



Announcement Summary

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**Entity name**

MEGAPORT LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

10/8/2021

**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	604,626

**Proposed +issue date**

16/2/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**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**

10/8/2021

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

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Part 7A - Conditions

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**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

Part 7B - Issue details

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**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

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**ASX +security code and description**

MP1 : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

604,626

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Partial consideration for the acquisition by Megaport (USA), Inc. of all of the share capital of InnovoEdge, Inc.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

10,194,000.000000

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

Yes



Part 7C - Timetable

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**7C.1 Proposed +issue date**

16/2/2022

Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

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

604,626

**7D.1c 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.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

Part 7E - Fees and expenses

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

No

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

No

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

Not applicable

## Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

Partial consideration for the acquisition by Megaport (USA), Inc. of all of the share capital of InnovoEdge, Inc.

**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**

Up to 604,626 fully paid ordinary shares in Megaport Limited (MP1 Shares) (equal to USD 7,500,000 converted to AUD using a USD:AUD exchange rate of 1:1.3592 (Exchange Rate) divided by AUD16.86 (being the volume weighted average price of MP1 Shares in the 30-trading day period up and including 6 August 2021) (the Issue Price)) will be issued as partial consideration for the acquisition of InnovoEdge, Inc. (Acquisition). The MP1 Shares will be issued in three instalments, with each instalment being conditional upon the achievement of specified product development or revenue milestones as follows:

- (a) six months following closing of the Acquisition and conditioned upon achievement of the first milestone, Megaport Limited will issue to the vendors 161,233 MP1 Shares (equal to USD 2,000,000 (converted to AUD using the Exchange Rate) divided by the Issue Price);
- (b) twelve months following closing of the Acquisition and conditioned upon achievement of the second milestone, Megaport Limited will issue to the vendors 161,233 MP1 Shares (equal to USD 2,000,000 (converted to AUD using the Exchange Rate) divided by the Issue Price); and
- (c) thirty days following achievement of the third milestone and conditioned upon achievement of the third milestone within 36 months of closing of the Acquisition, Megaport Limited will issue to the vendors 282,160 MP1 Shares (equal to USD 3,500,000 (converted to AUD using the Exchange Rate) divided by the Issue Price).

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:** The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)