

ASX Release

24 April 2020

Attention: ASX Market Announcements Platform Appendix 3Y – Change of Director's Interest Notice

Megaport Limited (ASX:MP1) (**Company** or **Megaport**) attaches an Appendix 3Y – Change of Director's Interest Notice for Non-Executive Chairman, Mr Bevan Slattery.

Further to Megaport's announcement on 25 February 2020, to fund various investment commitments and opportunities, Mr Slattery has entered into an additional structured option and loan facility (which includes a collar arrangement), under which Mr Slattery has borrowed funds from an investment bank (**Funding Arrangement**). The Funding Arrangement has a term of approximately 16.5 months and is secured by a further 1,000,000 fully paid ordinary shares in Megaport. In so far as the pledged shares are concerned, the 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. The pledged shares the subject of this Funding Arrangement represent approximately 5.5% of Megaport shares which Mr Slattery owns or controls, and less than 1% of Megaport's ordinary share capital, and together with the pledged shares the subject of Mr Slattery's funding arrangement announced by Megaport on 25 February 2020, represent approximately 16.63% of Megaport shares which Mr Slattery owns or controls, and less than 2% of Megaport's ordinary share capital.

The transactions received the approvals required under the Company's securities trading policy.

Authorised by the Board.

About Megaport

Megaport is the global leading provider of Elastic Interconnection services. Using Software Defined Networking (SDN), the Company's global platform enables customers to rapidly connect their network to other services across the Megaport Network. Services can be directly controlled by customers via mobile devices, their computer, or our open API. Megaport connects more than 1,777 customers in 601 enabled data centres globally. Megaport is an Alibaba Cloud Technology Partner, AWS Technology Partner, AWS Networking Competency Partner, Google Cloud Interconnect Partner, IBM Direct Link Cloud Exchange provider, Microsoft Azure Express Route Partner, Nutanix Direct Connect Partner, Oracle Cloud Partner, Salesforce Express Connect Partner, and SAP PartnerEdge Open Ecosystem Partner.

About Megaport Cloud Router

Launched in January 2018, Megaport Cloud Router (MCR) enables customers to instantly provision and control virtual routers through Megaport's web-based portal. Enterprises and Service Providers can unlock powerful use cases such as cloud-to-cloud networking and deploy Virtual Points of Presence (VPoPs) without the need to purchase or maintain physical routing equipment. MCR enables customers to rapidly deploy services, granularly control traffic, and reduce total cost of ownership. More information about MCR can be found at: <https://www.megaport.com/services/megaport-cloud-router/>

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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

Name of entity Megaport Limited (Megaport)
ACN 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.

Name of Director	Bevan Andrew Slattery
Date of last notice	25 February 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
Date of change	Not applicable
No. of securities held prior to change	18,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport
Class	Fully paid ordinary shares in Megaport
Number acquired	Nil
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable
No. of securities held after change	18,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Not applicable
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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.

Detail of contract	In order to fund various investment commitments and opportunities, Mr Slattery has entered into an additional structured option and loan facility (which includes a collar arrangement), under which Mr Slattery has borrowed funds from an investment bank (Funding Arrangement). The loan under the Funding Arrangement is secured by a further 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport. The Funding Arrangement confers the right to deliver 1,000,000 ordinary shares to the counterparty investment bank. In so far as the pledged shares are concerned, the 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.
Nature of interest	Interest under the Funding Arrangement, which is secured by 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport.
Name of registered holder (if issued securities)	Not applicable
Date of change	20 April 2020
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Nil
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

+ See chapter 19 for defined terms.

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.