

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Megaport Limited (Megaport)
<b>ACN</b> 607 301 959

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Bevan Andrew Slattery
<b>Date of last notice</b>	21 May 2020

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
<b>Date of change</b>	22 February 2021 and 1 March 2021
<b>No. of securities held prior to change</b>	13,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport
<b>Class</b>	Fully paid ordinary shares in Megaport
<b>Number acquired</b>	Nil
<b>Number disposed</b>	1,000,000
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	In relation to the disposal of 500,000 shares on 22 February 2021, value of \$6,690,000 (being a price of \$13.38 per share). In relation to the disposal of 500,000 shares on 1 March 2021, \$6,440,000 (being a price of \$12.88 per share).

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	12,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	<p>On 18 February 2020, Mr Slattery entered into a structured option and loan facility (which included a collar) secured by 2,000,000 of Mr Slattery's fully paid ordinary shares in Megaport (the <b>First Funding Arrangement</b>). Mr Slattery sold a total of 1,000,000 fully paid ordinary shares in Megaport to fund a partial repayment and extended the loan balance for a further period of approximately 12 months. In so far as the pledged shares are concerned, the First Funding Arrangement has the effect of reducing Mr Slattery's economic exposure to Megaport's share price above and below the range covered by the collar.</p> <p>On 1 March 2021, Mr Slattery entered into a further structured option and loan facility (which includes a collar) (<b>Second Funding Arrangement</b>), secured by a further 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport. The Second Funding Arrangement confers the right to deliver a further 1,000,000 fully paid ordinary shares in Megaport to the counterparty investment bank. In so far as the pledged shares are concerned, the Second Funding Arrangement has the effect of reducing Mr Slattery's economic exposure to Megaport's share price above and below the range covered by the collar.</p>
<b>Nature of interest</b>	<p>Interest under the First Funding Arrangement, which is secured by 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport.</p> <p>Interest under the Second Funding Arrangement, which is secured by a further 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport.</p>
<b>Name of registered holder (if issued securities)</b>	Not applicable

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<b>Date of change</b>	22 February 2021 and 1 March 2021
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
<b>Interest acquired</b>	Not applicable
<b>Interest disposed</b>	Not applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
<b>Interest after change</b>	Not applicable

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable

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