption-based commercial models.
- Newly secured contracts and creation of the GPU Pool form the foundation of Megaport's strategy to establish a Globally-Distributed AI Inference Cloud leveraging its footprint of more than 1,100 connected data centres across 31 countries.
- Compute division pro forma ARR increases to A$385.2M, with Strategic Contracts contributing A$747.8M of TCV and A$301.3M of ARR. Combined Group pro forma ARR increases to A$662.9M.
- Network ARR (Apr-26) increased 25% year-on-year on a constant currency basis to A$277.7M and Network Net Revenue Retention (by logo) increased to 113%.
- Fully underwritten accelerated non-renounceable entitlement offer to raise A$827.3M to fund customer contracts, establish the GPU Pool, and support future growth opportunities.
- Strong balance sheet position with pro forma liquidity as at 31 December 2025 of approximately A$287.6M.
- FY26 Revenue Guidance range tightened to between A$307M and A$315M. FY26 EBITDA and FY26 Group Capex Guidance remain unchanged.

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Megaport Limited (**Megaport** or the **Company**) (**ASX: MP1**), a leading global automated infrastructure platform, today announced the creation of an on-demand GPU Pool and the execution of four new AI infrastructure contracts with combined Total Contract Value (TCV) of A$458.9M[1].

The new contracts, together with the establishment of the GPU Pool, form the foundation of Megaport's strategy to build a Globally-Distributed AI Inference Cloud.

To fund the capital expenditure required to fulfil these contracts and seed the GPU Pool, Megaport is undertaking a fully underwritten 1 for 3.08 pro rata accelerated non-renounceable entitlement offer of new ordinary Megaport Shares (**New Shares**) to raise A$827.3M (**Entitlement Offer**).

"AI inference represents one of the biggest infrastructure opportunities of the next decade," said Michael Reid, Chief Executive Officer of Megaport. "The contracts announced today reflect the accelerating demand for globally-distributed AI inference infrastructure. Megaport's software-provisioned compute, network, and storage platform positions us strongly to meet that demand.

"The proceeds from the Entitlement Offer will enable us to fulfil contracted customer demand while building an on-demand GPU Pool that creates new opportunities across enterprise and sovereign AI markets globally.

"AI inference is becoming a global infrastructure challenge, not simply a GPU problem. As AI adoption accelerates, organisations need seamless access to GPUs, CPUs, storage, and the connectivity that powers them. Megaport is built to deliver it all."

## AI INFERENCE AND ON-DEMAND GPU POOL

Demand for GPU-based compute is currently outstripping supply as enterprise AI adoption accelerates and workloads increasingly shift from training to latency-sensitive inference. This is driving demand for globally-distributed infrastructure capable of delivering AI services closer to end users.

Meeting this demand requires solving for three key constraints: data centre space and power, low-latency global connectivity, and access to high-performance GPUs. Leveraging its footprint of more than 1,100 data centres in 31 countries, together with Latitude.sh's platform capabilities, Megaport is positioned to address these challenges through a decentralised approach to AI infrastructure.

Megaport will establish a Globally-Distributed AI Inference Cloud, of which the GPU Pool will form a foundational component, providing enterprise customers with access to

[1] $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD.

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high-performance GPUs, alongside the CPU, memory, storage, and networking infrastructure required to support production AI inference deployments.

Central to this strategy is the creation of an on-demand GPU Pool, supported by US$252.0M (A$350.0M[2]) of investment, which will be commercialised through consumption-based pricing models. The platform will provide automated provisioning, billing, and operations, enabling rapid access to infrastructure without traditional deployment lead times.

The GPU Pool serves three core objectives:

- attract new customers seeking immediate access to AI infrastructure;
- provide existing customers with flexible burst capacity; and
- create a pathway to convert short-term usage into longer-term contracted deployments.

By positioning infrastructure closer to end users, Megaport addresses the need for ultra-low latency in AI inference, real-time workloads, and sovereign AI deployments, while supporting both contracted and on-demand consumption models.

**New GPU Pool Indicative Metrics**

Investing in the GPU Pool will help to balance returns across fixed contracted and premium burst demand rates, while maintaining an attractive return profile. It is expected to take 6 - 9 months[3] to procure and deploy all servers, then a further 3 - 6 months[4] for the servers to ramp to optimal utilisation from deployment. Once they have achieved optimal utilisation, they have a 16 - 22 month payback target to recover the capex investment[5].

**NEW GPU, CPU, NETWORK, AND STORAGE CONTRACTS**

**Customers:** All the customers are US-based technology providers running AI applications and inference workloads, supported by institutional shareholders[6]. The new committed contracts are with a mix of new and existing customers.

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[2] $0.72 AUD:USD (current rate as at 29 May 2026).
[3] Varies depending on device type, size of deployment, and location.
[4] Varies depending on device type, size of deployment, and location.
[5] The Payback Target represents the estimated period (in months) required for cumulative EBITDA generated by the GPU Pool to exceed the associated investment capex. The Payback Target will vary depending upon GPU Pool utilisation, term of usage, SKU mix, and operating costs (amongst other factors). Refer to the appendix of Megaport's announcement "Creation of GPU Pool, New Contracts, and Entitlement Offer" released to the ASX market announcements platform today for further information and associated risks.
[6] The identities of the customers have not been disclosed for competitive reasons. Megaport does not consider the identities of the customers to be information that a reasonable person would expect to have a material effect on the price or value of Megaport securities. Megaport confirms that this announcement contains all material information relevant to assessing the impact of the contract on the price or value of Megaport's securities and is not misleading by omission. A description of the customers is provided above.

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**Total Contract Value and Terms:** The four committed contracts have a combined TCV of approximately US$330.4M (A$458.9M[7]), irrespective of usage, expected to commence in H1 FY27. The approximate ARR of US$143.3M (AUD$199.0M[8]) will be recognised incrementally as the hardware is deployed and becomes operational. The contracts have a mix of terms, with c.55% of ARR and c.70% of TCV generated by contracts with terms of 36 months.

It is anticipated that the full ARR contribution will be added on a run-rate basis by the end of H1 FY27[9].

**Capex:** The four signed contracts require approximately US$266.0M (A$369.5M[10]) in incremental capital expenditure primarily for high-performance NVIDIA GPUs, supported by Network and Storage components, with an attractive payback of approximately 27 months[11].

Delivery of all hardware is expected in FY27, with deployment commencing on a phased basis once delivered.

## TRADING UPDATE

Megaport continues to deliver strong financial growth and is pleased to report the trading performance below for both its Network and Compute divisions.

### Network

For the Apr-26 period, compared to Apr-25, Megaport has materially increased:

- ARR to A$277.7M, up 25% on a constant currency basis[12]; and
- Network Net Revenue Retention (by logo) to 113%, up 4 percentage points[13].

[7] $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD.
[8] $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD.
[9] Dependent on timing of equipment delivery.
[10] $0.72 AUD:USD (current rate as at 29 May 2026).
[11] Payback refers to months required for cumulative EBITDA to exceed initial GPU server capex.
[12] The figures presented above include the impact of the acquisition of Extreme IX in India in December 2025. Excluding the impact of this recent acquisition, Network ARR increased 22%YoY on a constant currency basis.
[13] On a constant currency basis and excluding the impact of the acquisition of Extreme IX in India in December 2025.

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**Compute**

Megaport has grown the ARR of Compute division, excluding the ARR contribution of the strategic contracts announced from 27 April to today (the **Strategic Contracts**[14]), by 40% to A$83.9M since its acquisition of Latitude.sh[15].

Including the contribution of the Strategic Contracts, the Compute division has experienced rapid transformation under Megaport's ownership with pro forma Compute ARR of A$385.2M, a 6.4x increase since the acquisition of Latitude.sh. The Strategic Contracts will contribute A$747.8M of TCV and A$301.3M of ARR.

The combination of network and compute has resulted in new revenue opportunities as well as a step-change in the Company from the execution of the Strategic Contracts. On a group pro forma basis total ARR is A$662.9M, comprising of the Network ARR of A$277.7M as at 30 April 2026 and the pro forma Compute ARR of A$385.2M as at 29 May 2026.

**FY26 GUIDANCE UPDATE[16],**

FY26 Guidance has not been updated to reflect the impact of the Strategic Contracts.

To reflect the momentum and strong growth in the Megaport Network business, the Company is tightening its revenue guidance range for FY26 to between A$307M and A$315M. FY26 EBITDA margin guidance remains unchanged at between 21 - 24% of revenue.

FY26 Group Capex guidance of between A$90M and A$100M remains unchanged.

Over the medium term, the company expects continued investment in storage, network and CPUs to expand its distributed footprint and support the capacity build-out associated with recent announcements.

Full details and assumptions for the FY26 Guidance Update can be found in the Investor Presentation lodged on the ASX today. The Company will provide further details, including both Network and Compute financial performances, as part of its full-year financial results announced in August 2026.

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[14] Strategic Contracts include the announced contracts "Megaport Secures 3-year $35.4M Compute Contract" released to the ASX market announcements platform on 27 April 2026 and "Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M" released to the ASX market announcements platform on 14 May 2026 and the contracts announced today.
[15] As at 29 May 2026. The increase has been calculated based on the Latitude.sh ARR as at Sep-25 of US$43.1M as announced in "Equity Raising Presentation" released to the ASX market announcement platform on 11 November 2025, translated into AUD at a consistent rate of $0.72 AUD:USD (current rate as at 29 May 2026).
[16] Guidance utilises actual foreign exchange rates for H1 FY26, and assumes AUD:USD = 0.70, AUD:EUR = 0.60, and AUD:GBP = 0.50 for H2 FY26. Any variation to the exchange rate for the remainder of FY26 will impact revenue, costs and cash flow.

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**SOURCES AND USES**

Proceeds from the A$827.3M Entitlement Offer will be used to fund:

- A$369.5M[17] for high performance NVIDIA GPUs, compute, network and storage hardware to service new contracts;
- A$350M for GPUs and Storage to be added to Megaport's global server pool for on-demand usage;
- A$19.3M in transaction costs relating to this Entitlement Offer; and
- A$88.5M for balance sheet capacity and future potential customer growth opportunities in the near term.

**LIQUIDITY**

The Megaport balance sheet remains in a strong position with the flexibility for continued growth with pro forma liquidity as at 31 December 2025 of approximately A$287.6M[18].

Assessment and timing of payments (if any) for Performance and Integration Payments as part of the Latitude.sh acquisition remain unchanged and can be made in any combination of cash or Megaport shares at Megaport's sole election[19].

"Megaport remains in a strong net cash liquidity position after this Entitlement Offer and, before the realisation of attractive cash returns from our recent investments and deployment of our GPU Pool," said Leticia Dorman, Chief Financial Officer of Megaport. "This will be further strengthened with the continued execution of a funding framework that optimises cost, diversity, our underlying assets, and prudent leverage. We expect that debt will become a more permanent part of our capital structure."

**ENTITLEMENT OFFER**

Megaport today launched the Entitlement Offer to raise approximately A$827.3M. Megaport will be applying for a back to back trading halt for the purposes of conducting the institutional component of the Entitlement Offer.

All New Shares under the Entitlement Offer will be issued at A$14.30 per New Share (**Offer Price**), representing a 10.9% discount to the Theoretical Ex-Rights Price (**TERP**) [20] and a

[17] $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD.

[18] Liquidity calculated as cash and cash equivalents on balance sheet as at 31 December 2025 of A$206.3M, less A$719.5M for the contracts and GPU Pool announced today, less A$157.2M (converted at $0.72 AUD: USD, being the current rate at 29 May 2026) for the strategic contracts announced to ASX on 14 May 2026 and on 27 April 2026 plus $150.0M relating to Megaport's recently upsized debt facility, plus A$808.0M net proceeds from the Entitlement Offer. Excludes the impact of capital expenditure for H2 FY26.

[19] Refer to the announcement "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025 for further details.Megaport's ability to pay the Contingent Consideration in Shares is conditional upon receiving Shareholder approval under ASX Listing Rule 7.1. Megaport intends to seek this approval during CY2026, which will be for the issuance for up to a maximum of 14,591,316 shares. If that number of Shares is insufficient to fund the full value of the Contingent Consideration payable, the balance will be paid in cash.

[20] TERP is the theoretical price at which New Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by

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13.9% discount to the last close price of A$16.61 on Monday, 1 June 2026.

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 New Share for every 3.08 existing fully paid ordinary shares in Megaport held at 7.00pm (Sydney time) on Friday, 5 June 2026 (**Record Date**). New Shares issued under the Entitlement Offer will be fully paid and rank equally in all respects with existing shares from allotment.

The Entitlement Offer consists of an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (**Retail Entitlement Offer**).

The Entitlement Offer is fully underwritten by the joint lead managers and bookrunners (the **Joint Lead Managers**).[21]

**Institutional Entitlement Offer**

Eligible Institutional Shareholders will be invited to participate in the Institutional Entitlement Offer which opens today and closes on Thursday, 4 June 2026. Eligible institutional shareholders can elect to take up all, part or none of their entitlements. Institutional entitlements cannot be traded on market or otherwise renounced.

Institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold at the Offer Price through an institutional bookbuild.

**Retail Entitlement Offer**

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer.

The Retail Entitlement Offer is expected to open at 9:00am (Sydney time), Thursday, 11 June 2026 and close at 5:00pm (Sydney time) on Monday, 29 June 2026. Only eligible retail shareholders with a registered address in Australia or New Zealand, as at Record Date may participate in the Retail Entitlement Offer. Eligible retail shareholders will also be given the opportunity to take up all, part or none of their entitlement.

Under the Retail Entitlement Offer, eligible retail shareholders who take up their pro rata entitlement in full may also apply for additional New Shares up to a maximum of 50% of their entitlement (**Additional New Shares**). Additional New Shares will only be available where there is a shortfall between applications received from eligible retail shareholders in

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reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

[21] A summary of the Underwriting Agreement is set out in the appendix of Megaport's announcement "Creation of GPU Pool, New Contracts, and Entitlement Offer" released to the ASX market announcements platform today.

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respect of their entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. There is no guarantee that a participant will receive any Additional New Shares. Megaport and the Joint Lead Managers retain the discretion to scale back application for Additional New Shares.

Further details about the Retail Entitlement Offer (including the eligibility criteria, how to participate and other terms and conditions) will be set out in a retail offer booklet (**Retail Offer Booklet**), which Megaport expects to lodge with ASX on Thursday, 11 June 2026. For eligible retail shareholders who wish to take up all or part of their entitlement or apply for Additional New Shares, payment must be made via BPAY® (or EFT for eligible retail shareholders in New Zealand) pursuant to  the instructions set out on their personalised Entitlement and Acceptance Form. Payment is due by no later than 5:00pm (Sydney time) on Monday, 29 June 2026.

Eligible Retail Shareholders should read the Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety before deciding whether to participate in the Retail Entitlement Offer.

**Entitlement Offer Timetable**

| Event | Date |
|---|---|
| Trading halt | Wednesday, 3 June 2026 |
| Announcement of Entitlement Offer and Institutional Entitlement Offer opens | Wednesday, 3 June 2026 |
| Announcement of results of Institutional Entitlement Offer | Friday, 5 June 2026 |
| Trading halt lifted and Megaport shares recommence trading | Friday, 5 June 2026 |
| Entitlement Offer Record Date | 7:00pm (Sydney time), on Friday, 5 June 2026 |
| Retail Offer Booklet made available and Retail Entitlement Offer opens | 9:00am (Sydney time), on Thursday, 11 June 2026 |
| Settlement of New Shares issued under the Institutional Entitlement Offer | Friday, 12 June 2026 |
| Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer | Monday, 15 June 2026 |
| Retail Entitlement Offer closes | 5:00pm (Sydney time), on Monday, 29 June 2026 |
| Announcement of results of Retail Entitlement Offer | Thursday, 2 July 2026 |

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| | |
|---|---|
| Settlement of New Shares issued under the Retail Entitlement Offer | Friday, 3 July 2026 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Monday, 6 July 2026 |
| Normal trading of new Shares issued under the Retail Entitlement Offer | Tuesday, 7 July 2026 |

*All dates and times refer to Sydney, Australia times. The timetable is indicative only and is subject to change. Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice and at their absolute discretion, subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. The quotation of New Shares is subject to confirmation from ASX.*

## CONFERENCE CALL

Megaport will host an investor and analyst conference call today at 9:30am AEST. The link to register is: https://megaport-investor-webcast.open-exchange.net/.

## ADDITIONAL INFORMATION

Further information in relation to the Entitlement Offer is set out in Megaport's Investor Presentation dated 3 June 2026 titled '*Creation of GPU Pool, New Contracts, and Entitlement Offer*' released today to the ASX.

For queries in relation to the Entitlement Offer, please call the Megaport Offer Information Line on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

The Offer Information Line is open from 8:30am to 5:00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period, starting from 9:00am (Sydney time) on Thursday, 11 June 2026 and ending at 5:00pm (Sydney time) on Monday, 29 June 2026..

*Authorised by the Board of Megaport Limited.*

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## SUPPORTING REFERENCES

- Visit Megaport: https://megaport.com
- Subscribe for ASX announcements here
- Follow Megaport on X: @megaportnetwork
- Follow Megaport on LinkedIn
- Learn more about MCR and MVE
- For definitions refer to the Glossary for Investors in our Business Overview

## ABOUT MEGAPORT

Megaport is changing how businesses manage their infrastructure, with one smart and simple platform. Bring network and compute together seamlessly and deploy secure, scalable infrastructure closer to users, data, and clouds. Trusted by leading companies worldwide, Megaport partners with service providers, data centres, and system integrators to provide programmable, software-driven connectivity across 1,100+ enabled locations. Megaport is ISO/IEC 27001 certified. Start building at megaport.com.

**Investor enquiries**
Investor Relations
investor@megaport.com

**Media enquiries**
media@megaport.com

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## IMPORTANT NOTICES

### Not an offer of securities

This announcement may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or any other jurisdiction. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended ("**US Securities Act**") or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to any persons in the United States except, in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

### Future performance and forward-looking statements

This announcement may contain certain forward-looking statements, forecasts, estimates, projections and comments about future events, including Megaport's beliefs, assumptions and expectations regarding plans, strategies and objectives of management, the timetable and outcome of the Entitlement Offer and the use of the proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "goals", "aims", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance, as well as the new GPU Pool indicative metrics (including Time to Procure and Deploy, Ramp from Deployment and Payback Target) are also forward-looking statements. Forward looking statements involve inherent risks and uncertainties, both general and specific, including the risk factors described under the "Key risks" section of the Investor Presentation and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved.

A number of important factors, both known and unknown, could cause Megaport's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, and many of these factors are beyond the Megaport's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. As such, there can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

Any forward-looking statements are provided as a general guide only and should not be

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relied on as an indication or guarantee or predictions of future performance. As such, no undue reliance should be placed on any forward-looking statement, particularly in light of the current economic climate and certain geopolitical tensions. Past performance is not necessarily a guide to future performance, and no representation or warranty, express or implied, is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Nothing contained in this announcement or any other information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Megaport. None of Megaport, the underwriters, their respective related companies and/or related bodies corporate (as applicable), securityholders or affiliates, or any of their respective officers, directors, employees, affiliates, partners, representatives, consultants, agents or advisers (each a "**Limited Party**") makes any representation or warranty as to the accuracy of any forward-looking statements contained in this announcement. Forward looking statements speak only as at the date of this announcement, and the Limited Parties disclaim any obligations or undertakings to release any update of, or revisions to, any forward-looking statements in this announcement (including to reflect any change in expectations or assumptions), except as required by law or regulation (including the ASX Listing Rules).

**General**

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INVESTOR PRESENTATION

MEGAPORT

# Globally-Distributed AI Inference Cloud

## Creation of GPU Pool, New Contracts, and Entitlement Offer

START

Megaport Limited | ACN 607 301 959 | ASX:MP1 | 3 June 2026

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Megaport

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This Presentation has been prepared by Megaport Limited (ACN 607 301 959) (**Megaport**) in connection with a proposed fully underwritten accelerated non-renounceable entitlement offer of new ordinary shares in the Megaport ("New Shares") to eligible existing shareholders of Megaport (**"Entitlement Offer"**).

The Entitlement Offer will be undertaken by Megaport in accordance with section 708AA of the Corporations Act 2001 (Cth) (**"Corporations Act"**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98 and ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180.

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Certain financial measures included in this Presentation are (i) "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" and (ii) non-GAAP financial measures under Regulation G of the U.S. Securities Exchange Act of 1934, as amended.



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This Presentation includes financial information for the period post-31 December 2025 and contains pro forma financial information. In particular, it includes Megaport's pro forma liquidity position as at 31 December 2025 (and taking into account the impact of the Entitlement Offer). Such financial information has not been audited or reviewed by Megaport's auditors. Investors should note that the pro forma financial information included in this Presentation is for illustrative purposes only.

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This Presentation contains certain "forward-looking statements" that are based on management's beliefs, assumptions and expectations and on information currently available to management. The words "expect", "likely", "should", "could", "may", "will", "aim", "intend", "propose", "believe", "opinion", "consider", "predict", "plan", "scenario", "project", "outlook", "guidance", "forecast", "anticipates", "target", "estimate" and other similar expressions within the meaning of securities laws of applicable jurisdictions are intended to identify forward-looking statements. The new GPU Pool indicative metrics (including Time to Procure and Deploy, Ramp from Deployment and Payback Target) are also forward-looking statements. Such forward-looking statements include statements regarding Megaport's expectations about the financial and operating performance of its businesses, statements about the plans, objective and strategies of Megaport's management, statements about the industry and markets in which Megaport operates and statements about the timetable and the outcome of the Entitlement Offer and the proceeds thereof. Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

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You acknowledge that:

- determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and the Underwriters. Each of Megaport and the Underwriters and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- your existing holding (if any) will be estimated by reference to Megaport's beneficial register on the record date which shows historical holdings as at that date and may not be up to date. There will be no verification or reconciliation of the holdings as shown in the historical beneficial register and, accordingly, this may not truly reflect your actual holding. Megaport and the Underwriters do not have any obligation to reconcile assumed holdings (eg for recent trading or swap positions) when determining allocations. If you do not reside in a permitted Entitlement Offer jurisdiction for the relevant tranche of the Entitlement Offer, you will not be able to participate in that tranche of the Entitlement Offer;
- Megaport reserves the right to withdraw or vary the timetable of the Entitlement Offer without notice, including by closing the Entitlement Offer early, withdrawing the Entitlement Offer entirely or extending the Entitlement Offer closing time (generally or for particular investor(s))in its absolute discretion (but has no obligation to do so), without recourse to it or notice to you. Furthermore, communications that a transaction is "covered" (ie aggregate demand indications exceed the amount of the security offered) are not an assurance that the transaction will be fully distributed;

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Megaport reserves the right to withdraw, or vary the timetable for, the Entitlement Offer without notice. Cooling-off rights do not apply to the acquisition of New Shares.



INVESTMENT SUMMARY

## Summary of Capital Raise

### Build: Globally-Distributed AI Inference Cloud

Software-provisioned and automated GPU, CPU, Network, Storage, DC Space, and Power

### Funding New Long-Term Contracts with TCV of A$458.9M

Large GPU, CPU, Network, and Storage Contracts

INVESTMENT SUMMARY

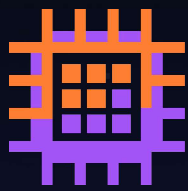
## The Latitude.sh Acquisition is Unlocking Large Opportunities

### CPU

Core business at acquisition

- Multi-purpose - powers all technology applications
- Latitude.sh core focus at time of acquisition
- Accelerating market demand
- Key supporting component to the AI revolution

### GPU



Massive emerging opportunity

- The core component to building and running AI
- High performance, high power utilisation
- Limited availability
- Hyper demand, especially NVIDIA GPUs



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INVESTMENT SUMMARY

## Inference is the Next Frontier for Growth

### AI Training vs AI Inference

**Training infrastructure builds the brains ("LLM") behind ChatGPT, Claude, Gemini, etc.**

- Training requires massive, tightly concentrated GPU clusters located within the same physical premises
- AI training requires significant investment in power, liquid cooling, and networking beyond traditional data centre capabilities

**Inference is the process of using a trained AI model to generate responses, predictions, or actions for users**

- Inference GPUs can be distributed across multiple locations
- Can leverage existing lower-density air-cooled DCs
- Close to the customers they serve, meshed via network



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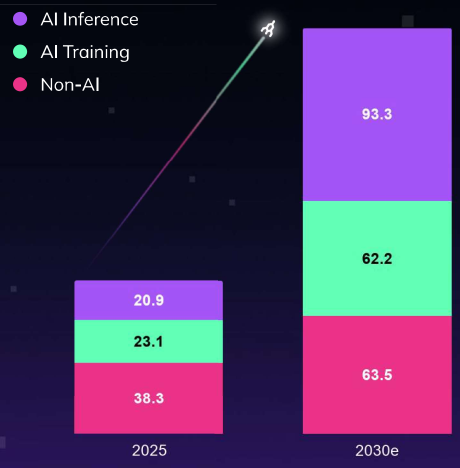
# GPU Demand for Inference is Growing Rapidly

Global data centre demand by workload (in gigawatts)[1]




Estimated 35% CAGR from 2025 to 2030[1]

Prospective Latitude.sh customers now routinely requesting access to GPU inventory

Megaport has signed eight contracted deals totaling A$747.8M in TCV for compute in the past two months[2,3]

Lead times stretching to 12+ weeks for each GPU order placed

1. McKinsey & Company Data Centre Demand Models
2. Refer to the announcement "Megaport Secures 3-year $35.4M Compute Contract" released to the ASX market announcements platform on 27 April 2026 and "Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M" released to the ASX market announcements platform on 14 May 2026 for further details.
3. These figures include the new compute, network and storage contracts announced today. Further details are provided throughout this presentation.



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# Inference Challenges: Megaport has Solved for Power, Space, and Network

## Power + Space

Fast access to DC power and space is a major bottleneck for most providers

## Network

Building out robust network connectivity slows down deployments and has become a key limitation for providers

## GPU Availability

High GPU demand consumes available supply quickly

Supply constraints increase costs and extend lead times



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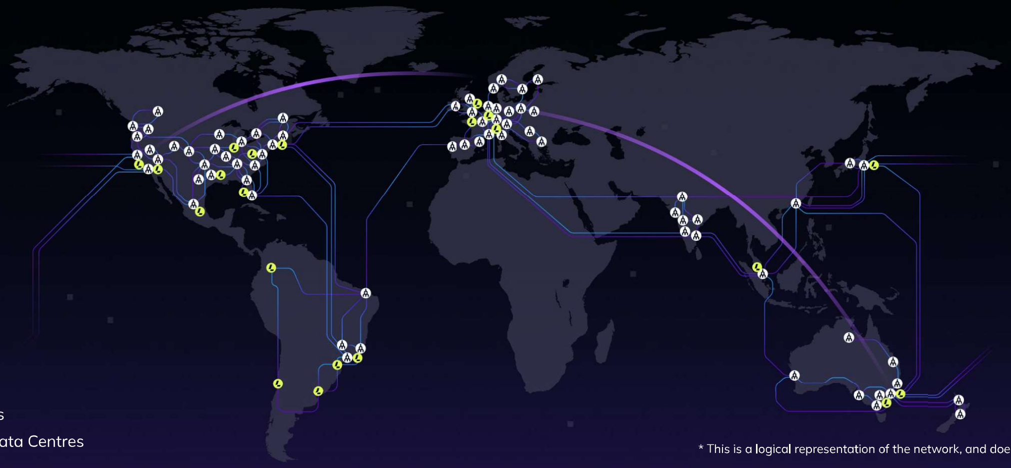
## Megaport's Existing Globally-Distributed Compute, Network, and Storage Footprint[1]




| | | | | |
|---|---|---|---|---|
| +330,000km Fibre Routes | +3,000 Network Devices | +11,000 CPUs and GPUs[2] | +1,100 Data Centres | 31 Countries |

**Globally-distributed and orchestrated via code - no manual human intervention[3]**

1. As at 29 May 2026
2. Includes number of CPUs and GPU chips currently deployed
3. When operational



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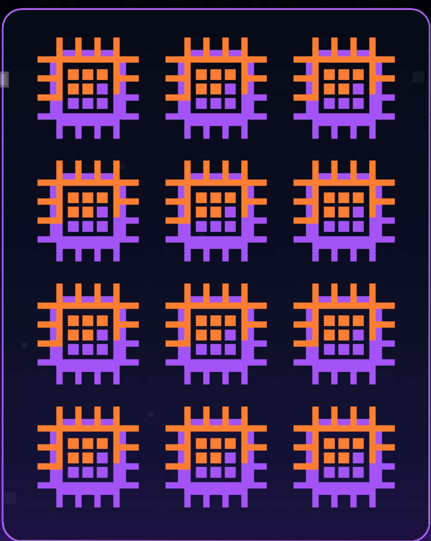
## Building a GPU Pool: On-Demand AI Inference



- On-demand pool to attract new customers looking for immediate access to GPUs
- Highly profitable offering priced for hourly and monthly use only
- Enables early testing and adoption to facilitate large customer contracts
- Provides existing customers with burst options beyond contracted terms



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## New GPU Pool Indicative Metrics

Time to Procure and Deploy the GPU Pool
**6 - 9 Months[1]**

Ramp from Deployment
**3 - 6 Months[1]**

Payback Target
**16 - 22 Months[2]**

### GPU Pool

- US$252.0M (A$350.0M)[3] investment in GPUs, CPUs, Network and Storage to seed creation of on-demand pool
- Core component of our product-led "land and expand" strategy
- Efficiently acquire new customers and nurture them into larger, higher-value long term contracts with optimal returns and risk
- Selection criteria applied for customers with a pathway to committed contract
- Incubator for new GPU SKUs before committing to large capital deployments

1. Varies depending on device type, size of deployment, and location.
2. The Payback Target represents the estimated period (in months) required for cumulative EBITDA generated by the GPU Pool to exceed the associated investment capex. The Payback Target will vary depending upon GPU pool utilisation, term of usage, SKU mix, and operating costs (amongst other factors). Refer to 'Key Risks' section in the Appendix for further information and associated risks.
3. $0.72 AUD:USD (current rate as at 29 May 2026).



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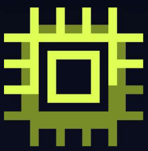
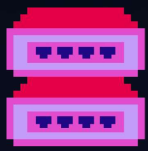
## Megaport Vision: Globally Distributed AI Inference Cloud

COMPUTE



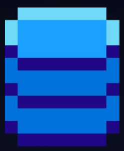
CPU + GPU

NETWORK



Fully Automated

STORAGE



Globally Distributed

- Megaport can capitalise on any available space and power across its network, with over 150 contracted data centre operators[1], in 31 countries[1], to rapidly deploy distributed AI cloud
- We have over 4,000 customers[1] spanning both AI native and Enterprise
- Powerful global go-to-market sales team supported by more than 120 sellers[1,2]

1. As at 29 May 2026
2. Comprised of direct sales executives, customer success managers, account managers and channel sales executives



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INVESTMENT SUMMARY

## New GPU, CPU, Network, and Storage Contracts

**A$458.9M Contracted TCV**

### Revenue

- TCV US$330.4M (A$458.9M[1]) and ARR[2] US$143.3M (A$199.0M[1]) across four new major contracts with a mix of new and existing customers[5]
- Mix of contract terms, with c.55% of ARR and c.70% of TCV generated by contracts with terms of 36 months
- All are US-based technology providers running AI applications and inference workloads, supported by institutional shareholders
- It is anticipated that the full ARR contribution will be added on a run-rate basis by the end of H1 FY27[3]

### Capex

- Contracts primarily for high-performance NVIDIA GPUs, supported by Network and Storage components
- Capex of US$266.0M (A$369.5M[1]) for GPU, CPU, Network and Storage for new major contracts
- Attractive paybacks of approximately 27 months[4]
- Includes a highly strategic relationship with a customer that enables broader GPU inference adoption across enterprise
- Delivery expected in FY27 with deployment on a phased basis commencing once delivered

1. $0.72 AUD:USD (rate as at 29 May 2026). The contracts are expressed in USD
2. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12-month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue
3. Dependent on timing of equipment delivery
4. Payback refers to months required for cumulative EBITDA to exceed initial GPU server capex
5. The identities of the customers have not been disclosed for competitive reasons. Megaport does not consider the identities of the customers to be information that a reasonable person would expect to have a material effect on the price or value of Megaport securities. Megaport confirms that this announcement contains all material information relevant to assessing the impact of the contracts on the price or value of Megaport's securities and is not misleading by omission. A description of the customers is provided above.



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# Trading Update and FY26 Guidance

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TRADING UPDATE

# Megaport Group: Trading Update

| Group ARR[5] (Pro Forma) | Compute ARR[4] (before strategic deals) | Network ARR | Network NRR (by logo)[1,3] |
|---|---|---|---|
| A$662.9M | A$83.9M | A$277.7M | 113% |
| | As of 29 May 2026 | Apr-26 | Apr-26 |
| n.m. | 40% since acquisition | 25% YoY[1,2] | 4pp YoY |

1. On a constant currency basis
2. Excluding India, Network ARR increased 22% YoY on a constant currency basis
3. Excludes India
4. As at 29 May 2026. The increase has been calculated based on the Latitude.sh ARR as at Sep-25 of US$43.1M as announced in "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025, translated into AUD at a consistent rate of $0.72 AUD:USD (current rate as at 29 May 2026).
5. Represents Network ARR for April 2026 in addition to Compute ARR as at 29 May 2026 including ARR for strategic deals of A$301.3M.



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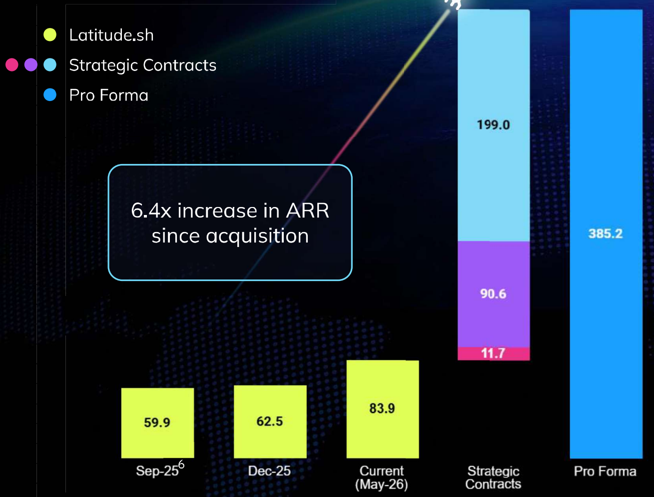
TRADING UPDATE

# Compute: May Trading Update

Annual Recurring Revenue (AU$M[1,2])




**A$747.8M**

TCV of recent strategic contracts[3,4,5]

**A$301.3M**

Pro forma ARR from recent strategic contracts[3,4,5]

1. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12-month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue. Compute has a functional currency of US$, however for consistency, these results have been translated into AUD at a consistent rate of $0.72 AUD:USD (current rate as at 29 May 2026).
2. As of 29 May 2026
3. Refer to the announcement, "Megaport Secures 3-year $35.4M Compute Contract" released to the ASX market announcements platform on 27 April 2026 for further details. These figures have been translated into AUD at a rate of $0.72 AUD:USD (current rate as at 29 May 2026) as the contracts are expressed in USD.
4. Refer to the announcement "Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M" released to the ASX market announcements platform on 14 May 2026 for further details. These figures have been translated into AUD at a rate of $0.72 AUD:USD (current rate as at 29 May 2026) as the contracts are expressed in USD.
5. These figures include the new compute, network and storage contracts announced today. Further details are provided throughout this presentation.
6. This represents the Latitude.sh ARR as at Sep-25 as announced in "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025.



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GUIDANCE UPDATE

## Combined Group: FY26 Guidance[1] Update

| Revenue | EBITDA | Capex |
|---|---|---|
| A$307M - A$315M | 21 - 24% of revenue | A$90M - A$100M<br>Excludes strategic initiatives |

- The above guidance is exclusive of the recently announced strategic contracts[2] and the contracts announced today.
- Updated FY26 group guidance for the Combined Group reflects FY26 YTD actual performance, and a tightened revenue guidance range to reflect momentum and strong growth in the Megaport Network business.
- FY26 Combined Group capex does not include capex from servers and equipment related to recently announced strategic contracts if these are delivered prior to 30 June 2026[3]
- Over the medium term, the company expects continued investment in storage, network and CPUs to expand its distributed footprint and support the capacity build-out associated with recent announcements
- Guidance is provided after taking into account planned investments in go-to-market capabilities, product development, operating expenses and planned capital expenditure, and excludes any future strategic initiatives the Company may decide to undertake.

1. Guidance utilises actual foreign exchange rates for H1 FY26, and assumes AUD:USD = 0.70, AUD:EUR = 0.60, and AUD:GBP = 0.50 for H2 FY26. Any variation to the exchange rate for the remainder of FY26 will impact revenue, costs and cash flow.
2. Refer to the announcement “Megaport Secures 3-year $35.4M Compute Contract” released to the ASX market announcements platform on 27 April 2026 and “Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M” released to the ASX market announcements platform on 14 May 2026 for further details.
3. To the extent that equipment acquired for the new contracts announced today and the strategic contracts announced to ASX on 27 April 2026 and 14 May 2026 is delivered prior to 30 June 2026, FY26 Group Capex could increase by up to AUD$526.7M (based on $0.72 AUD:USD, being the current rate as at 29 May 2026).



Megaport

# Funding and Entitlement Offer Details

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# Funding and Offer

## Entitlement Offer

- 1-for-3.08 pro rata accelerated non-renounceable entitlement offer to raise A$827.3M (Entitlement Offer)
- $14.30 per New Share (the Offer Price) representing a c.10.9% discount to TERP[1] of $16.04
- Net proceeds of Entitlement Offer to fund capex investments relating to new compute, network and storage contracts and the on-demand pool with additional funds retained for balance sheet capacity and future potential customer growth opportunities in the near term

## Balance Sheet Flexibility

- Pro Forma liquidity of A$287.6M as at 31 December 2025[3]
- Megaport is continuing to explore additional pathways to fund further growth and expansion of the pool, with debt expected to become a more permanent part of the capital structure
- Assessment and timing of payments (if any) for Performance and Integration Payments remain unchanged[4] and can be made in any combination of cash or Megaport shares at Megaport's sole election[5]

1. The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.
2. $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD.
3. Liquidity calculated as cash and cash equivalents on balance sheet as at 31 December 2025 of A$206.3M, less A$719.5M for the contracts and GPU Pool, less A$157.2M (converted at $0.72 AUD: USD, being the current rate at 29 May 2026) for the strategic contracts announced to ASX on 14 May 2026 and on 27 April 2026 plus $150.0M relating to Megaport's recently upsized debt facility, plus A$808.0M net proceeds from the Entitlement Offer.
4. Refer to the announcement "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025 for further details.
5. Megaport's ability to pay the Contingent Consideration in Shares is conditional upon receiving Shareholder approval under ASX Listing Rule 7.1. Megaport intends to seek this approval during CY2026, which will be for the issuance for up to a maximum of 14,591,316 shares. If that number of Shares is insufficient to fund the full value of the Contingent Consideration payable, the balance will be paid in cash.





# Sources and Uses

Net proceeds from the Entitlement Offer will be used to fund:

- A$369.5M[1] for high performance NVIDIA GPUs, compute, network and storage hardware to service new contracts
- A$350.0M for GPUs to be added to Megaport's global server pool for on-demand usage
- A$88.5M for balance sheet capacity and future potential customer growth opportunities in the near term

A$526.7M[2,3] of total capex associated with strategic customer contracts since 27 April 2026.

| Sources | A$M | US$M[1] |
|---|---|---|
| Underwritten Entitlement Offer | 827.3 | 595.7 |
| **Total** | **827.3** | **595.7** |

| Uses | | |
|---|---|---|
| Capex for new Compute Contracts | 369.5 | 266.0 |
| On-demand Servers for Pool | 350.0 | 252.0 |
| Transaction costs | 19.3 | 13.9 |
| Cash to Balance Sheet | 88.5 | 63.8 |
| **Total** | **827.3** | **595.7** |

1. $0.72 AUD:USD (current rate as at 29 May 2026). The contracts are expressed in USD
2. Refer to the announcement "Megaport Secures 3-year $35.4M Compute Contract" released to the ASX market announcements platform on 27 April 2026 and "Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M" released to the ASX market announcements platform on 14 May 2026 for further details.
3. Includes A$16.9M for strategic contract announced 27 Apr 2026, A$140.3M for strategic contracts announced 14 May 2026, and capex for new compute contracts of A$369.5M. Excludes on-demand servers for pool of A$350M.

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FUNDING AND ENTITLEMENT OFFER

# Strong Liquidity Position and Flexibility for Continued Growth

## Pro Forma Liquidity[1]

| A$M | Announcement Date | Available Facilities | Cash | Liquidity |
|---|---|---|---|---|
| As at 31 December 2025[2] | 20-Feb-26 | 30.0 | 206.3 | 236.3 |
| A$35.4M TCV Compute Contract[3] | 27-Apr-26 | - | (16.9) | |
| Upsized Debt Facility[3] | 14-May-26 | 120.0 | - | |
| A$254.0M TCV Compute Contracts[4] | 14-May-26 | - | (140.3) | |
| Underwritten Entitlement Offer[5] | 3-Jun-26 | - | 808.0 | |
| Capex for new Compute Contracts | 3-Jun-26 | - | (369.5) | |
| New On-Demand Servers for Pool | 3-Jun-26 | - | (350.0) | |
| Pro Forma as at 31 December 2025 | | 150.0 | 137.6 | 287.6 |

- On a pro forma basis[1] as at 31 December 2025, available liquidity of A$287.6M
- US$86.0 million Capex Undertaking for CY26 and CY27 as part of Latitude.sh acquisition now satisfied[6]
- Assessment and timing of payments (if any) for Performance Payments and Integration Payments as part of the Latitude.sh acquisition remain unchanged[6] and can be made in any combination of cash or Megaport shares at Megaport's sole election[7]
- Megaport is continuing to explore additional pathways to fund further growth and expansion of the pool, with debt expected to become a more permanent part of the capital structure

1. Excludes the impact of capital expenditure for H2 FY26.
2. Refer to the presentation "H1 FY26 Half year Results Investor Presentation" released to the ASX market announcements platform on 20 February 2026 for further details.
3. Refer to the announcement "Megaport Secures 3-year $35.4M Compute Contract" released to the ASX market announcements platform on 27 April 2026 for further details.
4. Refer to the announcement "Megaport Secures Major Compute, Network, and Storage Contracts with Combined TCV of AUD $254.0M" released to the ASX market announcements platform on 14 May 2026 for further details.
5. Net proceeds calculated as fully underwritten A$827.3M Entitlement Offer less the impact of transaction costs of A$19.3M.
6. Refer to the announcement "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025 for further details.
7. Megaport's ability to pay the Contingent Consideration in Shares is conditional upon receiving Shareholder approval under ASX Listing Rule 7.1. Megaport intends to seek this approval during CY2026, which will be for the issuance for up to a maximum of 14,591,316 shares. If that number of Shares is insufficient to fund the full value of the Contingent Consideration payable, the balance will be paid in cash



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FUNDING AND ENTITLEMENT OFFER

# Entitlement Offer Details

| | |
|---|---|
| **Offer Size and Structure** | ▪ Fully underwritten 1 for 3.08 pro rata accelerated non-renounceable entitlement offer of new ordinary Megaport shares ("New Shares") to raise A$827.3M ("Entitlement Offer")<br>▪ The Entitlement Offer consists of an offer to eligible institutional shareholders ("Institutional Entitlement Offer") and an offer to eligible retail shareholders ("Retail Entitlement Offer")<br>▪ Approximately 57.9M New Shares to be issued under the Entitlement Offer, representing approximately 32.5% of existing Megaport shares on issue |
| **Offer Price** | ▪ All shares under the Entitlement Offer will be issued at A$14.30 per New Share ("Offer Price"), representing a:<br>- 10.9% discount to the Theoretical Ex-Rights Price ("TERP")[1] per share; and<br>- 13.9% discount to the last closing price of A$16.61 on Monday, 1 June 2026 |
| **Institutional Entitlement Offer** | ▪ Institutional Entitlement Offer to be conducted by way of a bookbuild process that opens today and closes on Thursday, 4 June 2026<br>▪ Institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold at the Offer Price through an institutional bookbuild |
| **Retail Entitlement Offer** | ▪ The Retail Entitlement Offer is expected to open at 9:00am (Sydney time), Thursday, 11 June 2026 and close at 5:00pm (Sydney time) on Monday, 29 June 2026<br>▪ Only eligible retail shareholders with a registered address in Australia or New Zealand, as at 7:00pm (Sydney time) on Friday, 5 June 2026 ("Record Date") may participate in the Retail Entitlement Offer<br>▪ Under the Retail Entitlement Offer, eligible retail shareholders who take up their pro rata entitlement in full may also apply for additional New Shares up to a maximum of 50% of their entitlement (allocation of oversubscriptions subject to the overall level of participation in the Entitlement Offer and at the discretion of Megaport)<br>▪ Eligible Retail Shareholders should read the Retail Offer Booklet (which is expected to be available on 9:00am (Sydney time), Thursday, 11 June 2026) in its entirety, which will contain further information on the Retail Entitlement Offer (including eligibility requirements and the process to apply for New Shares) |
| **Underwriting** | ▪ The Entitlement Offer is fully underwritten subject to the terms and conditions of the Underwriting Agreement[2] |
| **Ranking** | ▪ New Shares issued under the Entitlement Offer will rank pari passu with existing shares from the date of issue |

1. TERP is the theoretical price at which New Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.
2. Refer to Appendix for a summary of the Underwriting Agreement.



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FUNDING AND ENTITLEMENT OFFER

# Entitlement Offer Details

| Event | Time/Date |
|---|---|
| Trading halt | Wednesday, 3 June 2026 |
| Announcement of Entitlement Offer and Institutional Entitlement Offer opens | Wednesday, 3 June 2026 |
| Announcement of results of Institutional Entitlement Offer | Friday, 5 June 2026 |
| Trading halt lifted and Megaport shares recommence trading | Friday, 5 June 2026 |
| Entitlement Offer Record Date | 7:00pm (Sydney time), Friday, 5 June 2026 |
| Retail Offer Booklet made available and Retail Entitlement Offer opens | 9:00am (Sydney time), Thursday, 11 June 2026 |
| Settlement of New Shares issued under the Institutional Entitlement Offer | Friday, 12 June 2026 |
| Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer | Monday, 15 June 2026 |
| Retail Entitlement Offer closes | 5:00pm (Sydney time), Monday, 29 June 2026 |
| Announcement of results of Retail Entitlement Offer | Thursday, 2 July 2026 |
| Settlement of New Shares issued under the Retail Entitlement Offer | Friday, 3 July 2026 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Monday, 6 July 2026 |
| Normal trading of new Shares issued under the Retail Entitlement Offer | Tuesday, 7 July 2026 |

Note: all dates and times refer to Sydney, Australia times. The timetable is indicative only and may change. Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice, subject to the Corporations Act, ASX Listing Rules and other applicable laws.



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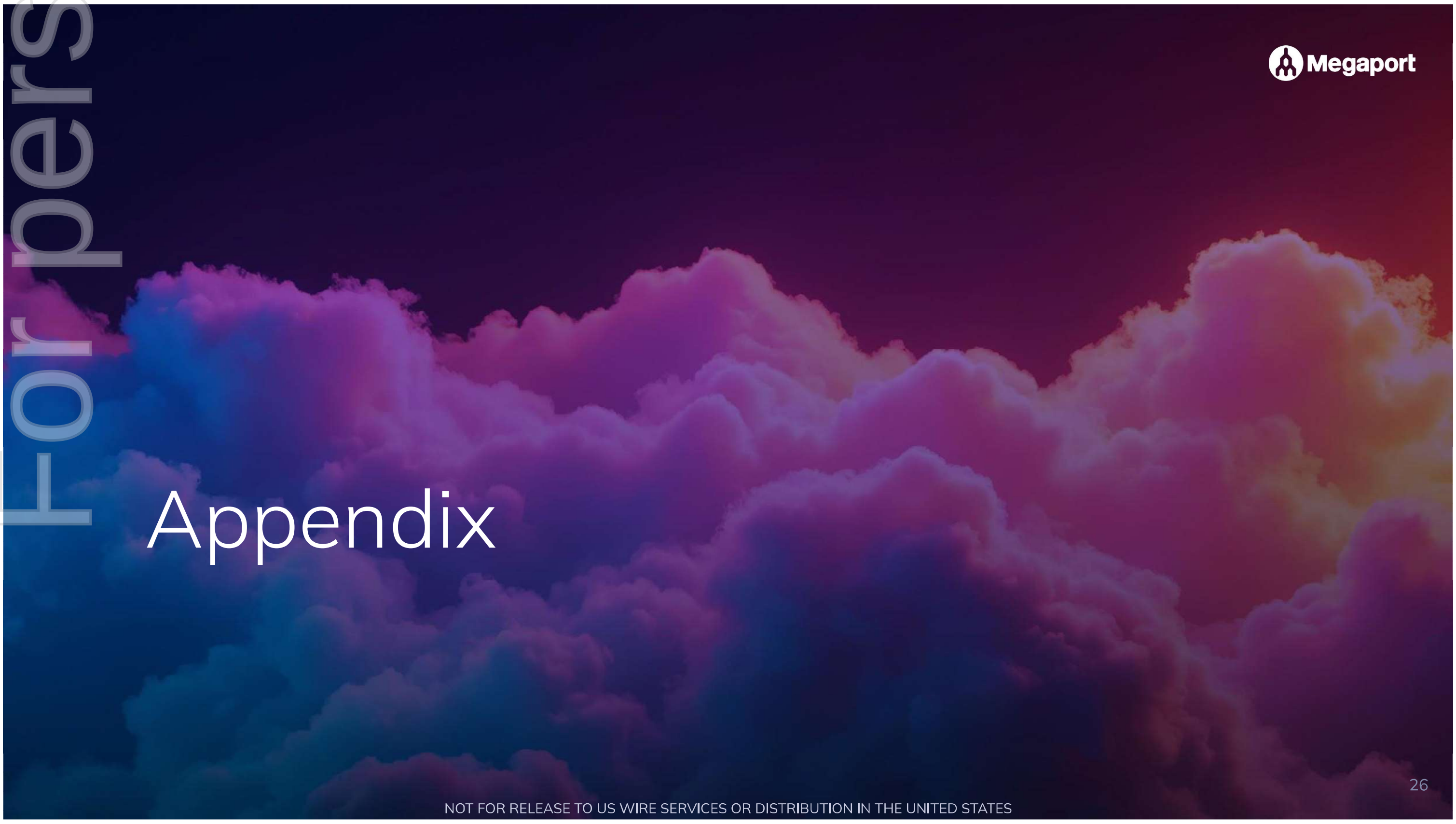


# Appendix



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APPENDIX

## Key Risks (1 of 10)

**1 Introduction**

This section describes some of the potential risks associated with an investment in Megaport. An investment in Megaport is subject to risks specific to Megaport and its business and is also subject to general risks. Each of these risks could, if they eventuate, have a material adverse impact on Megaport's business, financial position, operating and financial performance and the value of fully paid ordinary shares in the capital of Megaport (Shares), including the Shares to be issued under the accelerated non-renounceable pro rata entitlement offer (Entitlement Offer). Many of the circumstances giving rise to these risks are beyond the control of Megaport and its directors and management.

You should note that the risks described in this section are not the only risks faced by Megaport. Additional risks also have the potential to have a material adverse effect on Megaport's business, financial position, operating and financial performance and the value of Shares. Before deciding whether to invest in Megaport, you should consider publicly available information on Megaport, read this Presentation carefully and in its entirety, and satisfy yourself that you have a sufficient understanding of the actual and potential risks associated with such an investment. You should consider whether an investment in Megaport is suitable for you having regard to your personal circumstances, investment objectives, financial situation, tax position and particular needs. If you do not understand any part of this Presentation or are in any doubt as to whether to invest in Megaport, you should seek professional advice from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser.

References to Megaport in the risk factors below include each member of the Megaport group (unless the context requires otherwise).



APPENDIX

## Key Risks (2 of 10)

**2 Risks relating to Megaport and its business**

| Risk | Summary |
|---|---|
| Breach of information security | Megaport is exposed to the risk of a material breach of information security that could result in disruption of customer/network services, reputational damage, loss of customers and revenue, fines, or other sanctions that could materially adversely affect Megaport's future financial performance and financial position and require the business to incur additional compliance costs.<br>An example would include unauthorised access to Megaport's systems, processes and/or infrastructure that compromises the accuracy and availability of production and/or customer data and systems or disclosure of confidential information. This could result in loss of control over the integrity or availability of Megaport's network service (product) or supporting infrastructure/systems, or inadvertent disclosure of sensitive or personally identifiable information. |
| Major network, hardware or software failure | Megaport is reliant on infrastructure and technology, some of which is supplied by third parties, to provide its services. There is a risk that Megaport suffers a major outage or service interruption resulting from a network, hardware or software failure. Megaport may be unable to deliver services as a result of numerous factors, including human error, power loss, improper maintenance by entities not related to Megaport, physical or electronic security breaches, fire, earthquake, hurricane, flood, pandemic and other natural disasters, water damage, intentional damage to the networks from vandalism, accidental damage to the networks from civil works, war, terrorism and related conflicts or similar events worldwide. |
| Competitive landscape | Megaport operates in a competitive landscape alongside several other service providers with competing technologies, network reach and capabilities, product and service offerings, and geographic presence. Megaport may face increased competition from existing telcos and data centre operators (DCOs), and new entrants to the compute, network and storage markets who may have significant advantages including greater name recognition, longer operating history, existing market presence in similar or adjacent markets, lower operating costs, pre-existing relationships with current or potential customers, an ability to bundle with existing products and services, and greater financial, marketing and other resources. In an industry that is continually evolving, there is also a risk that Megaport's first mover advantage is eroded by the development of new technology, innovation or a connectivity solution that supersedes or disrupts Megaport's software defined networking (SDN) solution. This could include increased competition from the SDN solutions for enterprise customers being rolled out by data centre operators, from telecommunications service providers, or the development of a direct connect solution by the cloud service providers that reduces demand for Megaport's services. In addition, Megaport also competes with a number of emerging players that are utilising SDNs to offer similar compute, network and storage services.<br>If competitor product and service offerings are perceived to be superior to Megaport's, or competitors are able to offer better value or more flexible or efficient connection than Megaport, Megaport may lose existing or potential new customers, incur additional costs to improve its network and/or portal, or be forced to reduce prices. Megaport may also find that it is unable to gain access to or continue accessing key data centres (or to do so on commercial terms), or secure capacity from infrastructure providers to connect its network (or to do so on commercial terms). |

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## Key Risks (3 of 10)

| | |
|---|---|
| **Regulatory compliance** | Megaport currently has operations in Australia, Brazil, Bulgaria, Canada, Finland, France, Germany, Hong Kong, India, Ireland, Japan, Luxembourg, Netherlands, New Zealand, Mexico, Singapore, Sweden, Switzerland, United Kingdom, and USA. Businesses that operate across multiple jurisdictions, such as Megaport, face additional complexities from the unique business requirements in each jurisdiction including complying with a complex range of laws and regulations across each jurisdiction in which it operates. Regulatory areas which are of particular significance to Megaport include laws governing telecommunications and related sectors, information security, critical infrastructure, AI and machine learning, data protection, privacy, employment and labour, occupational health and safety, property and environmental, customs and international trade, competition and taxation. Megaport must also comply with applicable anti-bribery and anti-corruption laws and regulations in each jurisdiction in which it operates, including in developing countries where the risk of infringement of anti-bribery and anti-corruption laws may be higher.<br>The global nature of Megaport's operations and the significant and complex range of laws and regulations that it must comply with, gives rise to significant compliance requirements and costs for Megaport including requirements to hold certain licences or submit a notification to the relevant regulator, report annually and pay associated fees. In addition, although Megaport has implemented policies, procedures and controls designed to promote compliance with applicable laws and regulations, there can be no assurance that such measures will be effective. Changes to laws or regulations, or their interpretation and application, can also be unpredictable and outside of Megaport's control, and Megaport may be required to changes or cease certain business activities to comply with such changes in the future. Failure to comply with laws and regulation could result in a loss of licence to operate, financial loss, personal liability for executives, reputational damage, loss of customers, and other sanctions that could materially adversely affect Megaport's future financial performance and position and require the business to incur additional compliance costs. |
| **Exchange rate movements** | Megaport's global operations, sales in an expanding list of countries and markets, purchases of network equipment from overseas suppliers, and provision of services in international jurisdictions mean that it is exposed to potentially adverse movements in exchange rates. This means that exchange rate movements, particularly the AUD/USD and AUD/EUR, may have an adverse impact on Megaport's financial performance and position. |





## Key Risks (4 of 10)

| | |
|---|---|
| **Ability to attract and retain employees** | Megaport depends on the skills and experience of its staff and employees, particularly in certain key positions. With a relatively small number of geographically dispersed employees for a global company, it is essential that appropriately skilled staff be available in sufficient numbers to support Megaport business. Megaport requires staff to have a variety of skills and expertise, some of which may be considered niche specialties in which there are limited practitioners available for recruitment. While Megaport has initiatives to mitigate this risk, particularly, focusing roles in the most efficient geographical location possible, the loss of staff in key positions may have a negative impact on Megaport. The loss of key staff to a competitor may amplify this impact.<br>Megaport's business is dependent on attracting and retaining quality employees. Megaport's ability to meet its labour needs while controlling costs associated with hiring and training new employees is subject to external factors such as unemployment rates, market rates for talent, prevailing wage legislation and changing demographics in its operating markets as well as other factors such as Megaport's brand and reputation as an "employer of choice". Changes that adversely impact Megaport's ability to attract and retain quality employees could materially adversely affect Megaport's future financial performance and position. |
| **Counterparty obligations** | Megaport relies on third parties, such as customers, suppliers, landlords, contractors, financial institutions, intellectual property licensors, technology alliance partners, resellers (strategic partners), joint venture partners, and other counterparties to operate its business across a large number of countries. Megaport is exposed to counterparty risks in respect of its relationships with each of these parties. Whilst Megaport seeks to deal with reputable and highly creditworthy counterparties where possible, this may fail to mitigate the risk of damage to Megaport's business, financial performance and position or reputation from its relationship with one or more of these counterparties. In particular, since acquiring Latitude, Megaport has been entering into a greater number of longer term "take or pay" revenue generating contracts. Should a counterparty to longer-term contracts default in their obligations there may be substantial costs for Megaport that may not always be recoverable (including due to the insolvency of counterparties).<br>Where contracts are in place, some third parties may not be willing or able to perform their obligations to Megaport. Periods of economic uncertainty increase the risk of defaults by counterparties. If one or more key counterparties default on their obligations to Megaport or encounter financial difficulties, this would have an adverse effect on Megaport's future financial performance and position. Even where counterparties perform their contractual obligations, the relevant agreements may have insufficient protections for Megaport. |
| **Funding and capital** | Megaport's continued growth relies on the development of new products, new markets, new locations, customer acquisition, retention investment, ongoing maintenance of existing infrastructure and software platforms, and investment in new revenue opportunities including the provision of compute infrastructure, power and data centre capacity. In particular, Megaport may be required to commit significant upfront capital to access new revenue opportunities, including entering into take-or-pay or similar contractual commitments to procure compute infrastructure, secure data centre capacity, and fund associated power and operational costs. Megaport may need to access additional capital to fund these and any future strategic initiatives. Failure to obtain capital on favourable terms, or at all, may hinder Megaport's ability to expand and pursue growth opportunities, which may reduce its competitiveness (including due to losing equipment to competitors) and have an adverse effect on the financial performance, financial position and growth prospects of Megaport., if Megaport cannot source equipment in a timely manner, customers may move to an alternative provider who can, which could adversely affect Megaport's competitive position, customer acquisition and revenue growth. |

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# Key Risks (5 of 10)

| | |
|---|---|
| **Privacy breach** | Megaport operates across multiple jurisdictions, each with their own privacy and data protection requirements. Failure to comply with global privacy regulatory requirements could result in reputational damage, loss of customers and revenue, fines and legal costs, personal liability for executives, increased regulatory scrutiny, operational disruptions, and other sanctions that could materially adversely affect Megaport's future financial performance and position and require the business to incur additional compliance costs. |
| **Protection of intellectual property** | Megaport's ability to leverage the value of network-as-a-service and SDN technology depends on its ability to secure ownership of and protect its intellectual property (IP) including any improvements to existing IP. The IP may not be capable of being legally protected or Megaport may incur substantial costs in asserting or defending its IP rights. Megaport's IP may also be lost, stolen or compromised as a result of an unauthorised electronic security breach. |
| **Risk of major global economic downturn** | Megaport operates in numerous countries and is therefore exposed to the flow-on effects of macroeconomic trends globally. As a result, there is a risk that a major global economic downturn could lead to slower sales of ports and services, pressure on pricing and/or potential increased customer churn resulting in a slowdown in revenue growth, failure to deliver on core metrics, and downgrades to Megaport's earnings outlook. It could also heighten the risk of potential interruption to data centre access for service support and the risk that the equipment the Megaport needs installed may be delayed. |
| **Loss of revenue due to churn** | In some areas of its business, Megaport offers flexible connectivity arrangements to a number of customers without a requirement for customers to sign up to long-term (or medium-term) contracts, which could see customers decommission services in large numbers at short notice or disconnect altogether without penalty. This is a particular risk should Megaport suffer a material increase in network outages or impact to its reputation, raising doubt about its reliability as a service provider. |
| **Reliance on renewal of key contracts and key suppliers** | There is a risk that Megaport is unable to negotiate, re-negotiate, or extend key contracts due to expire in the next 12 to 24 months. Megaport has some data centre operator co-location leases which are due for renewal in the next 12 months. This is normal industry practice as some contracts are less than 3 years and others are greater than 3 years. Each data centre operator has different terms and conditions in each jurisdiction, and almost all data centres operate a 'carrier neutral' policy.<br>In addition, Megaport's reliance on certain vendors and providers for data centres and networks could leave it vulnerable to service and revenue disruptions should these vendors cease to operate or be forced to suspend operations or if they suffer a major outage or service interruption (see risk above titled "Major network, hardware or software failure"). Consolidation in the industry can also result in Megaport being over-reliant on certain vendors. To the extent that Megaport's strategy involves the procurement and deployment of compute infrastructure (including GPUs and associated hardware), Megaport will be reliant on a limited number of key hardware suppliers for the provision of that equipment. If any of these supplier relationships were to deteriorate, or if key supply contracts are not renewed or are terminated, Megaport may be unable to procure the equipment necessary to meet its customer obligations. Replacement suppliers may not be available on comparable terms or within required timeframes, which could adversely affect Megaport's ability to deliver services, meet customer demand and execute its growth strategy. |



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# Key Risks (6 of 10)

| | |
|---|---|
| **Supply chain disruptions** | Megaport relies on third-party manufacturers for critical operational equipment, including compute infrastructure, storage systems and ancillary hardware. The production of this equipment depends on the availability of key commodities and components, notably semiconductors, and is subject to disruption from geopolitical instability, trade restrictions (including tariffs, export controls and import quotas), logistics constraints, labour shortages, energy price volatility and natural events. Where manufacturers are located outside the jurisdictions in which the Company operates, these risks are heightened by the Company's dependence on international shipping and cross-border regulatory frameworks.<br>Should suppliers be unable or unwilling to fulfil orders - whether due to global demand exceeding capacity, component shortages (including chip shortages, which is a present feature of the industry), insolvency, change of control or regulatory intervention - the Company may face delays in receiving equipment which could impair operational performance and hinder expansion plans. Any failure to procure the equipment necessary to meet its customer obligations would cause Megaport to lose the ability to be paid for the supply to the extent it is unable to deliver that supply (which could adversely impact Megaport's ability to achieve the maximum TCV for the affected contract).<br>The Company may also face significant increases in costs of acquiring equipment due to supply shortages and other factors such as inflationary pressures, tariffs, trade restrictions, energy costs or other market factors, which may render certain equipment uneconomic or prohibitively expensive for the Company to acquire on commercially acceptable terms. The Company may also be unable to pass through all or a sufficient portion of such increased costs to customers, whether due to contractual constraints, competitive pressures or prevailing market conditions. A significant increase in cost of equipment could therefore have an adversely affect on Megaport's ability to deliver services, meet customer demand and execute its growth strategy.<br>Furthermore, disruptions affecting the Company's electricity suppliers or colocation data centre providers may constrain the power available to the Company's facilities, limiting current operations and future growth. Increased energy costs arising from such disruptions, if not recoverable from customers, could compress operating margins. This could also have a material adverse effect on the Company's business, financial condition, results of operations and prospects. |



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APPENDIX

## Key Risks (7 of 10)

| | |
|---|---|
| **Climate change and sustainability disclosures** | Megaport considers the strategic and financial impacts of climate change across its operations and supply chains. Whilst not presently considered an immediate material risk for Megaport with its current operations, Megaport's operations rely on third party suppliers such as DCOs, a highly energy-dependent industry. Environmental, social and governance policies are becoming increasingly important for investors, customers, regulators and other business stakeholders and may impact future business prospects. Megaport is also at risk of increased operating costs as third parties in its supply chain pass on their costs for addressing environmental risks. As data centre operators, energy providers, and hardware suppliers respond to rising energy prices, carbon pricing, and sustainability regulations, these suppliers may pass through higher costs for renewable energy, climate resilience, or compliance measures. Such pass-through costs are largely outside of Megaport's control and could increase operating expenses and reduce margins and reduce overall financial performance.<br>To the extent that Megaport's strategy involves increased reliance on compute infrastructure and data centre capacity, its exposure to energy costs and climate-related risks may be heightened. |
| **Contractual commitment risk** | Megaport's growth strategy may involve entering into long-term contractual commitments, including take-or-pay or similar arrangements, to secure access to compute infrastructure, data centre capacity and power supply necessary to deliver services to its customers. These arrangements typically require significant upfront capital expenditure and ongoing financial commitments regardless of the level of customer demand ultimately achieved.<br>If a customer contract underpinning such arrangements is terminated, not renewed, or if customer demand does not materialise as expected, Megaport may be unable to recover the costs already incurred or committed under those arrangements. This creates a mismatch between committed expenditure and revenue which could adversely affect Megaport's profitability, cash flow, and financial position. In addition, Megaport's ability to manage, renegotiate or exit such commitments may be limited by the terms of the relevant contracts, and any early termination may trigger significant break costs or penalties. |
| **Financial indebtedness** | Megaport has debt facilities in place which expose it to risks associated with financial indebtedness. There is a risk that Megaport may be unable to refinance its existing debt facilities on acceptable terms or at all when they mature. Megaport's debt facilities contain financial covenants and other conditions, and a breach of these covenants could result in the acceleration of amounts owing under those facilities, enforcement of security, restrictions on Megaport's operations, or cross-default under other financing arrangements.<br>In addition, movements in interest rates may increase Megaport's cost of borrowing and adversely affect financial performance. Megaport's level of indebtedness and its debt service obligations could also limit its ability to obtain additional financing in the future, reduce operational flexibility, and affect its credit profile and the market's perception of its financial position. |



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APPENDIX

## Key Risks (8 of 10)

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| **Inability to secure debt** | Megaport's existing debt facilities and operating cash flows may not be sufficient to fund its ongoing operational and capital requirements including in the circumstances described in risk entitled "Funding and Capital" above. The Company may seek to satisfy its funding requirements under existing debt facilities or by entering into new financing arrangements, particularly where equity financing is unavailable on commercially acceptable terms or within the timeframe required by the Company. There can be no assurance that such debt financing will be available on commercially acceptable terms, or at all. Further, any increase in existing debt facilities or entry into new financing arrangements may increase the risks described in the risk entitled "Financial Indebtedness" above, including increased debt servicing obligations, restrictive covenants, and reduced financial flexibility. |
| **Underwriting risk** | Megaport has entered into an underwriting agreement with Merrill Lynch Equities (Australia) Limited and UBS Securities Australia Limited (together, the Underwriters) (Underwriting Agreement) pursuant to which the Underwriters have agreed to underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain customary termination events occur, the Underwriters may terminate the Underwriting Agreement (see the Summary of the Underwriting Agreement section of this Appendix for a summary of those events). Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Entitlement Offer, which could affect Megaport's ability to fund its strategic initiatives, including the capital expenditure associated with entering into new customer contracts. |
| **Integration risk** | Megaport completed the acquisition of Latitude.sh on 27 November 2025. The realisation of the benefits of the acquisition will depend on the successful integration of Latitude's business into Megaport's operations, which is still continuing. There is a risk that the ongoing integration of Latitude may be more complex than currently anticipated, encounter unexpected challenges or issues, take longer than expected, divert management's attention away from other areas of the Megaport business, or not deliver the expected benefits. This may adversely affect Megaport's future operating and financial performance. |
| **Technology obsolescence and accelerated depreciation** | To the extent that Megaport invests in compute hardware (including GPUs and related infrastructure) as part of its growth strategy, there is a risk that such hardware may depreciate at a faster rate than anticipated or be rendered obsolete by superior technology, new product releases or evolving industry standards. The market for high-performance computing infrastructure is characterised by rapid technological change and frequent product introductions. If hardware deployed by Megaport becomes less competitive or obsolete, Megaport may be required to make significant additional capital outlays to replace or upgrade its fleet, or may need to re-contract at materially lower rates, which could negatively impact Megaport's financial position and performance. In addition, sentiment around AI and compute demand may change which could also negatively impact Megaport's financial position and performance. |



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## Key Risks (9 of 10)

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| **GPU Pool Indicative Metrics** | The Payback Target represents the estimated period (in months) required for cumulative EBITDA generated by the GPU Pool, once fully deployed and ramped, to exceed the associated investment capex. For this purpose, monthly EBITDA is calculated based on assumptions regarding GPU hourly pricing, utilisation rates and operating costs.<br>The Payback Target is based on a number of internal assumptions that may prove to be incorrect. Actual results may differ due to various factors, including lower-than-expected utilisation, reductions in GPU rental rates resulting from increased supply, competition or efficiency gains, higher operating costs, technological advances that reduce compute demand, or the adoption of alternative chip architectures that reduce demand for GPUs. If these assumptions are inaccurate, the actual payback period may be longer than the Payback Target. |

### 3 General investment risks

| Risk | Summary |
|---|---|
| **Price of Shares** | Megaport shares are traded on ASX, and the price at which they trade could be affected by a range of factors including movements in local and international stock markets, prevailing domestic and international economic conditions, exchange rates, investor sentiment and interest rates. In addition, the prices of a listed entity's securities are affected by factors that might be unrelated to its operating performance, such as general market sentiment. |
| **Shareholder dilution** | Megaport may in the future elect to issue Shares (or securities or debt convertible into Shares) or engage in fundraisings, including to fund acquisitions or growth initiatives that Megaport may pursue. While Megaport will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period (other than with shareholder approval or where exceptions apply), shareholders may be diluted as a result of such issues of Shares and fundraisings to the extent that such shareholders do not subscribe to additional equity or are otherwise not invited to subscribe in additional equity. Ineligible shareholders will be diluted by the issue of Shares under the Entitlement Offer. Eligible shareholders should note that if they do not participate in the Entitlement Offer, then they will also be diluted. |





## Key Risks (10 of 10)

| | |
|---|---|
| **Liquidity risk** | Once the Shares are quoted on the ASX, there can be no guarantee of an active trading market for Shares or that the price of the Shares will increase. There may be relatively few potential buyers or sellers of Shares on the ASX at any one time, which may make it difficult for investors to sell their Shares. If illiquidity arises, there is a risk that shareholders may be unable to realise their investment in Megaport.<br>Lower volumes of trading in Shares may increase the volatility of the market price of the Shares as, in such situations, significant price movement can be caused by trading a relatively small number of Shares. It may also affect the prevailing market price at which shareholders are able to sell their Shares and result in shareholders receiving a market price for their Shares that is less than the price that shareholders paid.<br>In addition, directors, executive officers, employees and other significant shareholders may sell Shares from time to time for a variety of reasons, including to satisfy tax obligations, for financial planning purposes, portfolio diversification or other reasons unrelated to Megaport's operational performance or prospects. Actual or anticipated sales of a substantial number of Shares by these persons, or the perception that such sales may occur, may increase volatility in, and adversely affect, the market price of Megaport's Shares. Additionally, due to upcoming tax obligations, Michael Reid may enter into share financing arrangements in the near term to finance these tax obligations. |
| **Changes in tax law and accounting standards** | Changes in tax law, or changes in the way taxation laws are interpreted may impact Megaport's tax liabilities or the tax treatment of a shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Shares involves tax considerations that may differ for each shareholder. Each prospective shareholder is encouraged to seek professional tax advice in connection with any investment in Megaport.<br>Megaport is also exposed to the risk that relevant accounting standards may change. This may have a negative effect on Megaport, its reported earnings, or financial position from time to time. |

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## International Offer Restrictions (1 of 2)

This document does not constitute an offer of new ordinary shares (**"New Shares"**) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Bermuda

This document may be distributed, and the New Shares may be offered and sold, only from outside Bermuda to institutional and professional investors in Bermuda. No offer or invitation to subscribe for New Shares may be made to the public in Bermuda or in any manner that would constitute engaging in business in or from within Bermuda. In addition, no invitation is being made to persons resident in Bermuda for exchange control purposes to subscribe for New Shares.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the **"Provinces"**), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to investors that are both (i) "accredited investors" (as defined in National Instrument 45-106 – Prospectus Exemptions) and (ii) "permitted clients" (as defined in National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations).

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

Cayman Islands

This document may be distributed, and the New Shares may be offered and sold, only from outside the Cayman Islands to institutional and professional investors in the Cayman Islands. No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands or in any manner that would constitute carrying on business in the Cayman Islands.

European Union (excluding Austria)

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **"Prospectus Regulation"**).
In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **"SFO"**). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **"FMC Act"**).

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.





## International Offer Restrictions (2 of 2)

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **"SFA"**) or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.
Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (**FINMA**).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Shares may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Shares have been approved by the Securities and Commodities Authority (**"SCA"**) or any other authority in the UAE.

No marketing of the New Shares has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE. This document may be distributed in the UAE only to "professional investors" (as defined in the SCA Board of Directors' Decision No.13/RM of 2021, as amended).

No offer of New Shares will be made to, and no subscription for New Shares will be permitted from, any person in the Abu Dhabi Global Market or the Dubai International Financial Centre.

United Kingdom

This document has not been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of Regulation 21 of The Public Offers and Admissions to Trading Regulations 2024 (**"POATRs"**)) has been published or is required to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of paragraph 2 of Schedule 1 to the POATRs) in the United Kingdom. The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document except pursuant to an exemption from the general prohibition on offers of relevant securities to the public in the United Kingdom. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended (**"FSMA"**)) received in connection with the offer or sale of the New Shares has been, and only will be, communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**"FPO"**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (**"relevant persons"**). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Shares may be offered and sold in the United States only to:

- "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organised or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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APPENDIX

# Summary of the Underwriting Agreement (1 of 4)

Megaport has entered into an underwriting agreement with the Joint Lead Managers (Underwriting Agreement) pursuant to which the Joint Lead Managers have been appointed to act as joint lead managers, bookrunners and underwriters of the Entitlement Offer and have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the Underwriting Agreement.

**Conditions precedent and termination events**

The obligations of the Joint Lead Managers under the Underwriting Agreement, including to manage and underwrite the Entitlement Offer, are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement that are customary for a transaction of this nature. If those conditions are not satisfied or certain events occur (some of which are subject to materiality), the Joint Lead Managers may terminate the Underwriting Agreement.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

a) there are certain delays in the timetable for the Entitlement Offer without the Joint Lead Managers' consent (not to be unreasonably withheld);
b) Megaport withdraws the Entitlement Offer or any aspect of it;
c) the certificate which is required to be furnished by Megaport under the Underwriting Agreement is not furnished when required;
d) any material adverse change or effect occurs, or an event occurs which is likely to give rise to a material adverse change or effect, in the condition (financial or otherwise), assets, earnings, business, affairs, liabilities, financial position or performance, results of operations, profits, losses or prospects of the Megaport group from that existing at the date of the Underwriting Agreement;
e) Megaport is unable to or will not be able to issue the Institutional Entitlement Offer shares on the Institutional Entitlement Offer allotment date or the Retail Entitlement Offer shares on the Retail Entitlement Offer allotment date;
f) other than as permitted in the Underwriting Agreement, Megaport alters its capital structure or its constitution without the prior consent of the Joint Lead Managers;
g) a statement contained in the Entitlement Offer documents is or becomes misleading or deceptive in a material respect (including by omission) or likely to mislead or deceive in a material respect, or the Entitlement Offer documents omit any material information they are required to contain;



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APPENDIX

# Summary of the Underwriting Agreement (2 of 4)

h) a change in the position of the Chief Executive Officer, Chief Financial Officer or the board of directors of Megaport occurs or is announced;
i) a Megaport group company is or becomes insolvent, or a circumstance arises in consequence of which the Megaport group company may cease to be solvent or able to pay its debts as and when they fall due, or any liquidator, provisional liquidator, administrator, receiver, receiver and manager or other similar official is appointed in relation to it or any of its assets;
j) there is an event or occurrence which makes it illegal for the Joint Lead Managers to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Entitlement Offer;
k) ASIC issues, or threatens to issue, proceedings or commences any inquiry or investigation in relation to the Entitlement Offer or Megaport that is market sensitive information and is required to be disclosed by Megaport under ASX Listing Rule 3.1;
l) the ASX makes any official statement to any person, or indicates to Megaport, or the Joint Lead Managers that Megaport shares will be suspended from quotation, Megaport will be removed from the official list or that quotation of all of the (i) Institutional Entitlement Offer shares will not be granted by the ASX or such approval has not been given before 12.00pm on the Institutional Entitlement Offer settlement date; or (ii) Retail Entitlement Offer shares will not be granted by the ASX or such approval has not been given before 12.00pm on the Retail Entitlement Offer allotment date, or such suspension from quotation occurs;
m) any regulatory body commences any public action against any director or member of Megaport's executive leadership team in his or her capacity as such or announces that it intends to take any such action or such person is charged with an indictable offence or is disqualified from managing a corporation under the *Corporations Act 2001* (Cth) (Corporations Act);
n) Megaport or any of its directors or members of Megaport's executive leadership team engages in any fraudulent conduct or activity whether or not in connection with the Entitlement Offer;
o) * Megaport is in breach of the Underwriting Agreement or any of Megaport's representations or warranties in the Underwriting Agreement is not true or correct when made or taken to be made;
p) * there is an omission from or misstatement relating to the completed due diligence questionnaire provided by Megaport or any other information supplied by or on behalf of Megaport to the Joint Lead Managers for the purpose of due diligence inquiries in relation to the Entitlement Offer;



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APPENDIX

## Summary of the Underwriting Agreement (3 of 4)

q) * the certificate which is required to be furnished by Megaport under the Underwriting Agreement is not true or is not correct;

r) * any one of the following occurs:

a) hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, Ukraine, Israel, the United States, any member of the European Union, Hong Kong, South Korea, Russia, Brazil or the People's Republic of China, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, or political establishment of any of these countries elsewhere in the world; or

b) in relation to the existing hostilities between Russia and Ukraine and the existing hostilities involving Israel in the Gaza region, a major escalation in existing hostilities will only be taken to occur where chemical, biological or nuclear weapons are used in that conflict, or the military of any member state of the North Atlantic Treaty Organization who is not already involved in the conflict becomes directly involved in that conflict;

s) * there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority including Takeovers Panel and ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is likely to prohibit or otherwise adversely affect the Entitlement Offer, capital issues or stock markets; or

t) * any of the following occurs:

a) a general moratorium on commercial banking activities in Australia, the United States or the United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or

b) trading in all securities quoted or listed on ASX, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading.

In relation to those events above marked with an asterisk (*), a Joint Lead Manager may not terminate the Underwriting Agreement unless it has reasonable and bona fide grounds to believe and does believe that the event (i) has or is likely to have, a material adverse effect on the success, marketing or settlement of the Entitlement Offer, outcome of the Entitlement Offer or the likely trading price of the Shares; or (ii) leads or is likely to lead to a contravention by, or liability of, the Joint Lead Manager of the Corporations Act or any other applicable law.



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APPENDIX

## Summary of the Underwriting Agreement (4 of 4)

**Representations, warranties and undertakings**

Megaport gives customary representations and warranties in connection with (among other things) the Entitlement Offer. Megaport gives customary undertakings to the Joint Lead Managers, including that (subject to certain exceptions) it will not issue further equity securities for a period of time following completion of the Entitlement Offer.

**Indemnity and release**

Subject to certain exceptions, Megaport has agreed to indemnify the Joint Lead Managers and certain related persons (each an Indemnified Person) against all claims, losses, liabilities, expenses, damages and costs that any Indemnified Person may sustain or incur arising out of or in connection with the Entitlement Offer, the Entitlement Offer documents, the Underwriting Agreement or the appointment of the Joint Lead Managers pursuant to the Underwriting Agreement.

Megaport also releases each Indemnified Person against claims made by Megaport in relation to the Entitlement Offer or the Underwriting Agreement, except to the extent of certain agreed carve outs related to the Joint Lead Managers' culpability for the loss.

**Joint Lead Managers' fees**

The Joint Lead Managers will be paid underwriting and management fees of an agreed percentage of the proceeds of the Entitlement Offer (which is disclosed in the Appendix 3B released to ASX on the date of this Presentation). Megaport must also reimburse the Joint Lead Managers for certain expenses (including legal expenses) incurred in connection with their role as underwriters.



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APPENDIX

# Glossary (1 of 3)

| Term | Definition |
|---|---|
| Annual Recurring Revenue or ARR - Network | Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue. |
| Annual Recurring Revenue or ARR - Compute | Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue. |
| Compute (Division) | Compute refers only to the contribution of Latitude.sh (which was acquired in November 2025) to the Megaport Group. |
| Constant Currency | Fixed exchange rate that eliminates fluctuations when calculating financial performance figures. |
| Contingent Consideration | Latitude sh eligible for up to US$150 million of Contingent Consideration where outperformance revenue targets are achieved and integration milestones are satisfied.<br><br>The Contingent Consideration is comprised of up to US$100 million of Performance Payments and a US$50 million Integration Payment. Megaport can elect to pay the Contingent Consideration in any combination of cash and Megaport Shares at its sole election.<br><br>Refer to the announcement "Equity Raising Presentation" released to the ASX market announcements platform on 11 November 2025 for further details. |
| DC | Data Centre |
| CY | Year ending 31 December |
| EBITDA | Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses. This is a non-IFRS financial measure. |
| Edge | Network infrastructure placed close to end users, devices, or data sources to reduce latency. |



APPENDIX

# Glossary (2 of 3)

| Term | Definition |
|---|---|
| Entitlement Offer | The Institutional Entitlement Offer and the Retail Entitlement Offer. |
| FY | Year ending 30 June |
| Group | Refers to the combination of the pre-existing Megaport Network business, Latitude.sh, and Extreme IX. |
| Inference | Using a trained AI model to generate outputs. |
| Joint Lead Managers | The underwriters, joint lead managers and bookrunners to the Entitlement Offer. |
| Net Revenue Retention or NRR - by logo | Net Revenue Retention ('NRR') - Logo is the percentage of revenue retained from existing customer logos after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period. |
| Network (Division) | Network refers to Megaport's pre-existing NaaS business and does not include any contribution from the acquisition of Latitude.sh. |
| New Shares | Shares to be allotted and issued under the Entitlement Offer. |
| n.m | n.m. = not meaningful |
| Payback | Payback refers to months required for cumulative EBITDA to exceed initial GPU server capex |
| Pro Forma | Presents results as if a transaction, event, or assumption had occurred as at 31 Dec 2025, to show its estimated impact on the business. |
| Record Date | 7:00pm (Sydney time) on Friday, 5 June 2026 |

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APPENDIX

# Glossary (3 of 3)

| Term | Definition |
|---|---|
| Retail Offer Booklet | Booklet containing further details about the Retail Entitlement Offer, which Megaport expects to lodge with the ASX on 9:00am (Sydney Time) Thursday, 11 June 2026. |
| SKU | Stock Keeping Unit |
| Sovereign AI | AI solutions designed to keep data, infrastructure, processing, and governance within specified jurisdictional, regulatory, or customer-controlled boundaries. |
| TERP | Theoretical Ex-Rights Price |
| TCV | Total Contract Value |



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ASX RELEASE
5 June 2026

# Megaport Successfully Completes Institutional Entitlement Offer

Megaport Limited (**Megaport** or the **Company**) (**ASX: MP1**), is pleased to announce the successful completion of the institutional component (the **Institutional Entitlement Offer**) of its A$827.3M fully underwritten[1] 1 for 3.08 pro rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) (the **Entitlement Offer**), conducted at an offer price of A$14.30 per New Share (the **Offer Price**).

The Institutional Entitlement Offer raised gross proceeds of approximately A$518M and will result in the issue of approximately 36.2M New Shares[2].

The Institutional Entitlement Offer attracted strong demand from Megaport's eligible institutional shareholders, with a take-up rate of approximately 99%. The balance of approximately 1% was allocated to eligible institutional shareholders who bid for New Shares over their entitlements.

"This exceptional outcome reflects the strong support of our institutional shareholders and their confidence in our strategy," said Michael Reid, Chief Executive Officer of Megaport. "By combining Megaport's global footprint of more than 1,100 data centres in 31 countries with Latitude.sh's platform capabilities, we are building a Globally-Distributed AI Inference Cloud designed to support AI at global scale. We now look forward to our retail shareholders having the same opportunity to participate on a pro rata basis. We're just getting started. Game on!"

New Shares to be issued under the Entitlement Offer will rank equally with existing shares on issue. New Shares to be issued under the Institutional Entitlement Offer are expected to commence trading on Monday, 15 June 2026.

Megaport shares will recommence trading from market open today.

[1] A summary of the Underwriting Agreement is set out in the appendix of Megaport's presentation "Creation of GPU Pool, New Contracts, and Entitlement Offer" released to the ASX market announcements platform on 3 June 2026.
[2] Current as at Friday, 5 June 2026 and is subject to final reconciliations being determined under the Institutional Entitlement Offer.

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## RETAIL ENTITLEMENT OFFER

The fully underwritten retail component of the Entitlement Offer (**Retail Entitlement Offer**) is expected to raise approximately A$309M.

The Retail Entitlement Offer is expected to open at 9:00am (Sydney time), Thursday, 11 June 2026 and close at 5:00pm (Sydney time) on Monday, 29 June 2026.

Only eligible retail shareholders with a registered address in Australia or New Zealand, as at Record Date may participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer noted above. Eligible retail shareholders will also be given the opportunity to take up all, part or none of their entitlement.

Under the Retail Entitlement Offer, eligible retail shareholders who take up their pro rata entitlement in full may also apply for additional New Shares up to a maximum of 50% of their entitlement (**Additional New Shares**). Additional New Shares will only be available where there is a shortfall between applications received from eligible retail shareholders in respect of their entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. There is no guarantee that a participant will receive any Additional New Shares. Megaport and the Joint Lead Managers retain the discretion to scale back application for Additional New Shares.

Further details about the Retail Entitlement Offer (including the eligibility criteria, how to participate and other terms and conditions) will be set out in a retail offer booklet (**Retail Offer Booklet**), which Megaport expects to lodge with ASX on Thursday, 11 June 2026. For eligible retail shareholders who wish to take up all or part of their entitlement or apply for Additional New Shares, payment must be made via BPAY® (or EFT for eligible retail shareholders in New Zealand) pursuant to the instructions set out on their personalised Entitlement and Acceptance Form. Payment is due by no later than 5:00pm (Sydney time) on Monday, 29 June 2026.

Eligible Retail Shareholders should read the Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety before deciding whether to participate in the Retail Entitlement Offer.

### Entitlement Offer Timetable

| Event | Date |
|---|---|
| Trading halt lifted and Megaport shares recommence trading | Friday, 5 June 2026 |
| Entitlement Offer Record Date | 7:00pm (Sydney time), on Friday, 5 June 2026 |

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| | |
|---|---|
| Retail Offer Booklet made available and Retail Entitlement Offer opens | 9:00am (Sydney time), on Thursday, 11 June 2026 |
| Settlement of New Shares issued under the Institutional Entitlement Offer | Friday, 12 June 2026 |
| Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer | Monday, 15 June 2026 |
| Retail Entitlement Offer closes | 5:00pm (Sydney time), on Monday, 29 June 2026 |
| Announcement of results of Retail Entitlement Offer | Thursday, 2 July 2026 |
| Settlement of New Shares issued under the Retail Entitlement Offer | Friday, 3 July 2026 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Monday, 6 July 2026 |
| Normal trading of New Shares issued under the Retail Entitlement Offer | Tuesday, 7 July 2026 |

*All dates and times refer to Sydney, Australia times. The timetable is indicative only and is subject to change. Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice and at their absolute discretion, subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. The quotation of New Shares is subject to confirmation from ASX.*

## ADDITIONAL INFORMATION

Further information in relation to the Entitlement Offer is set out in Megaport's Investor Presentation released to the ASX on 3 June 2026 titled '*Creation of GPU Pool, New Contracts, and Entitlement Offer*'.

For queries in relation to the Entitlement Offer, please call the Megaport Offer Information Line on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

The Offer Information Line is open from 8:30am to 5:00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period, starting from 9:00am (Sydney time) on Thursday, 11 June 2026 and ending at 5:00pm (Sydney time) on Monday, 29 June 2026.

*Authorised by the Company Secretary of Megaport Limited.*

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## SUPPORTING REFERENCES

- Visit Megaport: https://megaport.com
- Subscribe for ASX announcements here
- Follow Megaport on X: @megaportnetwork
- Follow Megaport on LinkedIn
- Learn more about MCR and MVE
- For definitions refer to the Glossary for Investors in our Business Overview

## ABOUT MEGAPORT

Megaport is changing how businesses manage their infrastructure, with one smart and simple platform. Bring network and compute together seamlessly and deploy secure, scalable infrastructure closer to users, data, and clouds. Trusted by leading companies worldwide, Megaport partners with service providers, data centres, and system integrators to provide programmable, software-driven connectivity across 1,100+ enabled locations. Megaport is ISO/IEC 27001 certified. Start building at megaport.com.

**Investor enquiries**
Investor Relations
investor@megaport.com

**Media enquiries**
media@megaport.com

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**IMPORTANT NOTICES**

**Not an offer of securities**

This announcement may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or any other jurisdiction. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended ("**US Securities Act**") or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to any persons in the United States except, in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

**Future performance and forward-looking statements**

This announcement may contain certain forward-looking statements, forecasts, estimates, projections and comments about future events, including Megaport's beliefs, assumptions and expectations regarding plans, strategies and objectives of management, the timetable and outcome of the Entitlement Offer and the use of the proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "goals", "aims", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance, as well as the new GPU Pool indicative metrics (including Time to Procure and Deploy, Ramp from Deployment and Payback Target) are also forward-looking statements. Forward looking statements involve inherent risks and uncertainties, both general and specific, including the risk factors described under the "Key risks" section of the Investor Presentation and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved.

A number of important factors, both known and unknown, could cause Megaport's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, and many of these factors are beyond the Megaport's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. As such, there can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

Any forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee or predictions of future performance. As such, no undue reliance should be placed on any forward-looking statement, particularly in light of the current economic climate and certain geopolitical tensions. Past performance is not necessarily a guide to future performance, and no representation or warranty, express or implied, is made by any person as to the likelihood of achievement or reasonableness of

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any forward-looking statements or other forecast. Nothing contained in this announcement or any other information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Megaport. None of Megaport, the underwriters, their respective related companies and/or related bodies corporate (as applicable), securityholders or affiliates, or any of their respective officers, directors, employees, affiliates, partners, representatives, consultants, agents or advisers (each a "**Limited Party**") makes any representation or warranty as to the accuracy of any forward-looking statements contained in this announcement. Forward looking statements speak only as at the date of this announcement, and the Limited Parties disclaim any obligations or undertakings to release any update of, or revisions to, any forward-looking statements in this announcement (including to reflect any change in expectations or assumptions), except as required by law or regulation (including the ASX Listing Rules).

**General**

Nothing contained in this announcement constitutes financial product, legal, tax or other advice or recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor. Before making any investment decision in respect of Megaport, prospective investors should consider the appropriateness of the information in this announcement and Megaport's other announcements having regard to their own investment objectives, financial situations and needs and with their own professional advice. Megaport is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.

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# 5 Australian Taxation Implications

## 5.1 General

Set out below is a general summary of the Australian income tax, Goods and Services Tax (**GST**) and stamp duty implications of the Retail Entitlement Offer and receiving New Shares.

Neither Megaport nor any of its officers or employees, nor its taxation or other advisers, accept any liability or responsibility in respect of any taxation consequences of the Retail Entitlement Offer or any associated statements made within this document.

The comments in this section cover the Australian taxation implications of the Retail Entitlement Offer only if you:

- are an Eligible Retail Shareholder;
- are an Australian resident for Australian income tax purposes; and
- hold your Existing Shares on capital account for Australian income tax purposes.

The comments do not apply to you if:

- you are a non-resident or a temporary resident for Australian income tax purposes;
- your shares are subject to the Taxation of Financial Arrangements (**TOFA**) provisions contained in Division 230 of the *Income Tax Assessment Act 1997* (Cth);
- you hold your Existing Shares as revenue assets or trading stock;
- you acquired your Existing Shares in respect of which the Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme; or
- you are exempt from Australian income tax.

This taxation summary is necessarily general in nature and is not an authoritative or complete statement of all potential tax implications for each Eligible Retail Shareholder.

It is based on the Australian tax legislation and administrative practice in force as at the date of this Retail Entitlement Offer Booklet. The tax law and Australian tax authorities' interpretation are subject to change, and such changes may be effective retrospectively and may affect the comments below.

The summary does not take into account any financial objectives, tax positions or investment needs of Eligible Retail Shareholders. As the taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances, you should seek and rely upon your own professional tax advice before concluding on the particular taxation treatment that will apply to you.

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### 5.2 Australian tax considerations for Eligible Retail Shareholders

#### (a) Issue of Entitlements

The issue of the Entitlements should not, of itself, result in any amount being included in your assessable income.

#### (b) Exercise of Entitlements

No income tax or capital gains tax liability should arise for you on the exercise (i.e. taking up) of your Entitlements.

If you take up all or part of your Entitlements, you will acquire New Shares. Each New Share acquired upon exercising the Entitlement will comprise a CGT asset, being a Share in Megaport. Eligible Retail Shareholders that acquire New Shares will need to determine their cost base. Broadly, each New Share should have a cost base for CGT purposes equal to the Offer Price payable for each New Share (plus certain non-deductible incidental costs incurred in acquiring, holding and disposing of the New Share.

New Shares will be taken to have been acquired for CGT purposes on the day you exercise the Entitlement.

#### (c) Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of their Entitlement in accordance with the instructions, that Entitlement will lapse and the Eligible Retail Shareholder will not receive any consideration for their Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

#### (d) Distributions on New Shares as a result of Entitlements taken up

Any future distributions made in respect of New Shares should be subject to the same income taxation treatment as distributions made in respect of Existing Shares held in the same circumstances.

#### (e) Disposal of New Shares

The disposal of a New Share will constitute a disposal for CGT purposes.

On a disposal of a New Share, the Eligible Retail Shareholder should make a capital gain if the capital proceeds on disposal exceed the total cost base of the New Share, or a capital loss if the capital proceeds are less than the total reduced cost base of the New Share.

In general, the capital proceeds will be the consideration received for the disposal, and the cost base of each constituent New Share will be broadly equal to the Offer Price payable plus any non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring, holding and selling the New Share. The reduced cost base is calculated in a similar, but not identical, manner.

Subject to the discussion at section (f) below, under current Australian tax law, individuals, trustees or complying superannuation entities that have held New Shares for 12 months or more (excluding the date of acquisition and the date of disposal) at the time of disposal may be entitled to apply the applicable CGT discount to reduce the capital gain (after offsetting current year or carried forward capital losses). The CGT discount is 50% for individuals and trustees and 33⅓% for complying superannuation entities. The

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CGT discount is not available to Eligible Retail Shareholders that are not companies, unless the New Shares are held by the Company in the capacity as a trustee. Trustees should seek specific tax advice regarding the tax consequences arising to beneficiaries under the CGT rules.

If you make a capital loss, you can only use that loss to offset other capital gains (i.e. the capital loss cannot be used against assessable income). However, if the capital loss cannot be used in a particular income year it can be carried forward for use in future income years, provided certain loss utilisation tests are satisfied.

**(f) Proposed changes to the CGT rules**

The Federal Government announced as part of the 2026–27 Federal Budget (handed down on 12 May 2026) a proposal that the 50% CGT discount will be replaced by cost base indexation (i.e. adjustment of the cost base for inflation) for assets held for more than 12 months, together with a new minimum 30% tax on net capital gains. The announced changes indicate that these new rules will apply to all CGT assets held by individuals, trusts and partnerships. These announced changes will not apply to CGT assets held by superannuation funds.

The Federal Government has proposed transitional rules so that the changes only apply to capital gains accruing on or after 1 July 2027. In broad terms:

- if a New Share is acquired and disposed of before 1 July 2027, the current CGT discount rules will continue to apply;
- if a New Share is acquired on or after 1 July 2027, the proposed new CGT rules will apply (this being cost base indexation and the 30% minimum tax); and
- if a New Share is acquired before 1 July 2027 and disposed of after 1 July 2027, the current CGT discount will broadly apply to the portion of any capital gain that accrued before 1 July 2027, and the proposed new CGT rules will apply to the portion of any capital gain that accrued from 1 July 2027.

At the date of this Retail Entitlement Offer, the proposed changes to the CGT discount rules are not yet law, and their final form may change. Eligible Retail Shareholders should seek their own professional tax advice regarding the potential impact of this proposed measure on their particular circumstances.

**(g) Other Australian taxes**

No GST should be payable by you in respect of the issue or exercise of Entitlements, the subscription for New Shares or the disposal of New Shares. Similarly, no GST should be payable by you if you do nothing and let your Entitlements lapse.

To the extent that you incur GST on costs that relate to the issue or exercise of Entitlements, the subscription for New Shares or the disposal of New Shares (eg costs from third party suppliers, such as advisor costs and third party brokerage fees) you may not be entitled to recover such GST as an input tax credit (or reduced input tax credit). In this regard, we recommend that you seek independent taxation advice in respect of your individual taxation affairs.

No stamp duty should be payable by you in respect of the issue or exercise of Entitlements, the subscription for New Shares or the disposal of New Shares. In respect of the subscription of the New Shares, this is provided that you do not acquire an interest of 90% or more in Megaport either alone, together with other shareholders that are related or associated persons, or by “acting in concert” with other parties or pursuant to "substantially one arrangement". In this regard, we recommend that you seek independent taxation advice in respect of your individual taxation affairs.

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# 6 Important Information

This Retail Entitlement Offer Booklet (including the ASX Offer Announcements and enclosed personalised Entitlement and Acceptance Form) (**Information**) have been prepared by Megaport. This Information is dated Thursday, 11 June 2026 (other than the Investor Presentation and the ASX Announcements included in Section 4 of this Retail Entitlement Offer Booklet). This Information remains subject to change without notice and Megaport is not responsible for updating this Information.

There may be additional announcements made by Megaport after the date of this Retail Entitlement Offer Booklet and throughout the period that the Retail Entitlement Offer is open that may be relevant to your consideration of whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by Megaport (by visiting the ASX website at www.asx.com.au) before submitting your application to take up your Entitlement.

No party other than Megaport has authorised or caused the issue of this Information, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information.

For the avoidance of doubt, to the maximum extent permitted by law, Megaport excludes and disclaims all liability (including, without limitation, liability for negligence) for any direct, indirect, consequential, or contingent loss or damage howsoever and whenever arising from the use of any of the Information or participation in the Retail Entitlement Offer.

**This Information is important and requires your immediate attention.**

You should read this Information carefully and in its entirety before deciding how to deal with your Entitlement. In particular, you should consider the key risk factors outlined in the “Key Risks” section of the Investor Presentation dated Wednesday, 3 June 2026 (a copy of which is included in Section 4 this Retail Entitlement Offer Booklet) any of which could affect the operating and financial performance of Megaport or the value of an investment in Megaport .

You should consult your stockbroker, solicitor, accountant or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

## 6.1 Eligible Retail Shareholders

This Information contains an offer of New Shares to Eligible Retail Shareholders in Australia or New Zealand and has been prepared in accordance with section 708AA of the Corporations Act (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98*).

Eligible Retail Shareholders are those persons who:

- are registered as a holder of Shares as at the Record Date, being 7.00pm (Sydney time) on Friday, 5 June 2026;
- have a registered address on the Megaport share register in Australia or New Zealand as at 7.00pm (Sydney time) on the Record Date, or are a Shareholder not in Australia or New Zealand that Megaport has otherwise determined is eligible to participate;

- are not in the United States, and are not a person (including a nominees or custodian) acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered (except to the extent Megaport is in its absolute discretion willing to comply with such a requirement).

If you are a Retail Shareholder who does not satisfy each of the criteria listed above, you are an "**Ineligible Retail Shareholder**". Megaport reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Megaport may (in its absolute discretion) extend the Retail Entitlement Offer to any institutional shareholder that has a registered address in Australia, New Zealand and such other jurisdictions that Megaport may decide (in its absolute discretion) and was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

Megaport has decided that it is unreasonable to make offers under the Retail Entitlement Offer to retail Shareholders who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. Megaport may (in its absolute discretion) extend the Retail Entitlement Offer to shareholders who have registered addresses outside Australia and New Zealand (except the United States) in accordance with applicable law.

## 6.2 Ranking of New Shares

New Shares issued under the Entitlement Offer will rank equally with existing Shares. New Shares will be entitled to any dividends on ordinary shares with a record date after the date of issue. The rights and liabilities attaching to the New Shares are set out in Megaport's constitution, a copy of which is available at www.asx.com.au.

## 6.3 Issue, quotation and trading

Megaport will apply to the ASX for official quotation of the New Shares in accordance with the ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, Megaport will repay all Application Monies (without interest).

Megaport disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the Official List of ASX or before receiving their confirmation of holding, whether on the basis of confirmation of the allocation provided by Megaport, the Share Registry or the Joint Lead Managers.

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Subject to approval being granted, it is expected that the issue of New Shares under the Retail Entitlement Offer will take place on Friday, 3 July 2026 and that normal trading of New Shares allotted under the Retail Entitlement Offer will commence at 10.00am (Sydney time) on Monday, 6 July 2026. Application Monies will be held by Megaport on trust for Applicants until the New Shares are issued. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk. To the maximum extent permitted by law, Megaport and the Share Registry and their respective Beneficiaries disclaim all liability in respect of persons who trade New Shares they believe have been issued to them before receiving their holding statements, whether on the basis of confirmation of the allocation or issue provided by Megaport or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

## 6.4 Capital structure

After the issue of New Shares under the Entitlement Offer, the capital structure of Megaport is expected to be as follows (subject to reconciliations rounding of fractional Entitlements)[5]:

| | |
|---|---|
| **Shares on issue as at Record Date** | 178,198,144 |
| **Shares issued under the Institutional Entitlement Offer** | 36,295,987 |
| **Maximum number of New Shares to be issued under the Retail Entitlement Offer** | 21,560,544 |
| **Total Shares on issue on completion of the Retail Entitlement Offer** | 236,054,685 |

## 6.5 Reconciliation and the rights of Megaport and the Joint Lead Managers

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. If reconciliation is required, it is possible that Megaport may need to issue more New Shares (**Reconciliation Shares**) to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Megaport also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Institutional Shareholders or Eligible Retail Shareholders, or persons claiming to be Eligible Institutional Shareholders or Eligible Retail Shareholders or other applicable investors, if Megaport believes in its complete discretion that their Entitlement claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by Megaport in its absolute discretion. Those applying

[5] This assumes that there is 100% take-up of entitlements under the Retail Entitlement Offer and that the Institutional Entitlement Offer completes successfully without any termination of the Underwriting Agreement.

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acknowledge that there is no time limit on the ability of Megaport or the Joint Lead Managers to require any of the actions set out above.

### 6.6 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

### 6.7 No Entitlements trading

Entitlements are non-renounceable and so they cannot be traded on ASX or any other exchange, nor can they be privately transferred.

### 6.8 Risks

The Investor Presentation details important factors and key risks that could affect the financial and operating performance of Megaport, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet. Please refer to the "Key Risks" section of the Investor Presentation for details. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

### 6.9 Notice to nominees and custodians

If Megaport believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

(a) Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);

(b) Institutional Shareholders who were treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer;

(c) Beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

(d) any Shareholder that is in the United States, including any Shareholder in the United States for whom the nominee or custodian holds Shares or acts; or

(e) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Persons acting as nominees or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States.

Megaport is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Entitlement Offer by the beneficiary, including following acquisition of Entitlements on ASX or otherwise, complies with applicable foreign laws. Megaport is not able to advise on foreign laws.

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Nominees and custodians may not distribute any part of this Retail Entitlement Offer Booklet in the United States or in any other country outside Australia and New Zealand except (i) Australian and New Zealand nominees may send this Retail Entitlement Offer Booklet and related offer documents to beneficial shareholders who are professional or institutional shareholders in other countries (other than the United States) listed in, and to the extent permitted under, the “International Offer Restrictions” section of the Investor Presentation included in this Retail Entitlement Offer Booklet.

### 6.10 Continuous Disclosure

Megaport is a "disclosing entity" under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Megaport is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Megaport has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of Megaport shares. That information is available to the public from ASX at www.asx.com.au.

### 6.11 Not investment advice

This Information is not a prospectus or a product disclosure statement under the Corporations Act and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Megaport is not licensed to provide financial product advice in respect of the New Shares. This Information does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it purport to contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Megaport’s other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should also consider whether you need to seek appropriate advice, including financial, legal and taxation advice appropriate to your jurisdiction. If, after reading the Information, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, solicitor, accountant or other independent professional adviser or call the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.30pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

### 6.12 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

### 6.13 Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of the Information during the period of the Retail Entitlement Offer by calling the Share Registry on 1300 552 270 (inside Australia) or +61 3 9415 4000 (from outside Australia) or from ASX at www.asx.com.au. Eligible Retail Shareholders who access the electronic version

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of the Information should ensure that they download and read the entire Information. The electronic version of the Information on the Megaport or ASX website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be obtained during the period of the Retail Entitlement Offer by calling the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

### 6.14 Governing law

The Information, the Retail Entitlement Offer and the contracts formed on acceptance of Retail Entitlement Offers pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

### 6.15 Foreign jurisdictions

The Information has been prepared to comply with the requirements of the securities laws of Australia. Megaport is not able to advise on the laws of any other foreign jurisdictions.

To the extent that you hold Shares or Entitlements on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any participation (including for your own account or when you hold Shares or Entitlements beneficially for another person) complies with all applicable foreign laws.

The Information does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

The distribution of the Information (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of the Information, you should observe such restrictions and should seek your own advice on such restrictions. See the foreign selling restrictions set out in the "International Offer Restrictions" section of the Investor Presentation included in this Retail Entitlement Offer Booklet for more information on selling restrictions.

### 6.16 Underwriting of the Entitlement Offer

Megaport has entered into an Underwriting Agreement with Merrill Lynch Equities (Australia) Limited (ABN 65 006 276 795) and UBS Securities Australia Limited (the **Joint Lead Managers**) who have agreed to underwrite the Retail Entitlement Offer and the Institutional Entitlement Offer on the terms and conditions set out in the agreement (**Underwriting Agreement**).

This means that, subject to the terms and conditions of the Underwriting Agreement, up to A$827,348,356.30 million of proceeds will be raised under the Entitlement Offer.

As is customary with these types of arrangements:

- Megaport has agreed, subject to certain carve-outs, to indemnify the Joint Lead Managers, their respective affiliates and related bodies corporate, and each of their directors, officers, employees, agents and advisers against any losses they may suffer or incur in connection with the Entitlement Offer;

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- Megaport and the Joint Lead Managers have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer;
- the Joint Lead Managers may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events.

The management and underwriting fees to be paid to the Joint Lead Managers are set out in Megaport's Appendix 3B released to the ASX on Wednesday, 3 June 2026. The Joint Lead Managers will also be reimbursed for certain expenses.

See the summary of the Underwriting Agreement, which is contained in the Appendix of the Investor Presentation, a copy of which is included in Section 4 of this Retail Entitlement Offer Booklet, for more information regarding the Underwriting Agreement, including the termination events under the Underwriting Agreement.

### 6.17 Privacy

As a shareholder, Megaport and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Megaport and the Share Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, Megaport and the Share Registry may disclose your personal information for purposes related to your shareholdings to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Share Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of shareholder information and for handing of mail, or as otherwise under the *Privacy Act 1988* (Cth).

If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) Megaport or the Share Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning or writing to Megaport through the Share Registry using the details shown in the Corporate Directory (refer to Section 8).

### 6.18 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information.

Any information or representation that is not in this Information may not be relied on as having been authorised by Megaport, or its related bodies corporate in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of Megaport, or any other person, warrants or guarantees the future performance of Megaport or any return on any investment made pursuant to this Information or its content.

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### 6.19 Withdrawal of the Entitlement Offer

Megaport reserves the right to withdraw all or part of the Entitlement Offer and this Information at any time, subject to applicable laws, in which case Megaport will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, Megaport may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Megaport will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Megaport.

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# 7 Definitions

**$ or A$ or dollars** means Australian dollars.

**Acquisition** has the meaning given in the Chairman's Letter included in this Retail Entitlement Offer Booklet.

**Additional New Shares** means New Shares issued under the Top Up Facility.

**Announcements** means the Investor Presentation, Launch Announcement and Institutional Completion Announcement.

**Applicant** means an Eligible Retail Shareholder who has submitted a valid Application.

**Application** means the arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.

**Application Monies** means the aggregate amount payable in Australian dollars for the New Shares applied for through BPAY® or in a duly completed Entitlement and Acceptance Form.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) and the securities exchange operated by it.

**ASX Listing Rules** means the listing rules of ASX (including the ASX Settlement Operating Rules, the ASX Operating Rules and the ASX Clear Operating Rules) as waived or modified by ASX in respect of Megaport or the Offer in any particular case.

**Beneficiaries** means the related bodies corporate or affiliates or any of their respective directors, officers, employees, partners, consultants, contractors, agents, advisers or representatives of Megaport.

**Closing Date** means the closing of the Retail Entitlement Offer at 5.00pm (Sydney time) on Monday, 29 June 2026.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Eligible Retail Shareholders** has the meaning given in Section 6.1 of this Retail Entitlement Offer Booklet.

**Eligible Institutional Shareholder** means a person who:

(a) was identified as an institutional Shareholder as at the Record Date by Megaport and/or the Joint Lead Managers in their absolute discretion;

(b) has a registered address in Australia, New Zealand or certain other jurisdictions disclosed in the Investor Presentation;

(c) eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and

(d) who has successfully received an offer under the Institutional Entitlement Offer.

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**Entitlement** means the right to subscribe for 1 New Share for every 3.08 existing Shares held by eligible Shareholders on the Record Date at an Offer Price of A$14.30 per New Share, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form that will accompany this Retail Entitlement Offer Booklet when it is dispatched to Eligible Retail Shareholders.

**Entitlement Offer** or **Offer** means the Institutional Entitlement Offer and the Retail Entitlement Offer.

**Existing Shares** means the Shares already on issue on the Record Date.

**How to Apply** has the meaning given in Section 2 of this Retail Entitlement Offer Booklet.

**Ineligible Institutional Shareholders** means a Shareholder who is not an Eligible Institutional Shareholder.

**Ineligible Retail Shareholder** means a Shareholder (or beneficial holder of Shares) other than an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder on the Record Date with a registered address outside Australia and New Zealand or any other jurisdiction that Megaport and the Joint Lead Managers agree to whom ASX Listing Rule 7.7.1(a) applies.

**Information** has the meaning given in Section 6 of this Retail Entitlement Offer Booklet.

**Institutional Completion Announcement** means the announcement released to ASX on Friday, 5 June 2026 in relation to results of the Institutional Entitlement Offer, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**Institutional Entitlement Offer** means the accelerated non-renounceable pro rata entitlement offer of Entitlement Offer Securities to Eligible Institutional Shareholders.

**Investor Presentation** means the presentation to investors released to the ASX on Wednesday, 3 June 2026, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**Joint Lead Managers** means Merrill Lynch Equities (Australia) Limited and UBS Securities Australia Limited.

**Launch Announcement** means the announcement released to the ASX on Wednesday, 3 June 2026 in relation to the Entitlement Offer and the Acquisition, incorporated in Section 4 of this Retail Entitlement Offer Booklet.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer.

**Offer Price** means A$14.30 per New Share.

**Reconciliation Shares** means the issue of more New Shares to ensure that the relevant investors receive their appropriate allocation of New Shares.

**Record Date** means 7.00pm (Sydney time) on Friday, 5 June 2026.

**Related Party** refers to a person who would fall within Listing Rule 10.11, and includes without limitation, a director of Megaport, their spouses, de facto partners, parents or children or an entity controlled by any of them.

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**Retail Entitlement Offer** means the accelerated non-renounceable pro-rata entitlement offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 3.08 Shares of which the Shareholder is the registered holder on the Record Date, at an Offer Price of $14.30 per New Share pursuant to this Retail Entitlement Offer Booklet.

**Retail Entitlement Offer Booklet** means this booklet.

**Retail Shortfall** means Entitlements not taken up by Eligible Retail Shareholders and entitlements of Ineligible Retail Shareholders under the Retail Entitlement Offer, which will be acquired by the Joint Lead Managers or any sub-underwriters.

**Section** means a section of this Retail Entitlement Offer Booklet.

**Megaport** means Megaport Limited (ACN 607 301 959).

**Share** means a fully paid ordinary share in the capital of Megaport.

**Share Registry** means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

**Shareholder** means a holder of Shares.

**Sydney time** means Australian Eastern Daylight Time (AEDT) or Australian Eastern Standard Time (AEST), depending on which applies at the relevant date and time.

**Terp** means the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement Offer.

**Timetable** means the indicative table set out in the “Key dates” section of this Retail Entitlement Offer Booklet.

**Top Up Facility** means the facility described in the Chair’s letter under which the Eligible Retail Shareholders may apply for New Shares in excess of their Entitlement.

**Underwriting Agreement** means the underwriting agreement dated 2 June 2026 between Megaport and the Joint Lead Managers, as amended from time to time.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

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# 8 Corporate Directory

**Megaport Limited**
Level 3, 825 Ann Street
Fortitude Valley QLD 4006

Corporate information and the Megaport Interim and Annual Reports can be found via the Company's website at www.megaport.com

Offer website: www.computersharecas.com.au/mp1

If you have any questions, please contact the Share Registry on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period, or if you require advice about your participation in the Entitlement Offer, consult your stockbroker, accountant or other independent professional adviser.

**Joint Lead Managers**
Merrill Lynch Equities (Australia) Limited
Level 34, Governor Phillip Tower, 1 Farrer Place
Sydney NSW 2000

UBS Securities Australia Limited
The Chifley Tower
Level 16, Chifley Tower
Sydney NSW 2000

**Share Registry**
Computershare Investor Services Pty Limited
Level 1, 200 Mary Street
Brisbane Qld 4000

**Legal Adviser**
Gilbert + Tobin
Level 35, Tower 2, International Towers Sydney
200 Barangaroo Avenue
Sydney NSW 2000

Megaport

**Phone:**
(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000
**Web:**
www.computersharecas.com.au/mp1

# Retail Entitlement Offer — Entitlement and Acceptance Form

**Your payment must be received by 5:00pm (Sydney time) on Monday, 29 June 2026**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

## Step 1: Registration & Offer Details

Details of your shareholding and the Retail Entitlement Offer are shown on this form.

Update your address via www.investorcentre.com if any of the details are incorrect or contact your sponsoring participant if you have a CHESS sponsored holding.

## Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you may also apply for Additional New Shares up to a maximum of 50% of your Entitlement.

To make your payment multiply the number of New Shares you wish to apply for by the Offer Price and submit your payment. By making your payment you confirm that you agree to all of the terms of the Retail Entitlement Offer as detailed in the Retail Entitlement Offer Booklet dated Thursday, 11 June 2026.

**Payment method**

**BPAY**®: See overleaf. You do not need to return this form when making a **BPAY** payment.

® Registered to **BPAY** Pty Limited ABN 69 079 137 518

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# Retail Entitlement Offer — Entitlement and Acceptance Form

## STEP 1 Registration & Offer Details

**Registration:**

**Offer Details:**

| | |
|---|---|
| Existing Shares entitled to participate as at 7:00pm (Sydney time) on Friday, 5 June 2026: | |
| Entitlement to New Shares on a 1 for 3.08 basis: | |
| Amount payable on full acceptance at A$14.30 per New Share: | |
| Maximum number of Additional New Shares you may apply for (capped at 50% of full Entitlement): | |
| Amount payable if applying for full Entitlement and maximum number of Additional New Shares: | |

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you may also apply for Additional New Shares up to a maximum of 50% of your Entitlement.

## STEP 2 Make your payment by 5:00pm (Sydney time) on Monday, 29 June 2026

Enter details below and retain for your records. You do not need to return this form when making payment by BPAY.

**BPAY**

PAY

Contact your financial institution to make your payment.

Entitlement taken up:

Additional New Shares applied for, up to a maximum of 50% of your Entitlement:

Amount paid at A$14.30 per New Share: **A$** .

If you are unable to pay via BPAY, please refer to the contact information provided on the previous page to obtain alternative payment instructions. Neither Computershare Investor Services Pty Limited (**Computershare**) nor Megaport Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the reference number shown when making a BPAY payment.

**Privacy Notice**

Your personal information is collected by Computershare, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting Computershare using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

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Megaport Limited ABN 46 607 301 959

000021 MP1
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

X 9999999991 I ND

11 June 2026

**NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

Dear Shareholder

**Megaport Limited Entitlement Offer – Notification to Eligible Shareholders**

On Wednesday, 3 June 2026, Megaport Limited ACN 607 301 959 (ASX: MP1) (**Megaport**) announced that:

- its wholly owned subsidiary, Latitude.sh, has secured four major GPU contracts across four customers with a combined total contract value of A$458.9 million, reinforcing Megaport's position as a critical infrastructure partner in the accelerating AI ecosystem; and
- in response to the investment required to fulfil these contracts, as well as to provide funding to support an accelerating strategy including expanding the on-demand GPU pool, Megaport is undertaking a capital raising of approximately A$827M, by way of a fully underwritten 1 for 3.08 pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) in Megaport (the **Entitlement Offer**).

For more detailed information, please see the announcements released by Megaport on ASX on 3 June 2026 and any subsequent announcements (available at www.asx.com.au). Capitalised terms not defined in this letter have the meaning given to them in the retail offer booklet released on ASX on or about the date of this letter.

**Entitlement Offer**

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 New Share for every 3.08 existing fully paid ordinary shares in Megaport (**Existing Shares**) held at 7.00pm (Sydney time) on Friday, 5 June 2026 (**Record Date**). New Shares issued under the Entitlement Offer will rank equally with Existing Shares from the date of issue.

All New Shares under the Entitlement Offer will be issued at A$14.30 per New Share (**Offer Price**), representing a:

- 10.9% discount to the Theoretical Ex-Rights Price (**TERP**)[1] per share; and

[1] The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement



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- 13.9% discount to the last close price of A$16.61 on Monday, 1 June 2026 (being the last trading day before the Entitlement Offer was announced).

The Entitlement Offer consists of an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**).

As announced to ASX on 5 June 2026, Megaport has successfully raised approximately A$518M from the Institutional Entitlement Offer. The Institutional Entitlement Offer received strong support from Megaport's eligible institutional shareholders, with a take up rate of approximately 99%. The balance of approximately 1% was allocated to eligible institutional shareholders who elected to bid for additional New Shares over their existing entitlements.

The Entitlement Offer is fully underwritten by the joint lead managers and bookrunners (the Joint Lead Managers).[2]

The purpose of this letter is to inform you about the Retail Entitlement Offer and to explain that if you are an Eligible Retail Shareholder (see below), you will be eligible to participate in the Retail Entitlement Offer. You should read the Retail Offer Booklet as it contains important information on the Retail Entitlement Offer.

**What is the Retail Entitlement Offer?**

As noted above, the Entitlement Offer comprises the Institutional Entitlement Offer and the Retail Entitlement Offer.

Under the Retail Entitlement Offer, Eligible Retail Shareholders have the opportunity to invest at the same Offer Price and Offer Ratio as the Institutional Entitlement Offer, meaning you are invited to subscribe for 1 New Share for every 3.08 Existing Share in Megaport held on the Record Date. In the event any fractions of Shares occur as a result of the subscription under this Entitlement Offer, your Entitlements will be rounded up to the nearest whole number.

Participation in the Retail Entitlement Offer is entirely optional. Eligible Retail Shareholders may subscribe for some or all or none of their Entitlement under this Retail Entitlement Offer.

***Top up Facility***

If you are an Eligible Retail Shareholder[3] and you take up your full Entitlement, you may also apply for additional New Shares ("**Additional New Shares**") at the Offer Price per New Share for up to a maximum of 50% of your existing Entitlement ("**Top Up Facility**"). Additional New Shares will only be available where there is a shortfall between valid applications received from Eligible Retail Shareholders in respect of their Entitlement and the number of New Shares proposed to be issued under the Retail Entitlement Offer. There is no guarantee that an Eligible Retail Shareholder will receive any Additional New Shares under the Top Up Facility. Megaport and the joint lead managers retain the flexibility to scale back applications for Additional New Shares at their discretion.

***Non-renounceable***

The Entitlement Offer is non-renounceable, which means that Entitlements are non-transferable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred. Eligible Retail Shareholders who do not take up their full Entitlement will not be allocated New Shares or receive any payment or value in respect of the Entitlements they do not take up and their Entitlements will lapse. Their percentage holding in Megaport will also be diluted.

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Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

[2] Refer to appendix of the Investor Presentation provided to the ASX on 3 June 2026 (**Investor Presentation**) for a summary of the Underwriting Agreement.

[3] ASX Listing Rule 10.11 parties (including directors) will not be able to participate in the Top Up Facility.

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### *Jurisdictions*

Megaport does not intend to extend the Retail Entitlement Offer to jurisdictions outside of Australia and New Zealand.

### *Offer period*

The Retail Entitlement Offer opens at 9:00am (Sydney time) on Thursday, 11 June 2026 and is due to close at 5.00pm (Sydney time) on Monday, 29 June 2026 (unless extended).[4]

### *Retail Offer Booklet*

This letter is not an offer document but rather a summary of some key terms and conditions of the Retail Entitlement Offer, how to access the Retail Offer Booklet and the Entitlement and Acceptance Form and instructions on how to apply. Further details on the Retail Entitlement Offer are found in the Retail Offer Booklet and Entitlement and Acceptance Form available online at www.computersharecas.com.au/mp1.

You should read the Retail Offer Booklet and the Entitlement and Acceptance Form carefully and in full before deciding whether to participate in the Retail Entitlement Offer, and in particular the section entitled "Key Risks" of the Investor Presentation which could affect the operating and financial performance of Megaport or the value of an investment in Megaport. If you are in doubt about whether or not to participate in the Retail Entitlement Offer, you should consult with a financial or other professional adviser.

## How to access the Retail Offer Booklet and apply in the Retail Entitlement Offer

You can access a copy of the Retail Offer Booklet and Entitlement and Acceptance Form, and apply for New Shares under the Retail Entitlement Offer, in the following ways:

**ONLINE (BPAY®)** – **Payment should be made by BPAY® if possible.** You can access a copy of the Retail Offer Booklet and Entitlement and Acceptance Form, and apply for New Shares under the Retail Entitlement Offer and access your payment details (including the BPAY® payment details) via www.computersharecas.com.au/mp1. You will need to provide your Securityholder Reference Number (**SRN**), Holder Identification Number (**HIN**), or Employee Number and postcode and follow the instructions to apply for New Shares. Your application money must be received by the Share Registry by no later than 5.00pm (Sydney time) on Monday, 29 June 2026, unless this date is otherwise extended by Megaport at its sole discretion.

**ONLINE (EFT)** – If you are a New Zealand shareholder who is completing a payment by EFT, details can be accessed via www.computersharecas.com.au/mp1. You will need to provide your SRN, HIN or Employee Number and postcode and follow the instructions to apply for New Shares. When submitting an application via EFT, your SRN, HIN or Employee Number must be used as reference for the payment. Your application form and monies must be received by the Share Registry by no later than 5.00pm (Sydney time) on Monday, 29 June 2026, unless this date is otherwise extended by Megaport at its sole discretion.

All payments must be in Australian dollars. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and therefore you should take this into consideration in the timing of when you make payment. You will also need to ensure that you are aware of any transfer fees with your financial institution as Megaport and Computershare (the **Share Registry**) are only able to process the Australian dollar funds received.

Payment will not be accepted by cheque or money order.

## Who is eligible?

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those shareholders of Megaport who:

(a) are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney, Australia time) on 5 June 2026;

(b) have a registered address on Megaport's share register that is in Australia or New Zealand or are an institutional Shareholder in another country that Megaport has otherwise determined is eligible to

[4] Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice, subject to the Corporations Act, ASX Listing.



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participate (in its absolute discretion);

(c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in Megaport for the account or benefit of such persons in the United States);

(d) are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification (except to the extent Megaport is in its absolute discretion willing to comply with such a requirement); and

(e) were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders and are consequently unable to participate in the Retail Entitlement Offer. Megaport reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

**Key Dates**

Eligible Retail Shareholders should be aware of the following key dates:

| Event | Date / Time |
|---|---|
| Announcement of Entitlement Offer | Wednesday, 3 June 2026 |
| Entitlement Offer Record Date | 7:00pm (Sydney time), Friday, 5 June 2026 |
| Retail Offer Booklet made available and Retail Entitlement Offer opens | 9:00am (Sydney time), Thursday, 11 June 2026 |
| Retail Entitlement Offer closes | 5:00pm (Sydney time), Monday, 29 June 2026 |
| Announcement of results of Retail Entitlement Offer | Thursday, 2 July 2026 |
| Settlement of New Shares issued under the Retail Entitlement Offer | Friday, 3 July 2026 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Monday, 6 July 2026 |
| Normal trading of new Shares issued under the Retail Entitlement Offer | Tuesday, 7 July 2026 |

Note: all dates and times refer to Sydney, Australia times. The timetable is indicative only and may change. Megaport and the Joint Lead Managers reserve the right to amend any or all of these dates and times without notice, subject to the Corporations Act, ASX Listing 17 Rules and other applicable laws. The full timetable for the Entitlement Offer is set out in the Investor Presentation.

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***Further information***

If you have any queries concerning the Retail Entitlement Offer, please contact the Megaport Entitlement Offer Information Line on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia) between 8:30 am and 5:00pm (AEST) Monday to Friday during the Retail Entitlement Offer period.

For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of the Megaport Board, we thank you for your continued support of Megaport.

Yours sincerely

**Melinda Snowden**
Chair, Megaport Limited

**DISCLAIMER**

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in Megaport.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be registered under the U.S. Securities Act of 1933 (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States unless they are registered under the Securities Act or unless they are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

The eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and the underwriters. Megaport and the underwriters, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

The Joint Lead Managers have not authorised or caused the issue of this letter or made or authorised the making of any statement that is included in this letter or any statement on which a statement in this letter is based. To the maximum extent permitted by law, the Joint Lead Managers, and their respective related bodies corporate and affiliates and the directors, officers, employees or advisers and representatives of any of them expressly disclaim and take no responsibility for any statements in or omissions from this letter.

**IMPORTANT INFORMATION FOR ELIGIBLE RETAIL SHAREHOLDERS IN NEW ZEALAND**

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

**IMPORTANT NOTICE TO NOMINEES, TRUSTEES AND CUSTODIANS**

Because of legal restrictions, you must not send copies of this letter nor any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or to any person in any other jurisdiction outside of Australia or New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

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Megaport Limited ABN 46 607 301 959

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⊢ 000001 MP1
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

11 June 2026

**NOT FOR RELEASE TO US WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES**

Dear Shareholder

**Megaport Limited Entitlement Offer – Notification to Ineligible Retail Shareholders**

On Wednesday, 3 June 2026, Megaport Limited ACN 607 301 959 (ASX: MP1) (**Megaport**) announced that:

- its wholly owned subsidiary, Latitude.sh, has secured four major GPU contracts across four customers with a combined total contract value of A$458.9, reinforcing Megaport's position as a critical infrastructure partner in the accelerating AI ecosystem; and

- in response to the investment required to fulfil these contracts, as well as to provide funding to support an accelerating strategy including expanding the on-demand GPU pool, Megaport is undertaking a capital raising of approximately A$827M, by way of a fully underwritten 1 for 3.08 pro-rata accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) in Megaport (the **Entitlement Offer**).

For more detailed information, please see the announcements released by Megaport on ASX on 3 June 2026 and any subsequent announcements (available at www.asx.com.au). Capitalised terms not defined in this letter have the meaning given to them in the retail offer booklet released on ASX on or about the date of this letter.

**Entitlement Offer**

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 1 New Share for every 3.08 existing fully paid ordinary shares in Megaport (**Existing Shares**) held at 7.00pm (Sydney time) on Wednesday, 5 June 2026 (**Record Date**). New Shares issued under the Entitlement Offer will rank equally with Existing Shares from the date of issue.

All New Shares under the Entitlement Offer will be issued at A$14.30 per New Share (**Offer Price**), representing a:

- 10.9% discount to the Theoretical Ex-Rights Price (**TERP**)[1] per share; and

[1] The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Megaport shares should trade immediately following the ex-date for the Entitlement

- 13.9% discount to the last close price of A$16.61 on Monday, 1 June 2026 (being the last trading day before the Entitlement Offer was announced).

The Entitlement Offer consists of an offer to eligible institutional shareholders (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**).

As announced to ASX on 5 June 2026, Megaport has successfully raised approximately A$518M from the Institutional Entitlement Offer. The Institutional Entitlement Offer received strong support from Megaport's eligible institutional shareholders, with a take up rate of approximately 99%. The balance of approximately 1% was allocated to eligible institutional shareholders who elected to bid for additional New Shares over their existing entitlements.

The Entitlement Offer is fully underwritten by the joint lead managers and bookrunners (the **Joint Lead Managers**).[2]

The purpose of this letter is to inform you about the Retail Entitlement Offer and to explain that if you are an Eligible Retail Shareholder (see below), you will be eligible to participate in the Retail Entitlement Offer. You should read the Retail Offer Booklet as it contains important information on the Retail Entitlement Offer.

**Why are we sending you this letter?**

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue Entitlements or New Shares to you, nor an invitation for you to apply for Entitlements or New Shares. **You are not required to do anything in response to this letter, but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

**What is the Entitlement Offer?**

The Entitlement Offer comprises:

(a) an accelerated pro rata non-renounceable entitlement offer to eligible institutional shareholders to accept all or part or none of their entitlement to New Shares (being the **Institutional Entitlement Offer**); and

(b) a pro rata non-renounceable entitlement offer of New Shares to Eligible Retail Shareholders (as defined below) (**Retail Entitlement Offer**). Eligible Retail Shareholders who take up their full entitlement may apply for additional New Shares (**Additional New Shares**) at the Offer Price per New Share for up to a maximum of 50% of their existing Entitlement, subject to any scale back (**Top Up Facility**).

The Entitlement Offer is being made by Megaport in accordance with section 708AA of the Corporations Act 2001 (Cth) ("**Act**") as modified by *ASIC Corporations* (*Non-Traditional Rights Issues*) *Instrument 2026/98* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2026/180*, meaning that no prospectus, product disclosure statement or other disclosure document needs to be prepared in relation to the Entitlement Offer.

Megaport has today lodged a retail offer booklet on ASX, which sets out further details in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**").

**Who is eligible?**

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those shareholders of Megaport who:

(a) are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney, Australia time) on 5 June 2026;

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Offer. TERP is calculated by reference to Megaport's closing price of A$16.61 on Monday, 1 June 2026, being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Megaport shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

[2] Refer to appendix of the Investor Presentation provided to the ASX on 3 June 2026 (**Investor Presentation**) for a summary of the Underwriting Agreement.

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(b) have a registered address on Megaport's share register that is in Australia or New Zealand or are an institutional Shareholder in another permitted jurisdiction that Megaport has otherwise determined is eligible to participate (in its absolute discretion);

(c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in Megaport for the account or benefit of such persons in the United States);

(d) are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification (except to the extent Megaport is in its absolute discretion willing to comply with such a requirement); and

(e) were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are Ineligible Retail Shareholders and are consequently unable to participate in the Retail Entitlement Offer. Megaport reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

**Why am I not eligible to participate in the Retail Entitlement Offer?**

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Shareholder meaning you are an Ineligible Retail Shareholder. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), Megaport wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

As the Retail Entitlement Offer is non-renounceable, you will not receive any payment or value for Entitlements that would have been offered to you if you were an Eligible Retail Shareholder. New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Retail Shareholder may be acquired by Eligible Retail Shareholders under the Top Up Facility or in turn by the Joint Lead Managers (in their capacity as underwriters) or to persons from whom the Joint Lead Managers have procured subscriptions for New Shares, pursuant to the underwriting arrangements between Megaport and the Joint Lead Managers.

**Further information**

If you have any questions in relation to any of the above matters, please contact the Megaport Entitlement Offer Information Line on 1300 552 270 (from within Australia) or +61 3 9415 4000 (from outside Australia), from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

For other questions, you should consult your stockbroker, solicitor, accountant or other independent professional adviser.

On behalf of the Board and management of Megaport, thank you for your continued support of Megaport.

Yours sincerely

**Melinda Snowden**
Chair, Megaport Limited

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This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal. No action has been or will be taken to register, quality or otherwise permit a public offering of the New Shares under the Retail Entitlement Offer in any jurisdiction outside Australia and New Zealand. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

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The Joint Lead Managers have not authorised or caused the issue of this letter or made or authorised the making of any statement that is included in this letter or any statement on which a statement in this letter is based. To the maximum extent permitted by law, the Joint Lead Managers, and their respective related bodies corporate and affiliates and the directors, officers, employees or advisers and representatives of any of them expressly disclaim and take no responsibility for any statements in or omissions from this letter.

The eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Megaport and the Joint Lead Managers. Megaport and the Joint Lead Managers, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, expressly disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

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