

Not for release to U.S. wire services or distribution in the United States

**ASX RELEASE**

18 November 2025

**Megaport Limited**

**Share Purchase Plan Now Open**

Megaport Limited ACN 607 301 959 (**Megaport**) (**ASX: MP1**) advises that, further to its ASX announcement on 11 November 2025 and the successful completion of its A\$200 million institutional placement (**Placement**), the Share Purchase Plan (**SPP**) offer is now open for eligible Megaport shareholders in Australia and New Zealand. It is intended that the SPP will raise up to A\$20 million and it is not underwritten. The SPP is expected to close at 5:00pm (Sydney time) on 4 December 2025, with the SPP shares expected to be allotted on 11 December 2025.

Eligible Shareholders may apply for a parcel of new shares (**SPP Shares**), up to an aggregate of A\$30,000 across all their holdings, subject to a minimum application amount of A\$1,000 and the terms and conditions of the SPP. In the event of excess demand, Megaport retains the right to increase the amount to be raised under the SPP or scale back applications for SPP Shares to the extent and in the manner it sees fit in its absolute discretion.

Eligible Shareholders are registered holders of Megaport Shares at 7:00pm (Sydney time) on 10 November 2025, whose address on Megaport's share register is in Australia or New Zealand (and for the avoidance of doubt are located outside the United States) and are not acting for the account or benefit of persons in the United States.

Shares issued under the SPP will be issued at the lower of:

- A\$14.30 per share, being the same price at which shares were issued under the Placement; and
- a 2.5% discount to the 5-day volume weighted average price (**VWAP**) of Megaport shares up to and including the closing date of the SPP, rounded to the nearest cent.

Once issued, SPP Shares will rank equally with existing Megaport Shares.

The SPP offer documentation (**SPP Offer Booklet**) is being dispatched to eligible shareholders today. The SPP Offer Booklet contains important information about the SPP. Eligible Shareholders should read the SPP Offer Booklet carefully and in its entirety as well as any announcement released by Megaport on the ASX, before applying for SPP Shares.

If you have any questions about the SPP, please contact the Registry from 8:30am to 5:00pm (Sydney time) Monday to Friday (excluding public holidays) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser.

## Key dates for the SPP

| Event  | Date (Sydney time)                  |
|--|-------------------------------------|
| Record Date (the date that eligibility to participate in the SPP was determined) | Monday, 10 November 2025 at 7:00pm  |
| Opening date for applications  | Tuesday, 18 November 2025 at 9:00am |
| Closing date for applications  | Thursday, 4 December 2025 at 5:00pm |
| Results of SPP announced   | Thursday, 11 December 2025          |
| Issue of SPP Shares  | Thursday, 11 December 2025          |
| SPP Shares commence trading on ASX   | Friday, 12 December 2025            |
| Dispatch of holding statements   | Early January 2026                  |

*The above timetable is indicative only and subject to change. Megaport reserves the right to alter the dates above at its discretion, subject to the ASX Listing Rules and Corporations Act 2001 (Cth). All references to times are to Sydney time.*

Authorised by the Company Secretary of Megaport Limited

### Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933 and save for any Megaport directors who may be in the United States, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

## Supporting Resources

- Visit Megaport: <https://megaport.com>
- Subscribe for ASX announcements [here](#)
- Follow Megaport on X: [@megaportnetwork](#)
- Follow Megaport on [LinkedIn](#)
- Learn more about MCR and MVE
- For definitions refer to the Glossary for Investors in our Business Overview

## About Megaport

Megaport is changing how businesses connect their infrastructure, with one smart and simple platform to manage every connection. Build secure, scalable, and agile networks in just a few clicks, accessing global endpoints and creating private paths in minutes. Trust by the world's leading companies, Megaport partners with global service providers, DC operators, systems integrators, and managed services companies, and operates in 1000+ enabled locations worldwide. Megaport is ISO/IEC 27001 certified. Join the network revolution at [megaport.com](https://megaport.com)

### Investor enquiries

Investor Relations

[investor@megaport.com](mailto:investor@megaport.com)

### Media enquiries

[media@megaport.com](mailto:media@megaport.com)

### Megaport Limited

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Australia

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18 November 2025

Dear Shareholder

## SHARE PURCHASE PLAN

On behalf of the board of directors of Megaport Limited ACN 607 301 959 (ASX:MP1) (**Megaport**), it gives me great pleasure to offer you the opportunity to participate in Megaport's share purchase plan (**SPP**). The SPP provides each Eligible Shareholder with the opportunity to apply for up to A\$30,000 in additional fully paid ordinary shares in Megaport (**SPP Shares**). The SPP aims to raise up to A\$20 million. Any funds raised under the SPP will be used for general corporate and working capital purposes.

The SPP follows the recent institutional placement announced on 11 November 2025 (**Placement**) that was successfully completed by Megaport and raised A\$200 million. Funds raised under the Placement will be used to fund the upfront cash consideration for Megaport's acquisition of Latitude.sh (**Acquisition**) which was announced on 11 November 2025, the India network land and expand strategy and one-off transaction costs, as well as providing additional cash to retain as cash liquidity. See the announcement and investor presentation released by Megaport to ASX on 11 November 2025 for further information about the Acquisition.

The SPP will be available to shareholders who were on Megaport's share register at 7:00pm (Sydney time) on 10 November 2025 (**Record Date**), and have a registered address in Australia or New Zealand (**Eligible Shareholders**). Directors, officers and employees of Megaport who are Eligible Shareholders may participate in the SPP.

The SPP provides Eligible Shareholders with the opportunity to acquire additional SPP Shares at the lower of:

- A\$14.30 per SPP Share, being the price paid by institutional investors under the Placement; and
- a 2.5% discount to the 5-day volume weighted average price (**VWAP**) of Megaport shares up to and including the closing date of the SPP (expected to be 4 December 2025), rounded to the nearest cent (**Issue Price**)

There are no transaction costs or brokerage costs to participating Megaport shareholders.

The SPP closes at **5:00pm (Sydney time) on 4 December 2025**. If you intend to participate in the SPP, your application and funds must be received by then. Megaport reserves its right to close the SPP early.

**Regardless of when (during the SPP offer period) you submit your application and funds, your application will be deemed to be made and received on the closing date of the SPP offer.**

This letter and the accompanying material set out the terms and conditions of the SPP.

The board of directors of Megaport encourages you to read this SPP Offer Booklet and Megaport's ASX announcements (available on [www.asx.com.au](http://www.asx.com.au)) before deciding whether to participate in the SPP.

On behalf of the Board, I thank you for your continued support of Megaport.

Yours faithfully



**Melinda Snowden**  
Non-Executive Chair  
Megaport Limited

## TERMS AND CONDITIONS

### OFFER DETAILS

|                                 |   |
|---------------------------------|---|
| Issue Price                     | The lower of the Placement Price of A\$14.30 and a 2.5% discount to the 5-day VWAP of Megaport shares up to and including the closing date of the SPP, rounded to the nearest cent. |
| Application Amounts             | Eligible Shareholders may apply for SPP Shares in parcels valued at A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$20,000, A\$25,000 or A\$30,000      |
| Record Date                     | 10 November 2025<br>7:00pm (Sydney time)  |
| Closing Date                    | 4 December 2025<br>5:00pm (Sydney time)   |
| Allotment Date                  | 11 December 2025  |
| Quotation Date                  | 12 December 2025  |
| Holding Statement Dispatch Date | Early January 2026  |

### HOW DO I ACCEPT?

To participate, you should:

make your application online via the SPP offer website, [www.computersharecas.com.au/mp1spp](http://www.computersharecas.com.au/mp1spp), and pay the Application Amount via BPAY or EFT (New Zealand Shareholders only) so the payment is received by 5:00pm (Sydney time) on 4 December 2025.

Your financial institution may implement earlier cut-off times for electronic payment. You should take this into consideration when making payment.

Funds received by BPAY or EFT will be regarded as applications for the maximum number of shares that those funds will pay for in full.

**All Applications will be deemed to be made on the Closing Date. Applications cannot be withdrawn on or after the Closing Date.**

Megaport's market price may vary at any time during the offer period and Megaport's Shares may trade at a price that is lower than the Issue Price.

By accepting the SPP offer, you accept the risk that

the market price of Megaport's Shares may fall below the Issue Price between the date of this offer and the Allotment Date, in which case you may have been able to buy the SPP Shares at a lower price than the Issue Price.

By making an application, you represent to Megaport, as at the Closing Date (being the date on which your application is deemed to be made and received), the matters set out under the heading 'Your representations' in these terms and conditions.

The SPP offer website will only be accessible between 9.00am on Tuesday, 18 November 2025 and 5.00pm on Thursday, 4 December 2025.

### HOW MANY SHARES

Eligible Shareholders receive the number of SPP Shares equal to the Application Amount (subject to any scale-back) divided by the Issue Price.

An illustration of the number of SPP Shares to be issued (which will vary depending on the applicant's total application amount and the final Issue Price) is as follows (assuming the Issue Price is A\$14.30, being the price at which New Shares were issued under Placement):

| Application amount | Shares issued<br>(subject to scale-back) |
|--------------------|--|
| <b>A\$2,500</b>    | 174                                      |
| <b>A\$10,000</b>   | 699                                      |
| <b>A\$20,000</b>   | 1,398                                    |
| <b>A\$30,000</b>   | 2,097                                    |

Fractions (if any) will be rounded down, and any marginal application amount remaining as a result of such rounding may be retained by Megaport to the extent that any marginal amount is less than A\$5.

For example, if a total application amount of A\$10,000 is received, 699 SPP Shares will be issued to the relevant applicant (assuming no scale-back) with a combined Issue Price of A\$9,995.70, and the A\$4.30 balance retained by Megaport (as the balance is less than A\$5). If a scale-back occurs, you will be refunded the balance of your application amount in accordance with the 'SCALE-BACK' policy set out in this document.

The Issue Price does not exceed the limit prescribed by the ASX Listing Rules and ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

SPP Shares may be sold or transferred on ASX at any time after the Quotation Date.

## ELIGIBILITY TO PARTICIPATE

Participation in the SPP is optional. The offer is open to all shareholders with a registered address in Australia or New Zealand as at the Record Date (and for the avoidance of doubt are located outside the United States) and are not acting for the account or benefit of persons in the United States.

### Multiple holdings

If you are the only registered holder of Megaport Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in total for a maximum of A\$30,000 worth of SPP Shares.

### Joint holders

If you are a joint holder of Megaport Shares, that holding is considered to be a single registered holding for the purpose of the SPP. You are entitled to participate in the SPP for that single holding only. If you are a joint holder and you receive more than one offer under the SPP, you may only apply in total for a maximum of A\$30,000 worth of Shares.

### Trustee or nominee

If you are expressly noted on Megaport's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of shares for each named beneficiary. If Megaport's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

### Custodians

If you are a custodian within the definition of 'custodian' in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and hold Megaport Shares for one or more persons (each a **Participating Beneficiary**), or on behalf of another custodian of Megaport Shares, you may apply for up to a maximum of A\$30,000 worth of SPP Shares for each Participating Beneficiary, subject to providing Megaport a 'custodian certificate' which certifies matters required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Please contact Megaport's share registry to obtain the form of the custodian certificate.

## DIRECTORS, OFFICERS AND EMPLOYEES

Directors, officers and employees of Megaport who are Eligible Shareholders may participate in the SPP.

## SCALE-BACK

Megaport may, in its absolute discretion, scale-back applications under the SPP to the extent and in the manner that it sees fit.

Factors that Megaport may take into account in determining any scale-back include:

- (a) compliance with regulatory requirements;
- (b) the amount applied for by each shareholder under the SPP;
- (c) the number of Shares held at the Record Date; and
- (d) the close of the SPP offer period.

If a scale-back occurs, the difference between the value of the Shares allotted and the Application Amount paid to Megaport (only where the amount is greater than the Issue Price) will be refunded to you as soon as practicable following the Allotment Date. Any scale-back will be announced on the Allotment Date. No interest will be paid on any Application Amount paid or refunded. Scale-back decisions are made by the board of directors of Megaport and are final.

## ASX QUOTATION

After SPP Shares are issued and allotted under the SPP, Megaport will apply to ASX for quotation of the Shares on the Official List and send an allotment notice to each Eligible Shareholder's registered address.

## NO COSTS

Eligible Shareholders may subscribe without incurring brokerage costs, commission or other transaction costs.

## MEGAPORT'S RIGHTS

Megaport retains absolute discretion to increase the total amount raised under the SPP offer, or accept aggregate applications for a total amount lower than A\$20 million.

Megaport may reject any application for SPP Shares under the SPP, which it believes does not comply with these terms and conditions, including where it appears that you are not an Eligible Shareholder or where there are grounds for believing that the applicant is not acting in good faith.



Megaport may modify, suspend or cancel the SPP at any time. If Megaport does this it will notify ASX. If the SPP is cancelled, the Application Amount will be refunded without interest. Neither Megaport, nor the board of directors of Megaport, accepts or assumes any liability to shareholders because of the variation, suspension or termination of SPP.

Megaport may settle, at its discretion in any manner it deems fit, any anomalies or disputes in connection with the SPP, and that decision is conclusive and binding on all applicants. Megaport reserves the right to waive strict compliance with these terms and conditions.

## YOUR REPRESENTATIONS

By making a BPAY or EFT payment, you:

- (a) certify to Megaport that you are an Eligible Shareholder and will not forward this document to any person outside Australia or New Zealand;
- (b) represent that you are not in the United States or acting for the account or benefit of a person in the United States;
- (c) understand that the Shares have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws;
- (d) acknowledge and agree that if you are acting as a trustee, nominee or custodian: (1) each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (or such other countries as Megaport may have agreed in writing having regard to applicable laws); and (2) you have not sent this document or any other materials relating to the SPP to any person outside Australia or New Zealand (or such other countries as Megaport may have agreed in writing having regard to applicable laws);
- (e) accept the risks associated with any refund that may be sent to your address or to your nominated bank account as shown on Megaport's Share register;
- (f) irrevocably and unconditionally agree to these terms and conditions; and
- (g) acknowledge that Megaport is not liable for any exercise of its discretions referred to in these terms.

## FOREIGN OFFER RESTRICTIONS

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, the SPP Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. Persons in the United States may not, directly or indirectly, participate in the SPP.

This document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia or New Zealand.

### New Zealand

The Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## OTHER INFORMATION

The Offer is non-renounceable, which means that you cannot transfer your right to purchase Shares under the SPP to anyone else. Shares issued under the SPP will rank equally in all respects with existing Megaport Shares.

This document is not an offer of securities in any place outside Australia or New Zealand and does not take into account your individual investment objectives, financial situation or particular needs. An investment in Megaport is speculative. You should therefore obtain independent financial and taxation advice before making an investment decision.

## GLOSSARY

|                           |  |
|---------------------------|--|
| Allotment Date            | means Thursday, 11 December 2025   |
| Application Amount        | means the parcel of SPP Shares valued at A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$20,000, A\$25,000 or A\$30,000 that an Eligible Shareholder applies for under the SPP |
| ASX                       | means the Australian Securities Exchange   |
| Closing Date              | means Thursday, 4 December 2025 at 5:00pm  |
| Eligible Shareholders     | means existing shareholders of Megaport with a registered address in Australia or New Zealand as at the Record Date  |
| Issue Price               | The lower of the Placement Price of A\$14.30 and a 2.5% discount to the 5-day VWAP of Megaport shares up to and including the closing date of the SPP, rounded to the nearest cent                         |
| Megaport                  | Megaport Limited (ACN 607 301 959)   |
| Official List             | means the Official List of the ASX   |
| Offer                     | means the offer to Eligible Shareholders to subscribe for SPP Shares under the SPP   |
| Participating Beneficiary | means a custodian within the definition of 'custodian' in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 who holds Megaport Shares for one or more persons                      |
| Placement                 | means the fully underwritten institutional placement announced by Megaport on 11 November 2025   |
| Placement Price           | A\$14.30   |
| Record Date               | means Monday, 10 November 2025 at 7:00pm   |

|                   |  |
|-------------------|--|
| Quotation Date    | means Friday, 12 December 2025   |
| Registry          | means Computershare Investor Services Pty Limited (ABN 48 078 279 277)                   |
| Shares            | means fully paid ordinary shares in Megaport   |
| SPP               | means the non-underwritten share purchase plan announced by Megaport on 11 November 2025 |
| SPP Shares        | means new fully paid ordinary shares in Megaport issued under the SPP                    |
| US                | means United States  |
| US Securities Act | means the US Securities Act of 1933  |
| VWAP              | volume weighted average price  |