Announcement Summary

Entity name

MEGAPORT LIMITED

Announcement Type

New announcement

Date of this announcement

Thursday December 5, 2019

The Proposed issue is:

☑ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +Security Code	+Security Description	Maximum Number of +securities to be issued
MP1	ORDINARY FULLY PAID	7,100,000

Proposed issue date

Wednesday December 11, 2019

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MEGAPORT LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

607301959

1.3 ASX issuer code

MP1

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

Thursday December 5, 2019

1.6 The Proposed issue is:

☑ A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the below approvals required for the placement or other type of issue?
- **+Security holder approval**
- **Court approval**
- **Lodgement of court order with +ASIC**
- **ACCC approval**
- **FIRB approval**
- **Another approval/condition external to the entity required to be given/met for the placement or other type of issue**

☑ No

Part 7B - Issue details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ASX +Security Code and Description

MP1 : ORDINARY FULLY PAID

Maximum Number of +securities proposed to be issued

7,100,000

Purpose of the issue

Funds in respect of the placement will be applied to accelerate expansion to new locations and new markets, undertake capacity upgrades, fund innovation and development of new technology, and fund operating costs and general working capital requirements.

Offer price details for retail security holders

Issue Currency	Offer Price or consideration per +security	Estimated or Actual?
AUD - Australian Dollar	AUD 8.70000	Actual

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Oversubscription & Scale back details

May a scale back be applied to this event?
Yes

Provide the scale back details

In the event the placement is oversubscribed, the directors reserve the right to, in their absolute discretion, allocate an investor less than the number of shares applied for by them under the placement, and determine any scale back to the extent and in the manner they see fit.

Part 7C - Timetable

7C.1 Proposed issue date

Wednesday December 11, 2019

Part 7D - Listing Rule requirements

7D.1 Are any of the +securities proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1a How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

7,100,000

7D.2 Are any of the +securities proposed to be issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.3 Is a party referred to in listing rule 10.11.1 participating in the proposed issue?
No

7D.4 Will any of the +securities to be issued be +restricted securities for the purposes of the Listing Rules?
No

7D.5 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Lead Manager/Broker & Underwriter details

7E.1 Will there be a lead manager or broker to the proposed issue?
Yes

7E.1a Who is the lead manager/broker?

Royal Bank of Canada (trading as RBC Capital Markets) and UBS AG, Australia Branch will act as joint lead managers

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

0.50% of the gross proceeds from the Placement

7E.2 Is the proposed issue to be underwritten?
Yes

7E.2a Who are the underwriter(s)?

Royal Bank of Canada (trading as RBC Capital Markets) and UBS AG, Australia Branch will act as joint underwriters

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

100%

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

2.50% of the gross proceeds from the Placement

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Either underwriter may terminate its underwriting commitment immediately upon the occurrence of particular events (and the giving by it of written notice to Megaport and the other underwriter), including but not limited to where placement documents are materially false, misleading or deceptive, ASX removes Megaport from the official list, suspends its securities or does not grant quotation of the placement shares, the S&P/ASX200 Index falls by 10% or more over a particular period, certain regulatory action is commenced by ASIC, or Megaport withdraws the placement or cannot issue the placement shares. There are also additional events, the occurrence of which will also give rise to a right of either underwriter to terminate its underwriting commitment, but only where the event has or is likely to have a material adverse effect on the Megaport group's financial position or prospects, the success / settlement of the placement, or the relevant underwriter's compliance with applicable laws.

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Legal fees and ASX Listing Fees of approximately $150,000

Part 7F - Further Information

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue

No