



# Megaport

ABN: 46 607 301 959

## Notice of Annual General Meeting

26 November 2025

## CHAIR'S LETTER

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27 October 2025

Dear shareholder

I am pleased to invite you to attend the 2025 annual general meeting (**AGM**) of Megaport Limited ACN 607 301 959 (**Megaport** or **Company**), which will be held on Wednesday, 26 November 2025 at the offices of Megaport, Level 3, 825 Ann Street, Fortitude Valley, Queensland, 4006, and online via <https://meetnow.global/MT7SQ7Q>.

To accommodate all shareholders, the AGM will be held as a hybrid event, with an option for virtual attendance. Shareholders who participate in the AGM online will have the opportunity to vote and ask questions during the AGM. Detailed information on how to attend the AGM virtually is available online at <https://www.computershare.com.au/virtualmeetingguide>.

The Notice of Meeting and the Explanatory Memorandum detail the business to be addressed at the AGM.

Megaport's Executive Director and CEO, Michael Reid, and I will both provide an address to shareholders at the AGM. These addresses will be lodged on the ASX market announcements platform prior to the commencement of the AGM.

For those unable to attend the AGM, I encourage you to lodge your vote online in advance at [www.investorvote.com.au](http://www.investorvote.com.au). You may also submit any questions you may have prior to the AGM via the same website.

In addition to hard copies being sent to those who have requested them, the Notice of Meeting and the Explanatory Memorandum, and Megaport's 2025 annual report, are available on the ASX market announcements platform and on the Company's website at [www.megaport.com/investor/agm/](http://www.megaport.com/investor/agm/).

If you have not already done so, we encourage you to consider receiving all shareholder communications electronically. This method provides secure and prompt delivery of information, and supports Megaport's environmental initiatives. You can update your communications preferences at <https://www-au.computershare.com/Investor/>.

We look forward to your attendance and participation at the AGM.

Yours faithfully



**Melinda Snowden**  
Chair  
Megaport Limited

For personal use only

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2025 annual general meeting (**AGM**) of Megaport Limited ACN 607 301 959 (**Megaport** or **Company**) will be held on the following date, at the following time and location:

Date	Wednesday, 26 November 2025
Time	12.00pm (AEST)
Location	Offices of Megaport, Level 3, 825 Ann Street, Fortitude Valley, Queensland, 4006, and online via <a href="https://meetnow.global/MT7SQ7Q">https://meetnow.global/MT7SQ7Q</a>

Shareholders can participate in the AGM in person, virtually via our AGM platform at <https://meetnow.global/MT7SQ7Q>, or via the appointment of a proxy.

If you are attending the AGM online, we recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below.

Enter <https://meetnow.global/MT7SQ7Q> into a web browser on your computer or online device.

Shareholders will need their Shareholder Reference Number ('SRN') or Holder Identification Number ('HIN') and postcode or country code to register.

Proxyholders will need to contact Computershare Investor Services Pty Limited on +61 3 9415 4024 during the online registration period which will open one hour before the start of the AGM to obtain their username and password.

## AGM considerations and shareholder questions

A discussion will be held on all items to be considered at the AGM.

All shareholders will have a reasonable opportunity to ask questions during the AGM (whether in person or via the virtual AGM platform), including an opportunity to ask questions of Megaport's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Directors' report (including the Remuneration Report), the auditor's report and the financial report, and general questions about the performance, business or management of Megaport;
- if there are a number of similar questions these may be amalgamated and addressed collectively in the interest of time; and
- shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so at [www.investorvote.com.au](http://www.investorvote.com.au).

## All Resolutions by poll

The Chair of the AGM intends to call a poll on each of the Resolutions proposed at the AGM. Each Resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chair of the AGM considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the AGM.

## How to vote

Shareholders may vote by either:

- voting in person at the physical AGM;
- using the online platform; or
- appointing a proxy.

**Using the online platform.** We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- enter <https://meetnow.global/MT7SQ7Q> into a web browser on your computer or online device; and
- shareholders will need their Shareholder Reference Number ('SRN') or Holder Identification Number ('HIN') and postcode or country code to register.

Proxyholders will need to contact Computershare Investor Services Pty Limited on +61 3 9415 4024 during the online registration period which will open one hour before the start of the AGM to obtain their username and password.

Online voting will be open between the commencement of the AGM at 12.00pm (AEST) on Wednesday, 26 November 2025 and the time at which the Chair of the AGM announces voting closure.

More information about online participation in the AGM is available in the online AGM guide at [www.investorvote.com.au](http://www.investorvote.com.au) and on Megaport's website at [www.megaport.com/investor/agm/](http://www.megaport.com/investor/agm/).

**Appointing a proxy to attend and vote on their behalf.** A shareholder who is entitled to vote at the AGM may appoint:

- one proxy if the shareholder is only entitled to one vote; or
- two proxies if the shareholder is entitled to more than one vote.

Where the shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes.

A proxy need not be a shareholder of Megaport. If you require a proxy form to appoint a second proxy, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia), which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by Computershare Investor Services Pty Limited no later than Monday, 24 November 2025 at 12.00pm (that is, at least 48 hours before the AGM). Proxies received after this time will not be accepted.

Proxies from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or Megaport's Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

If a shareholder appoints the Chair of the AGM as the shareholder's proxy and does not specify how the Chair of the AGM is to vote on an item of business, the Chair of the AGM will vote, as a proxy for that shareholder, in favour of the item of business on a poll.

## ORDINARY BUSINESS

### Financial statements and reports

To receive and consider Megaport's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2025.

### Remuneration Report

To consider and, if in favour, to pass the following Resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report of the Directors for the financial year ended 30 June 2025 be adopted.'

***Note:** Information about this Resolution 1 appears in the Explanatory Memorandum. Under section 250R(3) of the Corporations Act, the vote on this Resolution 1 is advisory only and does not bind the Directors or Megaport. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing Megaport's remuneration policies. Votes must not be cast on this Resolution 1 in any capacity by the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties. Please refer to the voting restriction statement for this Resolution 1 on page 6 of this Notice of Meeting.*

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

### Re-election of Mr Jay Adelson as a Director

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 2 'That Mr Jay Adelson, being a Director who retires in accordance with rule 19.3(b) of Megaport's Constitution and ASX Listing Rules 14.4 and 14.5 and, being eligible, be re-elected as a Director of Megaport.'

***Note:** Information about the above candidate appears in the Explanatory Memorandum.*

The Directors (with Mr Adelson abstaining) recommend that you vote **in favour** of Resolution 2.

### Election of Mr Grant Dempsey as a Director

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 3 'That Mr Grant Dempsey, being a Director who retires in accordance with rule 19.2(b) of Megaport's Constitution and ASX Listing Rule 14.4 and, being eligible, be elected as a Director of Megaport.'

***Note:** Information about the above candidate appears in the Explanatory Memorandum.*

The Directors (with Mr Dempsey abstaining) recommend that you vote **in favour** of Resolution 3.

### Election of Mr Mohit Lad as a Director

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 4 'That Mr Mohit Lad, being a Director who retires in accordance with rule 19.2(b) of Megaport's Constitution and ASX Listing Rule 14.4 and, being eligible, be elected as a Director of Megaport.'

***Note:** Information about the above candidate appears in the Explanatory Memorandum.*

The Directors (with Mr Lad abstaining) recommend that you vote **in favour** of Resolution 4.



## SPECIAL BUSINESS

### Approval of Employee Share Plan

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 5 'That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and all other purposes, grants and issues of Equity Securities under the Employee Share Plan, the details of which are set out in the Explanatory Memorandum, be approved as an exception to ASX Listing Rule 7.1.'

**Note:** Information about this Resolution 5 appears in the Explanatory Memorandum. A summary of the terms of the Employee Share Plan (ESP) is set out in Annexure A. Any person who is eligible to participate in the ESP or any Associate of any such person is restricted from voting on this Resolution 5. Please refer to the voting restriction statement for this Resolution 5 on page 6 of this Notice of Meeting.

The Directors unanimously recommend that you vote **in favour** of Resolution 5.

### Approval of non-executive Directors' equity program

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 6 'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, shareholders approve grants of NED RSUs to non-executive Directors in office as at the date of the AGM under the NED Equity Plan for the next three years, as detailed in the Explanatory Memorandum.'

**Note:** Information about this Resolution 6 appears in the Explanatory Memorandum. Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESP or any Associate of any such person is restricted from voting on this Resolution 6. Please refer to the voting restriction statement for this Resolution 6 on page 7 of this Notice of Meeting. The voting exclusion statement for this Resolution 6 also includes a restriction on voting in accordance with sections 250BD(1) and 250BD(2) of the Corporations Act.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 6.

### Grant of PRSUs to Mr Michael Reid

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 7 'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, shareholders approve the grant of 260,197 STI PRSUs and 487,869 LTI PRSUs to Mr Michael Reid, as detailed in the Explanatory Memorandum.'

**Note:** Information about Resolution 7 appears in the Explanatory Memorandum. Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESP or any Associate of any such person is restricted from voting on Resolution 7. Please refer to the voting restriction statement for Resolution 7) on page 7 of this Notice of Meeting. The voting exclusion statement for Resolution 7 also includes a restriction on voting in accordance with sections 250BD(1) and 250BD(2) of the Corporations Act.

The Directors (with Mr Reid abstaining) recommend that you vote **in favour** of Resolution 7.

By order of the Board



**Celia Pheasant**

Company Secretary

27 October 2025

## Notes

- (a) A shareholder who is entitled to attend and cast a vote at the AGM is entitled to appoint a proxy. The proxy need not be a shareholder of Megaport. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (b) If you wish to appoint a proxy and are entitled to do so, you may appoint a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au).
- (c) If the proxy form specifies the way the proxy is to vote on a particular Resolution, the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (d) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (e) If the proxy is the Chair of the AGM, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the Chair of the AGM, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (g) If the proxy form specifies the way the proxy is to vote on a particular Resolution and the proxy is not the Chair of the AGM and a poll is demanded and either:
  - (i) the proxy is not recorded as attending; or
  - (ii) the proxy does not vote,
 the Chair of the AGM is deemed the proxy for that Resolution.
- (h) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case Megaport will require written proof of the representative's appointment which must be lodged with or presented to Megaport before the AGM.
- (i) Megaport has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the AGM or adjourned meeting, securities are taken to be held by those persons recorded in Megaport's register of shareholders as at 7.00pm (Sydney time) on Monday, 24 November 2025.

## Voting restrictions

### Resolution 1 – Remuneration Report

For the purposes of the Corporations Act, Megaport will disregard votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, members of the KMP details of whose remuneration are included in the Remuneration Report and their Closely Related Parties may cast a vote on Resolution 1 as proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing and specifies the way the proxy is to vote on Resolution 1; or
- (b) the vote is cast by the Chair of the AGM and the appointment of the Chair of the AGM as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and
  - (ii) expressly authorises the Chair of the AGM to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member (or acting on behalf of such a person), and purport to cast a vote on Resolution 1 that will be disregarded by Megaport, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

### Resolution 5 – Approval of Employee Share Plan

In accordance with ASX Listing Rule 14.11, Megaport will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is eligible to participate in the ESP or any Associate of any such person.

However, Megaport need not disregard a vote cast in favour of Resolution 5 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (b) the Chair of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair of the AGM to vote on Resolution 5 as the Chair of the AGM decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
  - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6 – Approval of non-executive Directors' equity program**

In accordance with ASX Listing Rule 14.11, Megaport will disregard any votes cast in favour of Resolution 6 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESP or any Associate of any such person.

However, Megaport need not disregard a vote cast in favour of Resolution 6 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- (a) the Chair of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair of the AGM to vote on Resolution 6 as the Chair of the AGM decides; or
- (b) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
  - (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 6 by the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on Resolution 6 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, Megaport need not disregard votes cast on Resolution 6 if the votes are cast by the Chair of the AGM and the appointment of the Chair of the AGM as proxy expressly authorises the Chair of the AGM to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Resolution 7 – Grant of PRSUs to Mr Michael Reid**

In accordance with ASX Listing Rule 14.11, Megaport will disregard any votes cast in favour of Resolution 7 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ESP or any Associate of any such person.

However, Megaport need not disregard a vote cast in favour of Resolution 7 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (b) the Chair of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair of the AGM to vote on Resolution 7 as the Chair of the AGM decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
  - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 7 by the KMP or a Closely Related Party of such a member as proxy where the appointment as proxy does not specify the way the proxy is to vote on Resolution 7 (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, Megaport need not disregard votes cast on Resolution 7 if the votes are cast by the Chair of the AGM and the appointment of the Chair of the AGM as proxy expressly authorises the Chair of the AGM to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Voting intentions of the Chair of the AGM**

The Chair of the AGM intends to vote all undirected proxies in favour of each item of business.



## EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the notice of annual general meeting of Megaport Limited ACN 607 301 959 (**Megaport** or **Company**) to be held at 12.00pm (AEST) on Wednesday, 26 November 2025 at the offices of Megaport, Level 3, 825 Ann Street, Fortitude Valley, Queensland, 4006, and online via <https://meetnow.global/MT7SQ7Q>.

The Explanatory Memorandum has been prepared to assist shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

### Financial statements and reports

- 1 The Corporations Act requires that the Directors' report, the auditor's report, and the financial report be laid before the AGM.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor Megaport's Constitution requires a vote of shareholders at the AGM on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the AGM to raise questions and make comments on these reports. In addition to asking questions at the AGM, shareholders may address written questions to the Chair of the AGM about the management of Megaport or to Megaport's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:
  - (a) the content of the auditor's report to be considered at the AGM; or
  - (b) the conduct of the audit of the annual financial report to be considered at the AGM.
- 4 Under section 250PA(1) of the Corporations Act, written questions for Deloitte Touche Tohmatsu must be delivered by 5.00pm (AEST) on Wednesday, 19 November 2025 to:
 

Company Secretary  
Level 3, 825 Ann Street  
FORTITUDE VALLEY QLD 4006,

or via email to: [investor@megaport.com](mailto:investor@megaport.com).
- 5 The Directors' report, the auditor's report, and the financial report are available at [www.investorvote.com.au](http://www.investorvote.com.au) and on Megaport's website at [www.megaport.com/investor/agm/](http://www.megaport.com/investor/agm/).

### Resolution 1: Remuneration Report

- 6 Under the Corporations Act, Megaport is required to include in the business of its AGM a Resolution that its Remuneration Report for the financial year ended 30 June 2025 be adopted. The Resolution of shareholders is advisory only and does not bind the Directors or Megaport.
- 7 The Remuneration Report is contained in the Directors' report included in Megaport's 2025 annual report and:
  - (a) sets out the principles used to determine the nature and amount of remuneration of the Board and senior management;
  - (b) includes details of remuneration for Directors and senior management; and
  - (c) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.
- 8 The Chair of the AGM will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

### Directors' recommendation

- 9 As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this Resolution 1.

***Note:** If you appoint the Chair of the AGM as your proxy and you do not provide voting directions, the Chair of the AGM is entitled to cast your vote in accordance with their stated intentions, even though this Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the AGM intends to vote all available proxies in favour of this Resolution 1.*

*If you appoint another Director or member of the KMP as your proxy for this Resolution 1, you MUST direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form or online platform to direct your proxy how to vote.*

### Resolution 2: Re-election of Mr Jay Adelson as a Director

- 10 In accordance with the Company's Constitution and the ASX Listing Rules, Mr Jay Adelson retires by rotation at the end of the AGM and offers himself for re-election.
- 11 Mr Adelson has over 30 years of experience in technology and internet businesses globally. Mr Adelson co-founded Equinix (NASDAQ: EQIX) in 1998 and was responsible for the original and sustaining business model that grew it into one of the largest data centre companies in the world. Mr Adelson was also instrumental in the establishment and operation of the original Palo Alto Internet Exchange for Digital Equipment Corporation in 1996. In 2005, Mr Adelson founded the first internet television network, Revision3, which was acquired by Discovery Communications in 2012. As CEO of Digg, Mr Adelson launched and grew the internet media company to tens of millions of users, and billions of impressions, a month. Mr Adelson has also founded and served as CEO for other successful companies across the technology and internet infrastructure spaces.
- 12 Mr Adelson is also Interim Chair of Megaport's Remuneration & Nomination Committee.
- 13 The Directors are not aware of any interest, position or relationship that might influence, in a material respect, Mr Adelson's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Megaport as a whole. The Directors (other than Mr Adelson) consider that Mr Adelson will, if re-elected, qualify as an independent director.

### Directors' recommendation

- 14 The Directors (with Mr Adelson abstaining) recommend the re-election of Mr Adelson to the Board.

### Resolution 3: Election of Mr Grant Dempsey as a Director

- 15 Mr Grant Dempsey was appointed by the Board on 28 January 2025 in accordance with rule 19.2(a) of the Company's Constitution.
- 16 Mr Dempsey retires from office under ASX Listing Rule 14.4 and rule 19.2(b) of the Company's Constitution.
- 17 Mr Dempsey has more than 35 years' experience in senior executive and finance roles advising global businesses across various sectors, including TMT, financial services, property, industrials, consumer, mining and infrastructure assets. Mr Dempsey is currently a non-executive director and chair of the Board Investment Committee at IFM Investors, a non-executive director and member of the Audit and Risk Committee at Sims Limited (ASX: SGM), and a non-executive director of A2 Milk Company Limited (ASX: A2M). In his executive career, Mr Dempsey served as Chief Financial Officer at TPG Telecom Limited (ASX: TPG). Prior to this, he served as Chief Financial Officer at Alumina Limited, Senior Adviser, Finance at ANZ Banking Group, and Head of Investment Banking (Australia and New Zealand) at JP Morgan. Mr Dempsey holds a Bachelor of Commerce from the University of Melbourne.
- 18 Mr Dempsey is also Chair of Megaport's Audit & Risk Committee.
- 19 Megaport conducted appropriate checks into Mr Dempsey's background and experience prior to his appointment to the Board on 28 January 2025. The Directors are not aware of any interest, position or relationship that might influence, in a material respect, Mr Dempsey's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Megaport as a whole. The Directors (other than Mr Dempsey) consider that Mr Dempsey will, if elected, qualify as an independent director.

#### **Directors' recommendation**

- 20 The Directors (with Mr Dempsey abstaining) recommend the election of Mr Dempsey to the Board.

#### **Resolution 4: Election of Mr Mohit Lad as a Director**

- 21 Mr Mohit Lad was appointed by the Board on 20 December 2024 in accordance with rule 19.2(a) of the Company's Constitution.
- 22 Mr Lad retires from office under ASX Listing Rule 14.4 and rule 19.2(b) of the Company's Constitution.
- 23 Mr Lad is an accomplished computer scientist, entrepreneur, and senior executive with extensive experience in networking, systems, and digital innovation. As co-founder and CEO of ThousandEyes, the world's leading cloud, SaaS and internet visibility platform, Mr Lad guided the company through rapid growth before its acquisition by Cisco in 2020. At Cisco, Mr Lad served as Senior Vice President of Network Assurance, scaling ThousandEyes' capabilities, integrating multiple acquisitions, and growing the business fivefold. Known for his technical expertise and entrepreneurial leadership, Mr Lad has also contributed to the broader tech community, serving on the Program Committee for NANOG, the world's largest network operators' platform. Mr Lad holds a Ph.D. in Computer Science from the University of California, Los Angeles (UCLA) and has served on the board of directors of Groove, Inc., furthering his passion for innovation and solving complex business challenges.
- 24 Megaport conducted appropriate checks into Mr Lad's background and experience prior to his appointment to the Board on 20 December 2024. The Directors are not aware of any interest, position or relationship that might influence, in a material respect, Mr Lad's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Megaport as a whole. The Directors (other than Mr Lad) consider that Mr Lad will, if elected, qualify as an independent director.

#### **Directors' recommendation**

- 25 The Directors (with Mr Lad abstaining) recommend the election of Mr Lad to the Board.

#### **Resolution 5: Approval of Employee Share Plan**

- 26 Resolution 5 seeks shareholder approval of the Employee Share Plan (**ESP**) for the purposes of ASX Listing Rule 7.2 (Exception 13). The ESP was last approved by shareholders at Megaport's 2023 annual general meeting. However, since that time, Megaport has granted or issued (as the case may be) the maximum number of Equity Securities set out in Megaport's notice of 2023 annual general meeting, and therefore such grants and issues under the ESP since that maximum number was reached have been made in reliance on Megaport's Placement Capacity.
- 27 The ESP was established by Megaport to offer eligible participants across Megaport's business the opportunity to become shareholders of Megaport and enhance employee engagement by aligning employees' interests with Megaport's performance and the interests of shareholders. Megaport administers its PRSU program, its RSU program, and its new non-executive Director equity program under the ESP.
- 28 Megaport Shares to be allocated under the ESP may be acquired through on-market acquisitions on ASX, or otherwise satisfied by new issues of Megaport Shares by Megaport.
- 29 A summary of the terms of the ESP is set out in Annexure A.

#### **ASX Listing Rule 7.2 (Exception 13)**

- 30 ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for a grant or issue of Equity Securities if the Equity Securities will, when aggregated with the Equity Securities granted or issued by Megaport during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period (**15% Rule**).
- 31 Under ASX Listing Rule 7.2 (Exception 13), shareholders may approve grants or issues of Equity Securities under an employee incentive scheme as an exception to the 15% Rule. This means that Equity Securities granted or issued under such an employee incentive scheme are not counted towards the 15% Rule for the purposes of calculating Megaport's Placement Capacity. This approval continues for three years, at which time it must be renewed, or it will expire. It is only available if and to the extent that the number of Equity Securities granted or issued by Megaport under the ESP does not exceed the maximum number of Equity Securities set out at paragraph 34 below, and will cease to be available if there is a material change to the terms of the ESP from those summarised in Annexure A.

#### Information required by ASX Listing Rule 14.1A

- 32 If this Resolution 5 is passed, Megaport can grant or issue Equity Securities under the ESP without such grants or issues counting towards the 15% Rule. If this Resolution 5 is not passed, grants or issues of Equity Securities under the ESP may be made, but must fall within Megaport's Placement Capacity and be permitted by the 15% Rule at the time of the relevant grant or issue.

#### Securities granted or issued under the ESP

- 33 As noted above, the ESP was last approved by shareholders at Megaport's 2023 annual general meeting. Since the ESP was last approved on 1 November 2023, the total number of securities granted or issued is 8,633,049. 4,570,288 RSUs, 1,409,699 PRSUs, and 2,653,062 Megaport Shares have been granted or issued (as the case may be) under the ESP.
- 34 Subject to the passing of this Resolution 5, a maximum number of 3,923,000 Equity Securities are proposed to be granted or issued by Megaport under the ESP in the following three year period.

#### Directors' recommendation

- 35 The Directors unanimously recommend that you vote in favour of Resolution 5.

#### Resolution 6: Approval of non-executive Directors' equity program

- 36 Megaport has established a new non-executive Directors' equity program (**NED Equity Plan**) to provide non-executive Directors an opportunity to acquire Shares in the Company through the sacrifice of up to 100% of their non-executive Director fees in exchange for NED RSUs. Non-executive Directors may elect to participate in the NED Equity Plan at or around the start of each financial year. The acquisition of NED RSUs by non-executive directors creates alignment with the long-term interests of shareholders and is a cost-effective method of remunerating directors, allowing the Company to preserve a greater proportion of its cash for growth initiatives. The new non-executive Directors' equity program will be administered under the ESP.

#### ASX Listing Rule 10.14

- 37 ASX Listing Rule 10.14 provides that an ASX-listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:
- (a) a director of the company (ASX Listing Rule 10.14.1);
  - (b) an Associate of a director of the company (ASX Listing Rule 10.14.2); or
  - (c) a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or ASX Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

- 38 Grants of NED RSUs to non-executive Directors fall within ASX Listing Rule 10.14.1 as non-executive Directors are Directors and therefore require the approval of Megaport's shareholders under ASX Listing Rule 10.14. As such, Resolution 6 seeks shareholder approval for the purposes of ASX Listing Rule 10.14 for grants of NED RSUs under the NED Equity Plan to non-executive Directors in office as at the date of the AGM for the next three years.
- 39 Once shareholder approval is obtained under ASX Listing Rule 10.14, Megaport is entitled to rely on ASX Listing Rule 10.12 (Exception 8) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11. Similarly, shareholder approval will not be required under ASX Listing Rule 7.1, as ASX Listing Rule 7.2 (Exception 14) applies.

#### Information required by ASX Listing Rule 14.1A

- 40 If Resolution 6 is passed, NED RSUs the subject of Resolution 6 may be granted to non-executive Directors should any of them elect to participate (and sacrifice some or all of their non-executive Director fees). If Resolution 6 is not passed, no NED RSUs the subject of Resolution 6 will be granted to any non-executive Directors (and therefore no non-executive Directors will sacrifice any of their non-executive Director fees, which will continue to be paid in full by Megaport in cash).

**Information required by ASX Listing Rule 10.15**

41 Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 6:

<b>Name of person to be granted NED RSUs</b>	Non-executive Directors holding office as at the date of the AGM (being Ms Melinda Snowden, Mr Jay Adelson, Mr Michael Klayko, Ms Glo Gordon, Mr Grant Dempsey, and Mr Mohit Lad)		
<b>Category in ASX Listing Rule 10.14</b>	Non-executive Directors are Directors of Megaport for the purposes of ASX Listing Rule 10.14.1.		
<b>Number of NED RSUs to be granted</b>	The maximum number of NED RSUs the subject of Resolution 6 able to be granted during the next three years is not fixed and cannot currently be calculated, as it is dependent on the extent to which each non-executive Director elects to participate (and the applicable Megaport Share price at each relevant grant date, as explained below in this table). However, the maximum value of NED RSUs the subject of Resolution 6 that may be allocated annually during the next three years (based on the current shareholder-approved non-executive Director fee cap) is \$1,500,000. Assuming Megaport grants NED RSUs to the value of \$4,500,000 during the next three years (being the maximum non-executive Director fee cap during this period), and assuming a VWAP of \$15.37295845 (being the VWAP of Megaport Shares over the 10 trading days commencing on the first trading day following (and excluding) the date of release to ASX of Megaport's full-year results for the financial year ended 30 June 2025), the total number of NED RSUs to be granted during the next three years will be 292,721 (representing 0.18% of Megaport's current issued Share capital). The actual value of NED RSUs the subject of Resolution 6 that may be allocated annually during the next three years will, however, be lower, as the actual non-executive Director fees paid is below the current shareholder-approved non-executive Director fee cap, and some non-executive Directors may not elect to sacrifice all of their non-executive Director fees (or elect to participate at all).		
<b>Information required in accordance with ASX Listing Rules 10.15.4 and 10.15.5</b>	The current total remuneration paid to current non-executive Directors for the financial year ending 30 June 2026, as well as the number of securities granted or issued to those Directors under the ESP as at the date of this Notice of Meeting, is as follows:		
	<b>Non-executive Director</b>	<b>Board and committee fees (per annum)</b>	<b>No. of prior securities granted or issued under the ESP</b>
	Ms Snowden	\$285,880	4,018 Shares and 2,009 contractual rights to receive Shares*
	Mr Adelson	\$178,675	4,018 Shares and 2,009 contractual rights to receive Shares*
	Mr Klayko	\$168,465	4,018 Shares and 2,009 contractual rights to receive Shares*
	Ms Gordon	\$183,780	4,018 Shares and 2,009 contractual rights to receive Shares*
	Mr Dempsey	\$178,675	Nil
	Mr Lad	\$153,150	Nil
*As set out in Megaport's notice of meeting for its 2022 annual general meeting. The average acquisition price per security granted or issued under the ESP is nil.			
<b>Material terms of NED RSUs and other information required in accordance with ASX Listing Rule 10.15.6</b>	<p>Each NED RSU will be a right to acquire one Megaport Share.</p> <p>The number of NED RSUs the subject of Resolution 6 to be granted on the relevant grant date will be calculated in accordance with the following formula:</p> $\text{Number of NED RSUs} = \frac{\text{Value of non-executive Director fees sacrificed}}{\text{Full-year results VWAP*}}$ <p>*The VWAP of Megaport Shares over the 10 trading days commencing on the first trading day following (and excluding) the date of release to ASX of Megaport's full-year results for the financial year ended most recently at the relevant grant date.</p>		



	<p>Megaport would therefore attribute a value to particular NED RSUs of the amount of non-executive Director fees sacrificed in respect of them on that basis.</p> <p>NED RSUs have been selected as they provide Megaport Share price alignment between non-executive Directors and shareholders.</p> <p>Refer to the summary of the material terms of NED RSU grants under Megaport's new non-executive Director equity program the subject of Resolution 6 in Annexure A.</p>
<b>Date Megaport will grant NED RSUs</b>	Assuming Resolution 6 is approved by shareholders, NED RSUs the subject of Resolution 6 may be granted during the three years after the AGM.
<b>Issue price</b>	Each non-executive Director will be able to elect to sacrifice up to 100% of their non-executive Director fees for the grant of NED RSUs the subject of Resolution 6. As such, no additional amount will be payable by each relevant non-executive Director for the grant of NED RSUs the subject of Resolution 6, as the NED RSUs the subject of Resolution 6 represent a sacrifice of non-executive Director fees payable to each relevant non-executive Director that Megaport would otherwise be required to pay to each relevant non-executive Director in cash.
<b>Summary of material terms of the ESP</b>	Refer to the summary of the material terms of the ESP contained in Annexure A (which also includes a summary of the material terms of NED RSU grants under Megaport's new non-executive Director equity program the subject of Resolution 6).
<b>No loan</b>	No loan will be made to non-executive Directors in relation to the acquisition of NED RSUs the subject of Resolution 6.

- 42 Details of any securities granted or issued under the ESP will be published in Megaport's annual report relating to the period in which they were granted or issued, along with a statement that approval for the grant or issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in a grant or issue of securities under the ESP after this Resolution 6 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### **Directors' recommendation**

- 43 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 6.

**Note:** If you appoint the Chair of the AGM as your proxy and you do not provide voting directions, the Chair of the AGM is entitled to cast your vote in accordance with their stated intentions, even though this Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the AGM intends to vote all available proxies in favour of this Resolution 6.

If you appoint another Director or member of the KMP as your proxy for this Resolution 6, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form or online platform to direct your proxy how to vote.

#### **Resolution 7: Grant of PRSUs to Mr Michael Reid**

- 44 The Company proposes to grant Mr Michael Reid 260,197 short-term incentive (**STI**) PRSUs and 487,869 long-term incentive (**LTI**) PRSUs pursuant to the Company's ESP.

#### **Message from the Chair regarding CEO remuneration**

- 45 Megaport's success under the leadership of Mr Reid in the last two years in cementing the Company's position as a global leader in Network as a Service is a two-edged sword. Having delivered on our strategy elevates our profile as a source of talent for other companies seeking to recruit successful leaders in the technology sector. Our continued success will depend on our ability to attract and retain leadership able to compete in this global market and, particularly, in the US which is the predominant engine behind our growth. Our CEO, whom we recruited from the US, is known in the US market, and needs to be in the US several months each year to further grow our business. He could easily and seamlessly return to that market and for remuneration exceeding usual Australian standards. If this were to occur, a replacement CEO would likely have to be sourced from the US, and remain resident there for remuneration not less than US market rates and in a form inconsistent with the Australian emphasis on performance.
- 46 The market benchmarking we commissioned confirmed not only a material shortfall in Mr Reid's remuneration levels; it also showed that most of our peers, the concentration of whom are US based, grant

equity in the form of restricted stock units ('RSUs') not subject to performance. The Board, counting on your support, has chosen to meet expectations of pay levels, but only if it incorporates the better aspects of Australian governance and market practice. Unlike US technology peers that vest most of their equity grants for just turning up, all of the PRSUs the subject of Resolution 7 proposed to be granted to Mr Reid vest only if challenging stretch performance is achieved.

47 The grant of PRSUs the subject of Resolution 7 is to be delivered in an STI component and an LTI component, with a greater weighting towards the LTI component. Mr Reid receives no cash STI. While we acknowledge that in the past, we indicated that Mr Reid's STI opportunity would not be amended, in light of the agility needed to execute on new growth opportunities, part of the grant of PRSUs the subject of Resolution 7 is in the form of an increased STI opportunity, subject to challenging annual targets. The STI component is entirely in equity, and unlike global technology sector market practice, we retained the Australian practice of requiring significant STI deferral if annual targets are achieved.

48 Therefore, following a review of the executive incentive framework and benchmarking of CEO remuneration, the Board has resolved to amend Mr Reid's FY26 remuneration package such that his STI and LTI opportunities are increased. Vesting conditions ensure remuneration outcomes are aligned with achievement of our growth strategy and creation of shareholder value.

49 Accompanying this reliance on performance-based equity remuneration, the Board has resolved to increase the minimum shareholding requirement for Mr Reid to 400% of his fixed remuneration to further increase alignment with shareholders.

50 Further details, and the Board's recommendation, are below.

#### **ASX Listing Rule 10.14**

51 ASX Listing Rule 10.14 provides that an ASX-listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the company (ASX Listing Rule 10.14.1);
- (b) an Associate of a director of the company (ASX Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or ASX Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

52 The proposed grant of PRSUs to Mr Reid falls within ASX Listing Rule 10.14.1 as he is a Director and therefore requires the approval of Megaport's shareholders under ASX Listing Rule 10.14. As such, Resolution 7 seeks shareholder approval for the purposes of ASX Listing Rule 10.14 for the grant of 260,197 STI PRSUs and 487,869 LTI PRSUs to Mr Reid under Megaport's PRSU program (which is administered under the ESP).

53 Once shareholder approval is obtained under ASX Listing Rule 10.14, Megaport is entitled to rely on ASX Listing Rule 10.12 (Exception 8) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11. Similarly, shareholder approval will not be required under ASX Listing Rule 7.1, as ASX Listing Rule 7.2 (Exception 14) applies.

#### **Information required by ASX Listing Rule 14.1A**

54 If Resolution 7 is passed, the PRSUs will be granted to Mr Reid on the basis set out below. If Resolution 7 is not passed, the PRSUs will not be granted to Mr Reid and the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Reid, which may include substituting the grant of PRSUs with payment of a cash amount or the purchase of Shares on market of an equivalent value.

**Information required by ASX Listing Rule 10.15**
**(a) Grant of STI PRSUs to Mr Michael Reid**

55 The key terms relating to Mr Reid's proposed STI PRSU grant are outlined below:

<b>Form of STI grant</b>	<p>Mr Reid's 2026 STI is being granted in the form of PRSUs.</p> <p>Each PRSU will vest and become exercisable subject to meeting the performance conditions over a performance period. On exercise, each PRSU will be a right to acquire one Megaport Share.</p> <p>PRSUs have been selected as they provide Megaport Share price alignment between Mr Reid and shareholders without the benefits of Megaport Share ownership until performance conditions are met.</p>
<b>Number of PRSUs to be granted</b>	<p>260,197 STI PRSUs</p> <p>Mr Reid was previously granted STI PRSUs in 2023 with a maximum value of \$500,000 for the FY26 assessment period. The number of PRSUs has been calculated by dividing Mr Reid's maximum additional STI PRSU opportunity for FY26 (\$4,000,000) by the VWAP of Megaport Shares over the 10 trading days commencing on the first trading day following (and excluding) the date of release to ASX of Megaport's full-year results for the financial year ended 30 June 2025 (being \$15.37295845). Megaport therefore attributes a value of \$4,000,000 to the STI PRSUs on that basis.</p>
<b>Assessment period</b>	<p>Performance is measured over the period 1 July 2025 to 30 June 2026 (<b>STI Assessment Period</b>).</p>
<b>Performance conditions</b>	<p>Vesting of the STI PRSUs is subject to the following performance conditions:</p> <ol style="list-style-type: none"> <li><b>1. Revenue (50%)</b> Up to 50% of Mr Reid's STI PRSUs vest and become exercisable if Megaport meets revenue targets set by the Board for the STI Assessment Period.</li> <li><b>2. EBITDA (25%)</b> Up to 25% of Mr Reid's STI PRSUs vest and become exercisable if Megaport meets EBITDA targets set by the Board for the STI Assessment Period.  EBITDA will be measured on the same basis that Megaport uses for its earnings guidance (that is, before taking into account equity-settled employee and related costs). This measurement will also account for any significant changes in accounting policies, accounting standards or operating decisions that move costs "below the EBITDA line" or otherwise impact underlying earnings.</li> <li><b>3. Network expansion (25%)</b> Up to 25% of Mr Reid's STI PRSUs vest and become exercisable if Megaport meets network expansion targets set by the Board for the STI Assessment Period. Network expansion is measured as new deployments of Megaport-enabled data centres. This performance condition was selected for FY26 based on confidence in the rigorous process that management employs to drive expansion of Megaport's underlying network. Many functions, including network operations, finance, legal, and sales work together to produce a business case for each new point of presence, evaluate the success and profitability of existing sites, and exit unprofitable locations. Progress updates on network expansion are provided to the Board at each meeting throughout the year. This balanced approach ensures management continues to expand the underlying network, reaches new markets, and grows the total addressable market for core services over the medium term. Network expansion is a key growth driver for Megaport and is subject to Board oversight.</li> </ol>

	<p><b>Vesting Schedule</b></p> <p>Vesting of the STI PRSUs for each performance condition above will be determined by reference to the following vesting schedule:</p> <table><tr><th>Megaport's performance</th><th>% of PRSUs that vest</th></tr><tr><td>Less than threshold performance</td><td>0%</td></tr><tr><td>Threshold performance</td><td>33%</td></tr><tr><td>Between threshold and target performance</td><td>Straight line pro-rata vesting between 33% and 67%</td></tr><tr><td>Target performance</td><td>67%</td></tr><tr><td>Between threshold and stretch performance</td><td>Straight line pro-rata vesting between 67% and 100%</td></tr><tr><td>Stretch performance</td><td>100%</td></tr></table> <p>To preserve the commercial sensitivity of the selected performance conditions, details of the specific targets for each performance condition will be disclosed retrospectively at the end of the STI Assessment Period. Revenue and EBITDA target performance measures will be set by the Board and align with earnings guidance provided to the market on 21 August 2025. Stretch performance requirements for the revenue target will be set by the Board at levels that exceed the guidance range.</p>	Megaport's performance	% of PRSUs that vest	Less than threshold performance	0%	Threshold performance	33%	Between threshold and target performance	Straight line pro-rata vesting between 33% and 67%	Target performance	67%	Between threshold and stretch performance	Straight line pro-rata vesting between 67% and 100%	Stretch performance	100%
Megaport's performance	% of PRSUs that vest														
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Target performance	67%														
Between threshold and stretch performance	Straight line pro-rata vesting between 67% and 100%														
Stretch performance	100%														
<p><b>Vesting and exercise of PRSUs</b></p>	<p>At the end of the STI Assessment Period, the Board will determine if and to what extent the performance conditions have been met and the number of STI PRSUs that will vest and become exercisable. Of this number, 50% will vest on or about 1 September 2026. The remaining 50% will be deferred and will vest on or about 1 September 2027.</p> <p>Following vesting, the STI PRSUs will be automatically exercised and converted into Megaport Shares on a date determined by the Company that is after the release of the Company's half-year results, and prior to 5.00pm (AEST) on 15 March, in the year immediately following the vesting date.</p>														

**(b) Grant of LTI PRSUs to Mr Michael Reid**

56 The key terms relating to Mr Reid's proposed LTI PRSU grant are outlined below:

<b>Form of LTI grant</b>	<p>Mr Reid's 2026 LTI is being granted in the form of PRSUs.</p> <p>Each PRSU will vest and become exercisable subject to meeting the performance conditions over a performance period. On exercise, each PRSU will be a right to acquire one Megaport Share.</p> <p>PRSUs have been selected as they provide Megaport Share price alignment between Mr Reid and shareholders without the benefits of Megaport Share ownership until performance conditions are met.</p>
<b>Number of PRSUs to be granted</b>	<p>487,869 PRSUs</p> <p>The number of PRSUs has been calculated by dividing Mr Reid's maximum LTI PRSU opportunity (\$7,500,000) by the VWAP of Megaport Shares over the 10 trading days commencing on the first trading day following (and excluding) the date of release to ASX of Megaport's full-year results for the financial year ended 30 June 2025 (being \$15.37295845). Megaport therefore attributes a value of \$7,500,000 to the LTI PRSUs on that basis.</p>
<b>Assessment period</b>	<p>Performance is measured over the period 1 July 2025 to 30 June 2028 (<b>LTI Assessment Period</b>).</p>
<b>Performance conditions</b>	<p>Vesting of the LTI PRSUs is subject to the following performance conditions:</p> <p><b>1. ARR (65%)</b></p> <p>Up to 65% of Mr Reid's LTI PRSUs vest and become exercisable if Megaport meets ARR targets for FY28 set by the Board for the LTI Assessment Period. ARR is the recurring revenue expected over a 12-month period, calculated as monthly recurring revenue for the last month of the LTI Assessment Period, multiplied by 12. This performance condition has been selected to align management with Megaport's primary objective</p>

	<p>of driving growth via repeat business which is a key value driver for Megaport. ARR is different from the revenue performance condition in the STI PRSU grant which is based on total revenue for the financial year.</p> <p>Vesting of PRSUs for the ARR performance condition will be determined by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Megaport's performance</th><th>% of PRSUs that vest</th></tr> </thead> <tbody> <tr> <td>Less than threshold performance</td><td>0%</td></tr> <tr> <td>Threshold performance</td><td>50%</td></tr> <tr> <td>Between threshold and stretch performance</td><td>Straight line pro-rata vesting between 50% and 100%</td></tr> <tr> <td>Stretch performance</td><td>100%</td></tr> </tbody> </table> <p>To preserve the commercial sensitivity of this performance condition, details of the specific targets for ARR will be disclosed retrospectively at the end of the LTI Assessment Period. Stretch performance requirements will be set by the Board at levels that are rigorously challenging and deliver sustainable value to shareholders.</p> <p><b>2. Relative total shareholder return (35%)</b></p> <p>Up to 35% of Mr Reid's STI PRSUs vest and become exercisable if Megaport meets the relative total shareholder return (<b>TSR</b>) targets set out in the table below.</p> <p>Vesting of PRSUs for the relative TSR performance condition will be determined by ranking Megaport's TSR over the LTI Assessment Period relative to the TSR of companies in the S&amp;P/ASX All Technology Index (XTX Index). Vesting of the PRSUs will be determined by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Megaport's performance</th><th>% of PRSUs that vest</th></tr> </thead> <tbody> <tr> <td>Less than 50<sup>th</sup> percentile</td><td>0%</td></tr> <tr> <td>50<sup>th</sup> percentile</td><td>50%</td></tr> <tr> <td>Between 50<sup>th</sup> percentile and 75<sup>th</sup> percentile</td><td>Straight line pro-rata vesting between 50% and 100%</td></tr> <tr> <td>75<sup>th</sup> percentile or higher</td><td>100%</td></tr> </tbody> </table>	Megaport's performance	% of PRSUs that vest	Less than threshold performance	0%	Threshold performance	50%	Between threshold and stretch performance	Straight line pro-rata vesting between 50% and 100%	Stretch performance	100%	Megaport's performance	% of PRSUs that vest	Less than 50 <sup>th</sup> percentile	0%	50 <sup>th</sup> percentile	50%	Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight line pro-rata vesting between 50% and 100%	75 <sup>th</sup> percentile or higher	100%
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Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight line pro-rata vesting between 50% and 100%																				
75 <sup>th</sup> percentile or higher	100%																				
<b>Vesting and exercise of PRSUs</b>	<p>At the end of the LTI Assessment Period, the Board will determine if and to what extent the performance conditions have been met and the number of LTI PRSUs that will vest on or about 1 September 2028.</p> <p>Following vesting, the LTI PRSUs will be automatically exercised and converted into Megaport Shares on a date determined by the Company that is after the release of the Company's half-year results, and prior to 5.00pm (AEST) on 15 March, in the year immediately following the vesting date.</p>																				

#### Further information required by ASX Listing Rule 10.15

57 Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 7:

<b>Name of person to be granted the PRSUs</b>	Mr Michael Reid
<b>Category in ASX Listing Rule 10.14</b>	Mr Reid is a Director of Megaport for the purposes of ASX Listing Rule 10.14.1.
<b>Information required in accordance with ASX Listing Rules 10.15.4 and 10.15.5</b>	<p>Mr Reid's current total remuneration package for the financial year ending 30 June 2026 is set out as follows:</p> <ul style="list-style-type: none"> <li>• Total fixed remuneration: \$1,000,000 (including superannuation).</li> <li>• Maximum STI PRSU opportunity: \$4,500,000.</li> <li>• Maximum LTI PRSU opportunity: \$7,500,000.</li> </ul> <p>His total maximum remuneration package for the financial year ending 30 June 2026 is \$13,000,000. Only the fixed remuneration of \$1,000,000 is cash, with both STIs and LTIs comprising equity only.</p>



	Mr Reid has previously been granted 1,245,723 PRSUs, and issued, transferred or allocated 222,602 Megaport Shares on vesting and exercise of PRSUs granted, under the ESP (with no amount payable by Mr Reid for the grant of those PRSUs or the issue, transfer or allocation of those Megaport Shares).
<b>Date Megaport will grant the PRSUs</b>	Assuming Resolution 7 is approved by shareholders, the PRSUs the subject of Resolution 7 are proposed to be granted as soon as practicable following the AGM, but in any event no later than three years after the AGM.
<b>Issue price</b>	No amount is payable for the grant of the PRSUs the subject of Resolution 7.
<b>Summary of material terms of the ESP</b>	Refer to the summary of the material terms of the ESP contained in Annexure A (which also includes a summary of the material terms of the proposed PRSU grant under Megaport's PRSU program the subject of Resolution 7.
<b>No loan</b>	No loan will be made to Mr Reid in relation to the acquisition of the PRSUs the subject of Resolution 7.

- 58 Details of any securities granted or issued under the ESP will be published in Megaport's annual report relating to the period in which they were granted or issued, along with a statement that approval for the grant or issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in a grant or issue of securities under the ESP after Resolution 7 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### **Directors' recommendation**

- 59 The Directors (with Mr Reid abstaining) recommend that you vote in favour of Resolution 7.

**Note:** If you appoint the Chair of the AGM as your proxy and you do not provide voting directions, the Chair of the AGM is entitled to cast your vote in accordance with their stated intentions, even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP. The Chair of the AGM intends to vote all available proxies in favour of Resolution 7.

If you appoint another Director or member of the KMP as your proxy for Resolution 7, you **MUST** direct your proxy how to vote, or your vote will not be counted. Follow the instructions on the proxy form or online platform to direct your proxy how to vote.

## GLOSSARY

### **15% Rule**

has the meaning given to that term at paragraph 30 of the Explanatory Memorandum

### **AGM**

means Megaport's 2025 annual general meeting the subject of this Notice of Meeting

### **ARR**

means annual recurring revenue

### **ARR CAGR**

means ARR compound annual growth rate

### **Associate**

has the meaning set out in Chapter 19 of the ASX Listing Rules

### **ASX**

means ASX Limited ACN 008 624 691 or, as the case requires, the securities exchange operated by it

### **ASX Listing Rules**

means the listing rules of ASX

### **Board**

means the board of Directors of Megaport

### **Closely Related Party**

has the meaning set out in the Corporations Act

### **Constitution**

means the constitution of Megaport

### **Corporations Act**

means *Corporations Act 2001* (Cth)

### **Directors**

means the directors of Megaport

### **EBITDA**

means earnings before interest, tax, depreciation and amortisation

### **Equity Securities**

has the meaning given to that term in Chapter 19 of the ASX Listing Rules

### **ESP**

means Megaport's employee share plan, the terms and conditions of which are summarised in Annexure A

### **Explanatory Memorandum**

means the explanatory memorandum attached to the Notice of Meeting

### **Key Management Personnel or KMP**

means those persons having authority and responsibility for planning, directing and controlling the activities of Megaport, directly or indirectly, including any Director (whether executive or otherwise) of Megaport (noting that the KMP for Megaport during the financial year ended 30 June 2025 are identified in the Directors' report contained in Megaport's 2025 annual report)

### **LTI**

means long-term incentive

### **LTI Assessment Period**

has the meaning given to that term at paragraph 56 of the Explanatory Memorandum

### **Megaport, Company, we or our**

means Megaport Limited ACN 607 301 959

### **Megaport Shares or Shares**

means fully paid ordinary shares in Megaport

### **NED Equity Plan**

has the meaning given to that term at paragraph 36 of the Explanatory Memorandum

### **NED RSUs**

means restricted stock units (being rights to acquire Megaport Shares) granted under Megaport's

new non-executive Director equity program (which is administered under the ESP)

### **Notice of Meeting**

means this notice of meeting and includes the Explanatory Memorandum

### **Placement Capacity**

means placement capacity under ASX Listing Rule 7.1

### **PRSUs**

means performance restricted stock units (being rights to acquire Megaport Shares, subject to performance conditions) granted under Megaport's PRSU program (which is administered under the ESP)

### **Relative TSR**

means relative total shareholder return

### **Remuneration Report**

means the section of the Directors' report for the 2025 financial year that is included under section 300A(1) of the Corporations Act

### **Resolution**

means a resolution set out in this Notice of Meeting

### **RSUs**

means restricted stock units (being rights to acquire Megaport Shares) granted under Megaport's RSU program (which is administered under the ESP)

### **STI**

means short-term incentive

### **STI Assessment Period**

has the meaning given to that term at paragraph 55 of the Explanatory Memorandum

### **VWAP**

means volume weighted average price

## ANNEXURE A

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### Summary of the material terms of the ESP

#### Eligibility

The ESP is open to eligible participants (including employees, executives, Directors, consultants and contractors) of the Megaport group who the Board designates as being eligible.

The Board may invite eligible participants to subscribe for or acquire Megaport Shares on such terms and conditions as the Board may determine.

#### Issue of Megaport Shares

The Board may determine the number of Megaport Shares which the eligible participant may apply for under the ESP, as well as the amount payable (if any) per Megaport Share and any salary sacrifice arrangements and any other terms applicable to Megaport Shares allocated under the ESP.

Subject to the terms of the invitation, Megaport may issue new Megaport Shares or arrange a transfer or purchase of existing Megaport Shares.

#### Disposal restrictions

Megaport Shares may be subject to disposal restrictions or vesting conditions determined by the Board at the time of the invitation.

While disposal of the Megaport Shares allocated under the ESP are restricted, the relevant participant is entitled to receive all entitlements relating to those Megaport Shares.

#### Change of control

If there is a change of control of Megaport, the Board may in its discretion determine that the Megaport Shares allocated under the ESP are no longer subject to restriction.

#### Assignment

Unless the Board determines otherwise, a participant must not transfer or assign any of their rights in restricted Megaport Shares issued under the ESP.

#### Administration

The ESP will be managed by the Board which has the power to (amongst other things) amend the plan rules for the ESP and/or make and amend additional rules and terms and/or procedures for the operation, control and administration of the ESP and any matter incidental to the ESP. Additionally, the Board has adopted a sub-plan for participants in California to meet Californian securities law requirements, which was most recently summarised and approved by shareholders of Megaport on 1 November 2023. Such requirements include the incorporation of specific terms as set out in California Corporations Code Section 25102(o). This is necessary as in order for Megaport to provide Megaport Shares to participants in California under the ESP, there are certain Californian securities law requirements which must be met in order to qualify for an exemption from registration available for compensatory benefit plans.

## Summary of the material terms of the NED Equity Plan (the subject of Resolution 6)

<b>Exercise price</b>	NED RSUs the subject of Resolution 6 will have a nil exercise price.
<b>Vesting and exercise of NED RSUs</b>	<p>Each NED RSU will be a right to acquire one Megaport Share.</p> <p>NED RSUs the subject of Resolution 6 will vest on or about 1 March of each relevant financial year. For non-executive Directors resident outside Australia, NED RSUs will be automatically exercised into Megaport Shares upon vesting. For Australian non-executive Directors, NED RSUs will vest and become exercisable into Megaport Shares at any time prior to 5.00pm on the date that is the business day prior to the 15 year anniversary of the grant date or the one year anniversary after the relevant non-executive Director's position as a non-executive Director terminates or employment with the Megaport group terminates, whichever occurs first.</p> <p>Upon exercise of NED RSUs, the Board determines whether to issue Shares to the relevant non-executive Director or arrange for the Shares to be acquired on-market for the benefit of the relevant non-executive Director by the Megaport Employee Share Trust.</p>
<b>Cash payment in lieu of Megaport Shares</b>	Megaport may decide, in its sole and absolute discretion, to substitute wholly or partly the issue, transfer or allocation of Megaport Shares to the relevant non-executive Director with a payment to the relevant non-executive Director of a cash amount of equivalent value.
<b>Disposal restrictions</b>	<p>Shares that result from the vesting of NED RSUs must not be disposed of if a restriction applies under Megaport's Securities Trading Policy or the Corporations Act.</p> <p>In addition, NED RSUs must not be disposed of until 15 years after the grant date or the date that the relevant non-executive Director ceases to be neither a Director nor an employee of the Megaport group, whichever occurs first. However, the Board has discretion to waive this restriction in cases of hardship, and if a taxing point arises in relation to the NED RSUs, the restriction will be automatically lifted in respect of 50% of such Shares.</p>
<b>Leaver provisions</b>	<p>If a non-executive Director ceases to be appointed as a non-executive Director or to be employed by the Megaport group:</p> <ul style="list-style-type: none"> <li>• before their NED RSUs have vested, they will forfeit the right to be issued, transferred or allocated Megaport Shares and will instead be paid, in cash, the amount of Board fees that has already been sacrificed under the NED Equity Plan;</li> <li>• after their NED RSUs have vested, but before the end of the relevant financial year, the relevant non-executive Director will be required to pay any outstanding contribution towards the cost of the NED RSUs out of their own funds.</li> </ul>
<b>Dealing restrictions</b>	Non-executive Directors are not permitted to deal with NED RSUs granted to them pursuant to Resolution 6, including assigning, transferring or otherwise dealing with them, prior to their vesting and exercise.
<b>Recoupment</b>	NED RSUs the subject of Resolution 6 and any cash proceeds from the sale of Megaport Shares that may be acquired by the relevant non-executive Director pursuant to Megaport's new non-executive Director equity program will be subject to recoupment by Megaport in particular circumstances.
<b>Other</b>	Any offers of NED RSUs the subject of Resolution 6 will otherwise contain other customary provisions for offers of their nature.

## Summary of the material terms of proposed PRSU grants under the ESP to Mr Michael Reid (the subject of Resolution 7)

<b>Exercise price</b>	The PRSUs the subject of Resolution 7 will have a nil exercise price.
<b>Cash payment in lieu of Megaport Shares</b>	Megaport may decide, in its sole and absolute discretion, to substitute wholly or partly the issue, transfer or allocation of Megaport Shares to Mr Reid with a payment to Mr Reid of a cash amount of equivalent value.
<b>Minimum shareholding requirement</b>	Mr Reid will be required to hold Shares equal in value to 400% of his total fixed remuneration, to be met from vested and exercised PRSUs under the ESP (net of tax). No time limit will apply. The total value of Shares held by Mr Reid will be calculated by multiplying the number of Shares held by him (directly or indirectly) by the VWAP of Megaport Shares over the 20 trading days up to and including 30 June of the last day of the most recent financial year.
<b>Leaver provisions</b>	If Mr Reid ceases to be employed by the Megaport group (or has given or received notice of termination of his employment with the Megaport group) before the PRSUs the subject of Resolution 7 have vested, he will forfeit the right to be issued, transferred or allocated Megaport Shares.
<b>Dealing restrictions</b>	Mr Reid is not permitted to deal with PRSUs granted to him pursuant to Resolution 7, including assigning, transferring or otherwise dealing with them, prior to their vesting and exercise.
<b>Recoupment</b>	The PRSUs the subject of Resolution 7 and any cash proceeds from the sale of Megaport Shares that may be acquired by Mr Reid pursuant to Megaport's PRSU program will be subject to recoupment by Megaport in particular circumstances.
<b>Other</b>	The offers of the PRSUs the subject of Resolution 7 will otherwise contain other customary provisions for offers of their nature.
<b>Amendments</b>	Subject to the ASX Listing Rules, the Board may make such adjustments to PRSUs awarded under the ESP as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to the CEO resulting from a corporate action which significantly impacts performance conditions.



## Need assistance?

**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

MP1

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12.00pm (AEST) Monday, 24 November 2025.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Megaport Limited hereby appoint

☐ the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Megaport Limited to be held at the Offices of Megaport, Level 3, 825 Ann Street, Fortitude Valley, Queensland, 4006 and online via <https://meetnow.global/MT7SQ7Q> on Wednesday, 26 November 2025 at 12.00pm (AEST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 1, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS		For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Jay Adelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Grant Dempsey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Mohit Lad as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS				
5	Approval of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of non-executive Directors' equity program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Grant of PRSUs to Mr Michael Reid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To the extent permitted by law, the Chair of the Meeting intends to vote undirected proxies in favour for each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number	Email Address
<input type="text"/>	<input type="text"/>

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

