Global Update and Strategic Funding

29 July 2016



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Megaport Limited ACN 607 301 959

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Currency

All reference to "\$" are to Australian currency (AUD) unless otherwise noted.

Exchange rates for July figures used in this presentation are AUD:EUR 0.68, AUD:USD 0.74. All other exchange rates are reported figures and converted at time of reporting using current rate, as per the date noted.

EBITDA and Operating EBITDA

EBITDA: Earnings Before Interest, Taxes, Depreciation and Amortisation. A measure of company operating cash flow calculated by earnings before the deduction of interest expenses, taxes, depreciation, and amortisation. Operating EBITDA for a particular geography is the earnings in that geography before interest, taxes, depreciation and amortisation, but excludes, in the calculation of earnings, group and corporate overheads.

Program







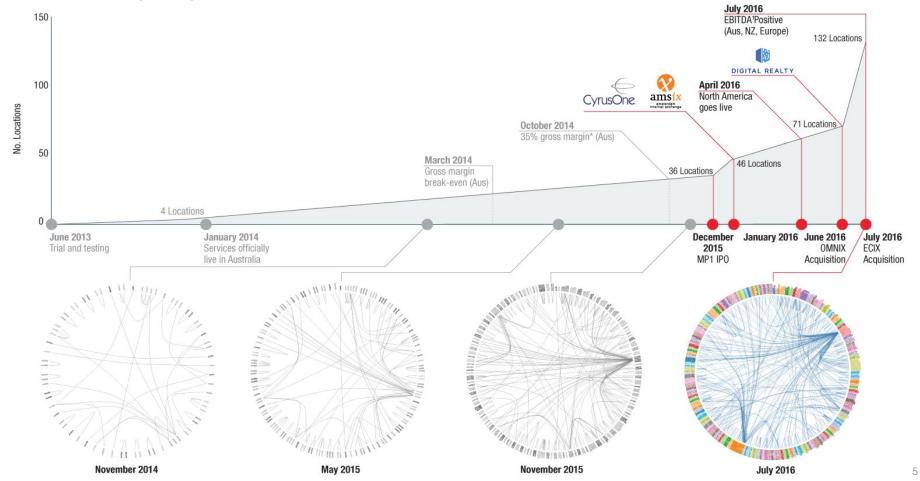




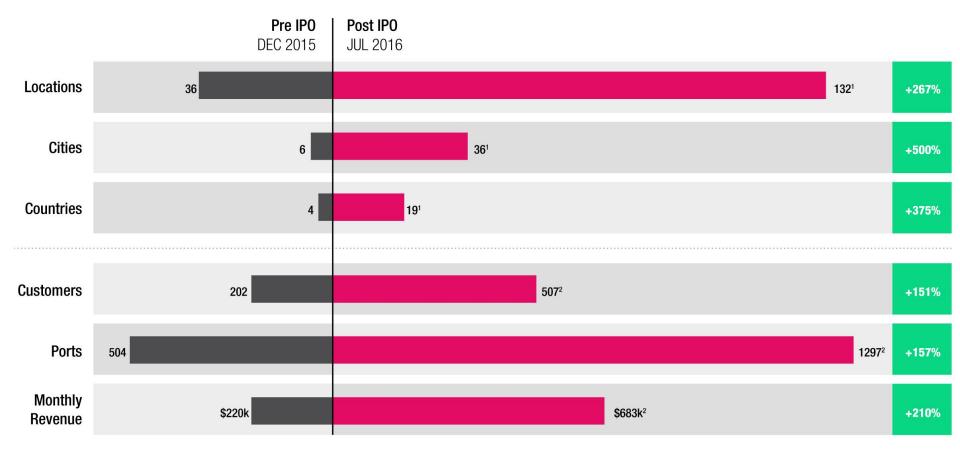




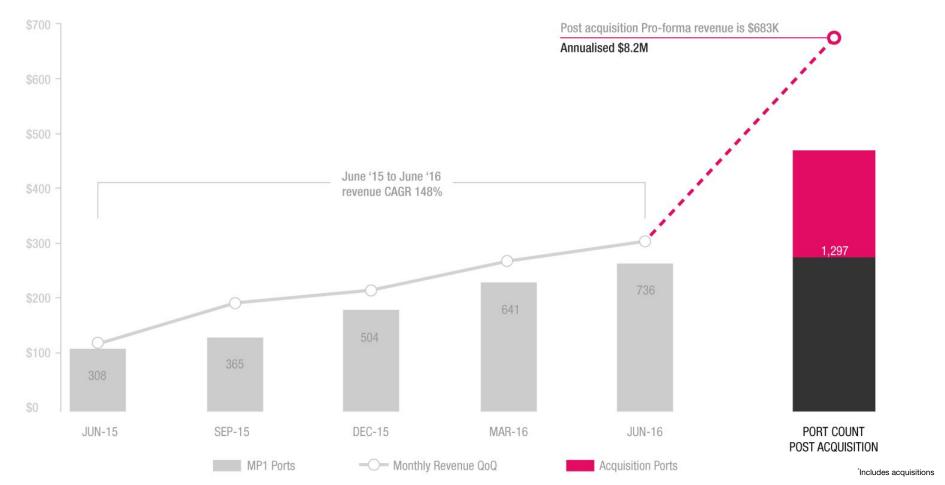
Journey by numbers*



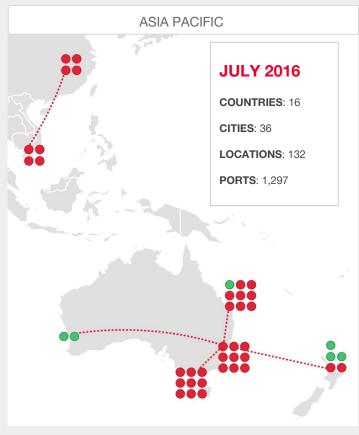
By the numbers since the IPO

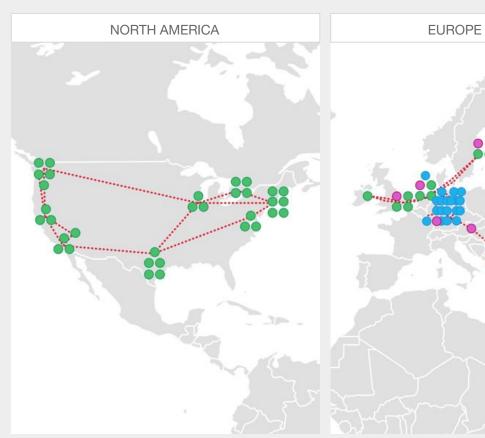


Journey by numbers*



Global Megaport Network Map









ECIX Acquisition



Australia & New Zealand

OPERATING EBITDA* POSITIVE

AUSTRALIA AND NEW ZEALAND
ARE NOW EBITDA POSITIVE





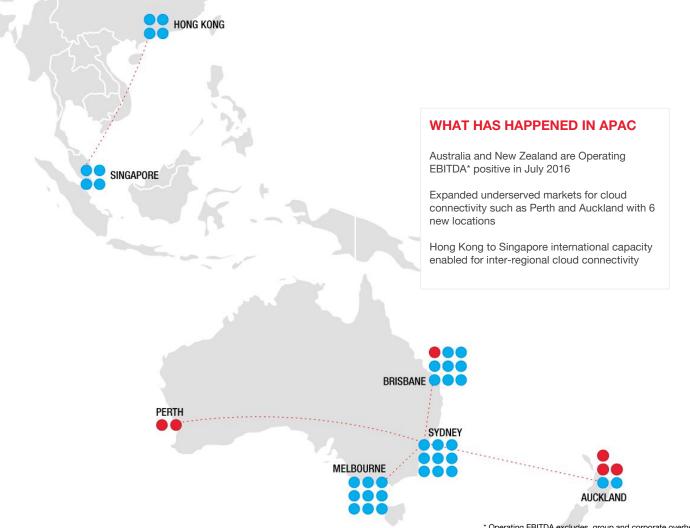


ANZ markets are now Operating EBITDA* positive

Mature footprint with expanding customer base

Opportunistic growth happening through strategic partnerships





APAC

711 710			
Metro	Locations		
	Pre IPO	Post I	
Brisbane, QLD	8	9	
Sydney, NSW	9	9	
Melbourne, VIC	9	9	
Perth, WA	0	2	
Auckland, NZ	2	5	
Hong Kong	4	4	
Singapore	4	4	
TOTAL	36	42	





Accomplishments and Progress

Strong strategic partnerships, footprint growth beyond IPO plan, and generating revenue upon completion of network build in April 2016



MEGAPORT NORTH AMERICA LIVE APRIL 2016



33 SITES LIVE SINCE IPO DECEMBER 2015



GLOBAL CLOUD EXCHANGE WHITE LABEL PARTNERSHIP



LEADING INTERNET
EXCHANGE PARTNERSHIP



NATIONAL CLOUD
NETWORKING PARTNERSHIP



DIRECT CLOUD
NETWORKING PARTNERSHIP



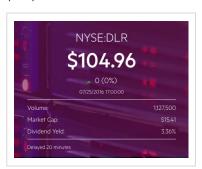
Data Center Solutions

MEGAPORT AND DIGITAL REALTY HAVE SIGNED A GLOBAL CLOUD EXCHANGE WHITE LABEL PARTNERSHIP.

Digital Realty built the global standard for technical real estate, developing a unique capability to acquire, manage, and scale data center campuses. Now, Digital Realty is building a unique ecosystem of open solutions that power customer growth through exceptional service on a foundation of unrivaled data center expertise.

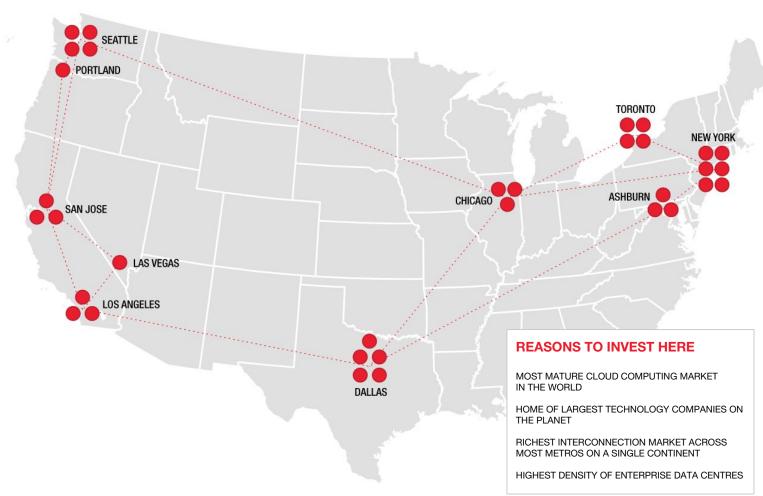
With the acquisition of Telx in October 2015, Digital Realty is uniquely positioned to provide a complete range of data center solutions on a global scale that best fit their customers' needs. At the same time, they can now connect them to the cloud and their critical partners on an open platform which includes:

150 Plus Properties198 Buildings33 Global Markets



Digital Realty chose Megaport because it is the most open platform for cloud exchange services, giving them ultimate flexibility and customisation to best service their customers





North America

Metro Ashburn, Virginia	Site 3
Chicago, Ohio	3
Dallas, Texas	5
Las Vegas, Nevada	1
Los Angeles, California	3
New York City, New York	6
Portland, Oregon	1
San Jose, California	3
Seattle, Washington	4
Toronto, Canada	4
TOTAL SITES	33
Prospectus sites	27

Europe



European Acquisitions

Commercial IX services in Europe are very important and perfectly align with the Megaport technology stack. **ECIX** and **OM-NIX** acquisitions enhance MP1 earnings and jumpstart the network footprint throughout Europe.



Carrier-grade Pan-European transport services provider with access to key interconnection buildings and extensive Balkans footprint.

Locations: 18 Countries: 9 Services:

> Remote Peering Network on Demand

Founded: 2014

Acquistion Completed on 30th June 2016



2nd largest IXP in Germany with 160+ customers and aggregate traffic of 1Tbps. Deep German footprint including core metros and Enterpriserich hubs.

Locations: 30 Countries: 2 Services:

> Internet Exchange Network on Demand

Founded: 2002

SPA signed and expected to complete early August subject to customary closing conditions

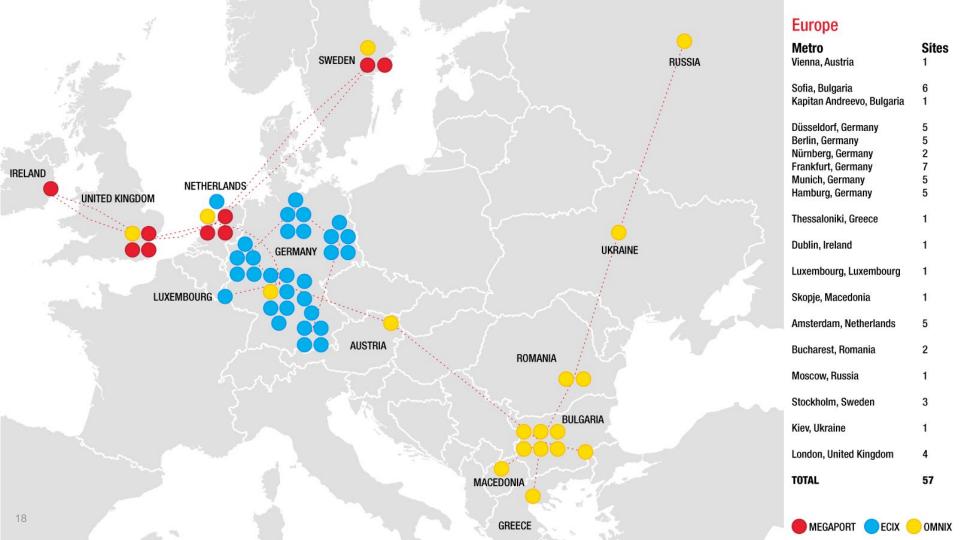
Impact of Acquisitions

Pro-forma P&L ¹	Monthly \$	Annualised \$
Revenue	\$373k	\$4.5m
Direct Network Costs	\$168k	\$2.0m
Gross Margin	\$205k	\$2.5m
Operating Costs	\$124k	\$1.5m
EBITDA ²	\$81k	\$1.0m
EBITDA ² %	22%	22%

Total Cost of Acquisitions: \$3.1M³



SUBJECT TO CLOSING CONDITIONS OF THE TRANSACTION, THIS IS THE PRO-FORMA FINANCIAL POSITION FOR THE COMBINED ACQUISITIONS
 THIS IS THE PRO-FORMA EBITDA OF THE COMBINED ACQUISITIONS ON A STANDALONE BASIS, AS PER STANDARD ACCOUNTING DEFINITION
 INCLUDES PURCHASE PRICE PLUS COST OF ACQUISITION



Megaport Europe

OPERATING EBITDA¹ POSITIVE

MARKET FULLY OPERATIONAL

57 locations

19 CITIES, 13 COUNTRIES



TOP 5 DATA CENTRE LOCATIONS IN EUROPE



EUROPE IS LARGEST BUSINESS IN MP1 GROUP BY LOCATIONS, REVENUE, AND EBITDA*



LEAPFROGGING THE PLAN WITH SIZE AND REVENUE THROUGH ACQUISITION





ACQUIRED ECIX AND OM-NIX FOR COMBINED TOTAL OF \$3.1M³ ⁴



ACQUISITIONS GENERATE ANNUALISED
REVENUE OF \$4.5M AND EBITDA^{2.4}
OF \$1M WITH 180+
ADDITIONAL CUSTOMERS



ACQUISITION OF ECIX IN GERMANY GIVES MEGAPORT A LARGE FOOTPRINT RICHEST MARKET



MARK COOPER, FORMER CHIEF REVENUE OFFICER OF AMS-IX, HIRED AS EVP OF SALES, EUROPE



FUTURE INVESTMENTS REQUIRED FOR EXPANSIONS AND UPGRADES CIRCA \$1M

⁴ FIGURES ARE CONDITIONAL OF SETTLEMENT FOR Peering GmbH



¹ OPERATING EBITDA EXCLUDES GROUP AND CORPORATE OVERHEAD

² THIS IS THE PRO-FORMA EBITDA OF THE COMBINED ACQUISITIONS ON A STANDALONE BASIS, AS PER STANDARD ACCOUNTING DEFINITION

³ INCLUDES PURCHASE PRICE PLUS COST OF ACQUISITION

Global Revenues & KPI's

Revenue *	MP1	Acquisitions	Total	%
Cloud Connectivity	\$278k	\$0	\$278k	41%
Internet Exchange	\$32k	\$328k	\$360k	53%
Other	\$0	\$45k	\$45k	6%
Monthly Recurring Revenue	\$310k	\$373k	\$683k	100%
Annualised Revenue	\$3.7M	\$4.5M	\$8.2M	
No. of Locations	84	48	132	
No. of Customers	314	180	494	
No. of Ports	767	530	1,297	

^{*} Pro-forma Revenues June 2016



Execution & Priorities

Company Priorities

Accelerate revenue growth in all markets, especially Europe and North America

Continue ecosystem expansion with addition of new partners and geographic reach

Complete network development through organic means and acquisitions

Drive towards operational EBITDA positive at group level

Capital Raising & Investments

Capital Raising & Strategic Funding

Offer 1 Size and Structure

The Company is issuing a private placement of \$17.85M, or 10.5M Shares to be issued at an offer price of \$1.70. This is a discount of 17.5% based on the last trading price of \$2.06 on 27 July 2016.

Ranking

New Shares issued with rank equally with existing MP1 shares **Underwriting**

Transaction fully underwritten by Morgans Corporate Limited

Offer 2 Size and Structure

Eligible shareholders, through a Share Purchase Plan, have the opportunity to subscribe up to \$15,000 of new shares at a price of \$1.70 without incurring brokerage and transaction costs.

The offer price is at a 17.5% discount to the last trading price of \$2.06 on 27 July 2016.

The SPP offer will be dispatched to shareholders on Monday, 1 August 2016 and will close on Tuesday, 16 August 2016.

The Company reserves the right to scale back any applications and to cap the amount it raises through the SPP.

Morgans Corporate Limited is Lead Manager to the SPP

Funding for revenue growth, market development, and acquisition opportunities



Use of Funds

\$

Total

\$17.85M

	Total	\$4.2M
New Locations (Global)		\$3.2
Europe Network and Platform Upgrades		\$1.0
Capital Expenditure		

Ongoing Cost of Network, Services, and Staff

North America \$5.4

APAC \$2.1

	Total	\$7.5M
Working Capital		\$2.15 ¹
Network Investment		\$2.0 ¹
Acquisition Opportunities		\$1.5 ¹
Capital Raising Costs		\$0.5

Current cash position 30 June 2016 ²

\$11.8M

² Includes OM-NIX but does not include ECIX acquisition

Private Placement

\$17.85M

¹ Any funds raised in the SPP (net of management fees of 3% of the amount raised) plus net current cash position will contribute to the Working Capital position, Network Investment, and Acquisition Opportunities



Indicative Timetable

Event	Indicative Date
Announcement of Placement & SPP	29 July 2016
SPP Record Date	28 July 2016
Settlement of Placement	4 August 2016
Allotment of Shares Issued Under Placement	5 August 2016
Expected ASX Quotation of Shares Under Placement	5 August 2016
SPP Dispatch of Offer Documents	1 August 2016
SPP Closing Date	16 August 2016
Allotment of Shares Issued Under SPP	22 August 2016
Expected ASX Quotation of Shares Issued Under SPP	22 August 2016



Unaudited Pro-forma Balance Sheet

	MP1 Consolidated			MP1 Consolidated
	Management Accounts Jun-16	Acquisition	Capital Raising	Pro-forma
Current Assets			•	
Cash & Equivalents	11,824,657	(2,111,765)	17,350,000	27,062,892
Accounts Receivable	838,991			838,991
Prepayments	363,986			363,986
Other Current Assets	197,058			197,058
Total Current Assets	13,224,692	(2,111,765)	17,350,000	28,462,927
Non-Current Assets				
PP&E	6,399,456			6,399,456
Intantible Assets	724,826			724,826
Investments *	722,893	1,911,765		2,634,658
Total Non-Current Assets	7,847,175	1,911,765	0	9,758,940
Total Assets	21,071,867	(200,000)	17,350,000	38,221,867
Current Liabilities				
Accounts Payable	1,627,207			1,627,207
Accruals & Provisions	2,174,559			2,174,559
Total Current Liabilities	3,801,766	0	0	3,801,766
Total Liabilities	3,801,766	0	0	3,801,766
Net Assets	17,270,101	(200,000)	17,350,000	34,420,101
Equity				
Issued Capital	51,000,005		17,850,000	68,850,005
Share Issue Costs	(890,393)		(500,000)	(1,390,393)
Reserves	(11,594,424)			(11,594,424)
Retained Earnings	(21,245,088)	(200,000)		(21,445,088)
Total Equity	17,270,101	(200,000)	17,350,000	34,420,101

Basis of preparation

The Unaudited Pro-forma Balance Sheet has been prepared for illustrative purposes only, to show the impact on the actual unaudited management balance sheet as at 30 June 2016 of the following events as though they had occurred on 30 June 2016:

- acquisition of 100% of the shares in Peering GmbH (ECIX) for \$1.9 million ("Acquisition"); and
- gross underwritten proceeds from placement of \$17.85 million has been received, less expected costs of \$0.5 million.

The Pro-forma Balance Sheet is based on unaudited 30 June 2016 management accounts, is presented in abbreviated form and does not contain disclosures that are usually provided in a financial report prepared in accordance with the Corporations Act. The Pro-forma Balance Sheet is not represented as being indicative of Megaport's view of its future financial position. The Pro-forma Balance Sheet is presented based on the specific pro-forma adjustments and transactions, and does not take account of the financial performance, cash flows or other movements in balance sheet items of Megaport for the period 30 June 2016 to the date of this Presentation.



^{*} Investments balance represents the acquisition purchase price (excluding the external costs of acquisition)

Risks

Dependence on key personnel

Megaport depends on the skills and experience of its staff and employees. With only a small number of employees, it is essential that appropriately skilled staff be available in sufficient numbers to support the Company's business. Megaport requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment. While the Company has initiatives to mitigate this risk, the loss of key staff may have a negative impact on Megaport. The loss of key staff to a competitor may amplify this impact.

Short operating record

Megaport is a recently established Company and has little operational track record with a number of the key personnel only recently appointed. As a result the execution of Megaport's business plan may take longer to achieve than planned and costs of doing so may be higher than budgeted.

Megaport's operational business plan requires upfront capital investment, and there can be no assurance that subsequent operational objectives will be achieved. Accordingly, the Company may need to raise capital sooner than expected, and with fewer operational objectives achieved, which may have an adverse effect on the Company's share price. Failure to achieve operational objectives may also have a material adverse impact on the financial performance and/or position of the Company.

Funding and capital

Megaport's business is not capital intensive in nature, though the continued growth of the Company relies on the development of new markets, new locations, customer acquisition, retention investment, and ongoing maintenance of existing infrastructure and software platform. Megaport requires sufficient access to capital to fund this expenditure. Failure to obtain capital on favourable terms may hinder Megaport's ability to expand and pursue growth opportunities, which may reduce competitiveness and have an adverse effect on the financial performance, position and growth prospects of the Company.

Megaport's continued ability to implement its business plans effectively over time may depend in part on its ability to raise future funds. There is no assurance that additional funds will be available in the future, and/or be secured on reasonable commercial terms. If adequate funds are not available or not available on reasonable commercial terms in the future, then Megaport may not be able to take advantage of opportunities, develop new ideas or otherwise respond to competitive pressures.

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Interruptions to operations, including infrastructure, and technology failure

Megaport could be exposed to short, medium or long-term interruptions to its operations as it relies on infrastructure and technology to provide its services. Megaport may be unable deliver a service 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 and other natural disasters
- water damage
- intentional damage to the networks from vandalism
- accidental damage to the networks from civil works
- war, terrorism and any related conflicts or similar events worldwide
- sabotage and vandalism

Competitive landscape and action of others

Megaport will operate in a competitive landscape alongside a number of other service providers with competing technologies, product offerings and geographic presence.

Megaport currently enjoys early mover advantage in its deployed markets. However, Megaport may face competition from new entrants to the network-as-aservice and elastic fabric markets who may have signi cant advantages including greater name recognition, longer operating history, lower operating costs, pre-existing relationships with current or potential customers and greater financial, marketing and other resources. If competitor product offerings are perceived to be superior to Megaport's, or competitors are able to offer prices below Megaport's prices, Megaport may lose existing or potential customers, incur costs to improve its network or be forced to reduce prices.

Exchange rate movement

Megaport is exposed to exchange rate movements, including A\$/US\$ and A\$/EUR rates. Because a proportion of Megaport's payments for cost of network equipment and services are made or are expected to be made in foreign currency, primarily US dollars, movements in exchange rates impact on the amount paid for assets, inventory and on- going services. Also, because a proportion of Megaport's revenues and profits is likely to be earned overseas, movements in exchange rates impact on the translation of account balances in Megaport's foreign operations. Therefore, movements in exchange rates, particularly the A\$/US\$ and A\$/EUR rate, may have an impact on Megaport's financial position and performance.

Ability to attract and retain employees

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, prevailing wage legislation and changing demographics in its operating markets. Changes that adversely impact Megaport's ability to attract and retain quality employees could materially adversely affect Megaport's future financial performance and position.

Reputational damage

The reputation of Megaport could be adversely impacted by a number of factors including failure to provide customers with the quality of service they expect, signi cant network issues, disputes or litigation with third parties such as customers, employees, or suppliers or adverse media coverage. A significant decline in the reputation of Megaport could have an adverse effect on Megaport's future financial performance and position.

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 including any improvements to existing intellectual property. The intellectual property may not be capable of being legally protected or Megaport may incur substantial costs in asserting or defending its intellectual property rights. Megaport's intellectual property may also be lost, stolen or compromised as a result of an unauthorised electronic security breach. Megaport actively seeks to protect its intellectual property by contractual assignment and patent protection. Specifically, Megaport currently has a provisional patent granted and two other patent applications in the United States.



Risks

Regulatory compliance

Megaport is required to comply with the laws governing telecommunications in each jurisdiction in which it operates. This may require Megaport to hold certain licences. Specifically, Megaport Singapore is required to hold, and does hold, a services-based operator (class licence) under the Telecommunications Act (Chapter 323) and Megaport Hong Kong is required to and does hold a services-based operator licence under the Telecommunications Ordinance.

Megaport must comply with a complex range of laws and regulations. Regulatory areas which are of particular significance to Megaport include employment, occupational health and safety, property and environmental, customs and international trade, competition and taxation.

These regulations also give rise to signi cant requirements and compliance costs for Megaport. Non-compliance with such regulations, changes in the interpretation of current regulations, loss or failure to secure renewal of an accreditation, or the introduction of new laws or regulations may lead to nes imposed on Megaport by the relevant regulatory authority or Governmental body, revocation of permits or licenses, or damage to Megaport's reputation and may have a material adverse effect on Megaport's costs, business model and competitive environment and therefore could materially adversely affect Megaport's future financial performance and position.

Doing business outside of Australia

Megaport currently has, or proposes to establish, operations in Australia, Singapore, Hong Kong, New Zealand, Europe and the USA. Accordingly, Megaport is exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which Megaport operates. Businesses that operate across multiple jurisdictions, such as Megaport, face additional complexities from the unique business requirements in each jurisdiction.

The management team of Megaport has diverse and global operational experience building and operating networks outside of Australia, including the United States, Canada, Europe, and other markets in Asia such as Singapore and Japan. Management experience will help to mitigate, but will not remove, this risk.

Counterparty obligations

Megaport currently has operations in Australia, Singapore, Hong Kong, New Zealand, Europe and the USA. Megaport relies on third parties, such as customers, suppliers, landlords, contractors, intellectual property licensors, technology alliance partners, joint venture partners and other counterparties to operate its business. Megaport does not currently have all third-party material contracts in place that will be needed for Megaport to operate its business, and may be unable to secure contracts for such arrangements on commercially reasonable terms. For example, in the US, Megaport is yet to finalise arrangements with data centre operators that are necessary for Megaport to provide connectivity for customers.

Where arrangements are already 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.

Risks of acquisitions and the failure to integrate acquired businesses

Megaport has made two acquisitions in Europe and may make further acquisitions in the future. However, there can be no assurance that the acquired companies and businesses will continue to perform as expected or that Megaport will succeed at effectively managing the integration of acquired companies and businesses. If the expected synergies from such transactions (either present or future) do not materialise or Megaport fails to successfully integrate such new businesses into its existing business, Megaport's results from the acquired operations could be adversely affected.



Team Megaport

Denver Maddux
CEO & Executive Director

Vincent English

Belle Lajoie

EVP Terraforming & Sales APAC

Eric Troyer

Cameron Daniel

Dan Ryan

Mark Cooper

CMO VP of Technology & Founding Engineer

y & VP of Sales, North America

VP of Sales, Europe

Proven industry leadership from sectors including:

Telecommunications
Content Delivery
Cloud Services
Data Centre
Digital Media
Internet Exchange
Mobile Telecommunications

Guidance and executive leadership from founder **Bevan Slattery** as **Executive Chairman**, and further board support from **Simon Moore** and **Drew Kelton**

Investments in North American sales leadership and sales execution capabilities

Launched Solutions Architecture, Customer Success, and Cloud Strategy teams in February and March 2016 Vincent English transitioning to Chief Operations Officer in September

New Chief Financial Officer starting on 5 September 2016

Mark Cooper starting on 8 August 2016



About Megaport

Megaport was founded in 2013 to become a global leader in the fast-growing elastic bandwidth services market.

The Company developed a software driven platform to give customers the ability to connect their network with a wide ecosystem of service providers including Cloud, Networking, Content, and Managed Services.

Bandwidth and services can be directly controlled via connected devices such as mobile phones and laptops or an open API to enable total services automation.

At Megaport we have created a better way for networks and cloud to interconnect.

Megaport now operates globally, has over **320 active customers**, and secured partnerships with some of the world's major cloud service providers, network operators, data centre operators, and content providers.

Megaport pioneered SDN-based Elastic Bandwidth

Network on Demand

Amazon AWS Technology
Partner

Microsoft Azure
ExpressRoute & O365
Partner

Google Cloud Interconnection partner



What is Elastic Bandwidth?

Elastic Bandwidth aligns network economics and capabilities with the flexibility and cost controls of cloud computing models

- Provision bandwidth in real-time
- Right-size capacity based on actual demand
- Directly connect to multiple partners & data centres on one platform
- Discover providers from a rich ecosystem

Megaport provides the tools to create an **ondemand network** enabling a variety of usecases

- Multi and Hybrid Cloud
- Metro and longhaul backbone
- Backup and Site Recovery
- IP Peering and access to IP Transit



Portal, API, iOS, Android Cloud POP / Carrier Hotel

... we like the ability to just flick a switch and ramp the bandwidth up for a period of time ""



"... we can now seamlessly interconnect to all three of our key public cloud services through a single provider"

News Corp Australia



Thank you



