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ABN: 46 607 301 959

Notice of Annual General Meeting

22 November 2019

CHAIRMAN'S LETTER

21 October 2019

Dear shareholder

I am pleased to invite you to attend the 2019 Annual General Meeting of Megaport Limited (**Company** or **Megaport**), which will be held at the following time and place:

Date Friday, 22 November 2019

Time 10.00am (Brisbane time)

Place Offices of K&L Gates, Level 16, 66 Eagle Street, Brisbane, Queensland, 4000

The business to be considered at the Annual General Meeting is provided on pages 2, 3 and 4 of this Notice of Meeting. An Explanatory Statement in relation to each of the proposed Resolutions is set out in the Explanatory Memorandum.

If you are able to attend the Annual General Meeting, please bring the enclosed proxy form with you to facilitate registration at the Annual General Meeting.

If you do not plan on attending the Annual General Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. Instructions on how to appoint a proxy are detailed on the proxy form.

Proxies must be received no later than 10.00am (Sydney time) on Wednesday, 20 November 2019 to be valid for the Annual General Meeting.

I also encourage you to submit any questions you may have on matters of concern, or matters for which you are seeking clarification, prior to the Annual General Meeting.

A copy of Megaport's 2019 annual report is included with this Notice of Meeting for those shareholders who have elected to receive a hard copy. A copy of Megaport's 2019 annual report is also available online at the Company's website (<http://www.megaport.com/>).

We look forward to seeing you at the Annual General Meeting.

Yours faithfully



Bevan Slattery
Chairman
Megaport Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Megaport Limited ACN 607 301 959 (**Company or Megaport**) will be held at:

Location	Offices of K&L Gates, Level 16, 66 Eagle Street, Brisbane, Queensland, 4000
Date	Friday, 22 November 2019
Time	10.00am (Brisbane time)

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2019.

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 2019 be adopted.'

Note: This Resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. Votes must not be cast on this Resolution by key management personnel (**KMP**) and their Closely Related Parties.

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

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 previously appointed by the Board under rule 19.2(a) of the Company's Constitution, and being eligible, be elected as a Director of the Company.'

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 Ms Naomi Seddon as a Director

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

- 3 'That Ms Naomi Seddon, being a Director previously appointed by the Board under rule 19.2(a) of the Company's Constitution, and being eligible, be elected as a Director of the Company.'

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

The Directors (with Ms Seddon abstaining) recommend that you vote in favour of Resolution 3.

SPECIAL BUSINESS

Ratification and approval of the issue of Placement Shares

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

- 4 'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify and approve the issue of 12,500,000 Shares at \$4.00 per Share to institutional, experienced, sophisticated and professional investors under a private placement, as detailed in the Explanatory Memorandum.'

Note: Any person who participated in the issue of the Placement Shares the subject of this Resolution and any Associates of any such persons are restricted from voting on this Resolution.

The Directors unanimously recommend that you vote in favour of Resolution 4.

Grant of Options to Mr Bevan Slattery

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

- 5 'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, shareholders approve the grant of 100,000 Options with an exercise price equal to the VWAP per Megaport Share in the 10-day period following 22 August 2019, and the issue of up to 100,000 Megaport Shares on exercise of those Options, to Mr Bevan Slattery, as detailed in the Explanatory Memorandum.'

Note: All of the Directors of the Company and any of their Associates are restricted from voting on this Resolution. The voting exclusion statement for this Resolution 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 5.

Grant of Options to Mr Jay Adelson

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 the grant of 100,000 Options with an exercise price equal to the VWAP per Megaport Share in the 30-day period prior to the date of grant of the Options (with a discount of 20% applied), and the issue of up to 100,000 Megaport Shares on exercise of those Options, to Mr Jay Adelson, as detailed in the Explanatory Memorandum.'

Note: All of the Directors of the Company and any of their Associates are restricted from voting on this Resolution. The voting exclusion statement for this Resolution 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 Options to Ms Naomi Seddon

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 100,000 Options with an exercise price equal to the VWAP per Megaport Share in the 30-day period prior to the date of grant of the Options (with a discount of 20% applied), and the issue of up to 100,000 Megaport Shares on exercise of those Options, to Ms Naomi Seddon, as detailed in the Explanatory Memorandum.'

Note: All of the Directors of the Company and any of their Associates are restricted from voting on this Resolution. The voting exclusion statement for this Resolution 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 7.

By order of the Board



Celia Pheasant
Company Secretary
21 October 2019

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a shareholder of the Company. 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, then complete and return the **attached** proxy form.
- (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 Chairman of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (f) If the proxy is not the Chairman of the Meeting 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 Meeting and a poll is demanded and either:
- (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
- the Chairman of the Meeting 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 the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (i) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Sydney time) on Wednesday, 20 November 2019.
- (j) If you have any queries on how to cast your votes, please call Celia Pheasant (Company Secretary) on +61 408 841 185 during business hours.

Voting restrictions

Resolution 1 – Directors' Remuneration Report

For the purposes of the Corporations Act, the Company will disregard votes cast by or on behalf of a member of the KMP or a Closely Related Party of a member of the KMP. However, KMP 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 (i.e. for, against, abstain) on Resolution 1; or
- (b) the vote is cast by the Chairman of the Annual General Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman 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 or a closely related relative of a member of KMP (or acting on behalf of such a person) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 4 – Ratification and approval of the issue of Placement Shares

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue of the Placement Shares the subject of Resolution 4 or any Associate of any such person. However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) a person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolutions 5, 6 and 7 – Grant of Options to Mr Bevan Slattery, Mr Jay Adelson, and Ms Naomi Seddon

In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of Resolutions 5, 6 and 7 by or on behalf of any Director of the Company or any of their Associates.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) a person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a vote must not be cast on Resolutions 5, 6 and 7 by KMP or their Closely Related Parties, or by those persons as proxy where the appointment as proxy does not specify the way the proxy is to vote on the relevant Resolution (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast in favour of Resolutions 5, 6 and 7 if the votes are cast by the Chairman of the Annual General Meeting and the appointment of the Chairman as proxy expressly authorises the Chairman 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 Chairman

The Chairman of the Meeting intends to vote all undirected proxies in favour of each item of business.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of Megaport Limited (**Company** or **Megaport**) to be held at the office of K&L Gates, Level 16, 66 Eagle Street, Brisbane, Queensland, 4000 on Friday, 22 November 2019 at 10.00am (Brisbane time).

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 Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the Meeting to raise questions and make comments on these reports. In addition to asking questions at the Annual General Meeting, shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the financial report to be considered at the Annual General Meeting.
- 4 Under section 250PA(1) of the Corporations Act, written questions for Deloitte Touche Tohmatsu must be delivered by 5:00pm AEST on Friday, 15 November 2019 to:

Company Secretary
Level 4, 825 Ann Street
FORTITUDE VALLEY QLD 4006

or via email to: investor.centre@megaport.com.
- 5 The Directors' report, the auditor's report, and the financial report are available on Megaport's website (<http://www.megaport.com/>).

Resolution 1: Remuneration Report

- 6 Under the Corporations Act, the Company is required to include in the business of its Annual General Meeting a resolution that its Remuneration Report for the 2018-2019 financial year be adopted. The resolution of shareholders is advisory only and does not bind the Directors or the Company.
- 7 The Remuneration Report is contained in the Directors' report included in the Company's 2019 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 Chairman 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.

Note: As detailed on the proxy form, if you appoint the Chairman as your proxy, and you do not provide voting directions, the Chairman is entitled to cast your vote in accordance with his stated intentions, even though the Resolution is

connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of this Resolution.

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

Resolution 2: Election of Mr Jay Adelson as a Director

- 10 Mr Jay Adelson was appointed by the Board, effective 1 March 2019, under rule 19.2(a) of the Company's Constitution. Rule 19.2(a) of the Company's Constitution states that the Directors may appoint any individual to be a director of the Company, either as an addition to the existing Directors or to fill a casual vacancy. However, rule 19.2(b) of the Company's Constitution states that a director of the Company so appointed (and who is not a managing director) holds office only until the conclusion of the next annual general meeting following his or her appointment. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy, or as an addition to the board of directors, must not hold office (without re-election) past the next annual general meeting of the company in question. As such, Mr Adelson, being eligible, stands for election as a director of the Company.
- 11 Mr Adelson has over 25 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 also was instrumental in the establishment and operation of the original Palo Alto Internet Exchange for Digital Equipment Corporation in 1996. In 2005, he 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. Mr Adelson is currently a director of Spinner Systems, Inc.
- 12 Mr Adelson is also a member of Megaport's Audit and Risk Committee and Remuneration and Nomination Committee, and the Chair of its Innovation Committee.
- 13 The Company conducted appropriate checks into Mr Adelson's background and experience prior to his appointment to the Board on 1 March 2019. 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 the Company as a whole. The Directors (other than Mr Adelson) consider that Mr Adelson will, if 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 Ms Naomi Seddon as a Director

- 15 Ms Naomi Seddon was appointed by the Board, effective 1 June 2019, under rule 19.2(a) of the Company's Constitution. Rule 19.2(a) of the Company's Constitution states that the Directors may appoint any individual to be a director of the Company, either as an addition to the existing Directors or to fill a casual vacancy. However, rule 19.2(b) of the Company's Constitution states that a director of the Company so appointed (and who is not a managing director) holds office only until the conclusion of the next annual general meeting following his or her appointment. ASX Listing Rule 14.4 also states that a director appointed to fill a casual vacancy, or as an addition to the board of directors, must not hold office (without re-election) past the next annual general meeting of the company in question. As such, Ms Seddon, being eligible, stands for election as a director of the Company.
- 16 Ms Seddon is an Australian, US and NZ qualified lawyer and is a partner with the global law firm, Littler Mendelson. With a focus on providing international legal solutions to companies that are looking at market entry, Ms Seddon has extensive experience assisting companies to enter and grow in new markets including advising on global migration, local employment, data protection and privacy, pay equity and equal employment opportunity issues. In 2016, Ms Seddon was named one of the top 500 attorneys in the United States for legal advice by Legal 500. Ms Seddon is also a regular presenter at conferences around the world on issues that impact women in the workplace and is frequently called upon to assist companies to implement innovative programs in this space. In addition to her professional legal work, Ms Seddon is a passionate advocate for international surrogacy rights and was recently appointed to the advisory board of Surrogacy Australia. She is also on the advisory boards of the Australian Theatre Company and Global Village.
- 17 Ms Seddon is also a member of Megaport's Audit and Risk Committee, and the Chair of its Remuneration and Nomination Committee.

18 The Company conducted appropriate checks into Ms Seddon's background and experience prior to her appointment to the Board on 1 June 2019. The Directors are not aware of any interest, position or relationship that might influence, in a material respect, Ms Seddon's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole. The Directors (other than Ms Seddon) consider that Ms Seddon will, if elected, qualify as an independent director.

Directors' recommendation

19 The Directors (with Ms Seddon abstaining) recommend the re-election of Ms Seddon to the Board.

Resolution 4: Ratification and approval of the issue of Placement Shares

Background

20 On 14 March 2019, Megaport announced that it had successfully completed a private placement to institutional, experienced, sophisticated and professional investors of 12,500,000 Shares (**Placement Shares**) at an issue price of \$4.00 per Share (**Placement**), raising \$50 million. The Placement Shares were issued on 20 March 2019.

21 The Placement was undertaken to help Megaport accelerate expansion to new locations and new markets, undertake capacity upgrades, fund innovation and internal development of new technology, and fund operating costs and general working capital requirements.

Reason for seeking approval

22 The purpose of Resolution 4 is for shareholders to ratify and approve, under ASX Listing Rule 7.4, the issue of the Placement Shares. Without shareholder approval, this issue of the Placement Shares would otherwise be counted toward Megaport's 15% limit of Shares which can be issued in any 12 month period under ASX Listing Rule 7.1.

23 The allotment and issue of the Placement Shares detailed in this Resolution did not, when aggregated with the securities issued during the previous 12 months, exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where shareholders subsequently approve the issue of Shares, the issue is treated as having been made with approval for the purpose of ASX Listing Rule 7.1. This replenishes the Company's 15% capacity under ASX Listing Rule 7.1 and enables Megaport to issue further securities up to that limit.

Terms of the Placement Shares

24 Shareholders are advised, in accordance with the requirements of ASX Listing Rule 7.5, of the following information in relation to the issue of the Placement Shares the subject of this Resolution:

Number of securities issued	12,500,000 Megaport Shares
Price at which the securities were issued	\$4.00 per Megaport Share
Terms of the securities	The Placement Shares were issued on the same terms as, and ranking equally with, all existing Megaport Shares then on issue
Allottees	Institutional, experienced, sophisticated and professional investors under the Placement
Use of the funds	Refer to paragraph 21 above

Directors' recommendation

25 The Directors unanimously recommend that you vote in favour of this Resolution.

Resolution 5: Grant of Options to Mr Bevan Slattery

26 The Board has agreed, subject to obtaining shareholder approval, to grant 100,000 Options, in three tranches, to Mr Bevan Slattery under the ESOP General. The details of the Options proposed to be granted to Mr Slattery are set out in the following table:

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Tranche	Number of Options	Vesting date	Conditions
1	33,333	The first anniversary of the grant date (First Tranche Vesting Date)	The Options will expire on the first anniversary of the First Tranche Vesting Date Otherwise, N/A
2	33,333	The second anniversary of the grant date (Second Tranche Vesting Date)	The Options will expire on the first anniversary of the Second Tranche Vesting Date Otherwise, N/A
3	33,334	The third anniversary of the grant date (Third Tranche Vesting Date)	The Options will expire on the first anniversary of the Third Tranche Vesting Date Otherwise, N/A

27 The key terms of the Options are as follows:

- (a) the Options will be granted for no consideration;
- (b) each Option will convert into one Megaport Share;
- (c) the Options are not transferable;
- (d) the exercise price for the Options is the price equal to the VWAP per Megaport Share in the 10-day period following 22 August 2019 (being the date of release of Megaport's 2019 annual report); and
- (e) the Options are exercisable at any time during the 12 month period commencing on the relevant vesting date (as set out in the table above).

28 The Options are otherwise subject to the terms and conditions set out in the ESOP General, a summary of which is contained in the Annexure to this Explanatory Memorandum.

ASX Listing Rule 10.14

29 ASX Listing Rule 10.11 restricts the Company from issuing equity securities to related parties of the Company, or to any person whose relationship with the Company or a related party is (in ASX's opinion) such that approval should be obtained, without the approval of shareholders, unless an exception applies. An issue of securities under an employee incentive scheme made with the approval of shareholders under ASX Listing Rule 10.14 is an exception to the general prohibition in ASX Listing Rule 10.11.

30 As such, the acquisition of securities by a Director under an employee incentive scheme such as the ESOP General requires shareholder approval under ASX Listing Rule 10.14. Accordingly, shareholder approval is sought for the grant of Options to Mr Slattery, and to the extent those Options are exercised, the issue of the underlying Megaport Shares.

31 Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) 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.

32 In compliance with the disclosure requirements of ASX Listing Rule 10.15, shareholders are advised of the following additional particulars in relation to the grant of the Options:

Maximum number of Options to be granted	100,000 Options
Date the Company will grant the Options	Assuming Resolution 5 is approved by shareholders, the Options are proposed to be granted shortly after the Annual General Meeting, but in any event not later than 12 months after the Annual General Meeting
Entitlement to participate in the ESOP General	The ESOP General is open to eligible participants (including full-time and part-time employees, executives, Directors and consultants) of Megaport or any one of its subsidiaries who the Board designates as being eligible
Issue price	No amount is payable for the grant of the Options
Exercise price	Refer to paragraph 27(d) above
Vesting dates	Refer to the table at paragraph 26 above

Vesting conditions	Refer to the table at paragraph 26 above
Option expiry date	Refer to the table at paragraph 26 above
Information required in accordance with ASX Listing Rule 10.15.4	<p>The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the ESOP General since the last approval, the number of securities received, and the acquisition price for each security, are set out below.</p> <p>Mr Vincent English was granted 2,000,000 Options under the ESOP General following approval by shareholders at the Company's 2018 annual general meeting. These Options were granted for nil consideration and have an exercise price of \$3.60. As at 21 October 2019, none of these Options had been exercised.</p>

Mr Slattery's interest in Megaport

- 33 If shareholders approve this Resolution 5, the effect will be to dilute the holdings of existing shareholders by an equivalent amount as follows:

	Current Share capital		Share capital upon exercise of the Options ²	
	Shares	%	Shares	%
Mr Slattery ¹	18,287,607	13.41%	18,387,607	13.47%
Other shareholders	118,118,940	86.59%	118,118,940	86.53%
Total	136,406,547	100%	136,506,547	100%

Notes

¹ Includes all direct and indirect holdings.

² Assumes that no other securities are issued by the Company, other than the securities upon exercise of the Options the subject of this Resolution.

Directors' recommendation

- 34 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 5.

Resolution 6: Grant of Options to Mr Jay Adelson

- 35 The Board has agreed, subject to obtaining shareholder approval, to grant 100,000 Options, in two equal tranches, to Mr Jay Adelson under the ESOP General. The details of the Options proposed to be granted to Mr Adelson are set out in the following table:

Tranche	Number of Options	Vesting date	Conditions
1	50,000	The first anniversary of the grant date (First Tranche Vesting Date)	The Options will expire on the first anniversary of the First Tranche Vesting Date Otherwise, N/A
2	50,000	The second anniversary of the grant date (Second Tranche Vesting Date)	The Options will expire on the first anniversary of the Second Tranche Vesting Date Otherwise, N/A

- 36 The key terms of the Options are as follows:

- the Options will be granted for no consideration;
- each Option will convert into one Megaport Share;
- the Options are not transferable;
- the exercise price for the Options is the price equal to the VWAP per Megaport Share in the 30-day period prior to the date of grant of the Options (with a discount of 20% applied); and
- the Options are exercisable at any time during the 12 month period commencing on the relevant vesting date (as set out in the table above).

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37 The Options are otherwise subject to the terms and conditions set out in the ESOP General, a summary of which is contained in the Annexure to this Explanatory Memorandum.

ASX Listing Rule 10.14

38 ASX Listing Rule 10.11 restricts the Company from issuing equity securities to related parties of the Company, or to any person whose relationship with the Company or a related party is (in ASX's opinion) such that approval should be obtained, without the approval of shareholders, unless an exception applies. An issue of securities under an employee incentive scheme made with the approval of shareholders under ASX Listing Rule 10.14 is an exception to the general prohibition in ASX Listing Rule 10.11.

39 As such, the acquisition of securities by a Director under an employee incentive scheme such as the ESOP General requires shareholder approval under ASX Listing Rule 10.14. Accordingly, shareholder approval is sought for the grant of Options to Mr Adelson, and to the extent those Options are exercised, the issue of the underlying Megaport Shares.

40 Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) 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.

41 In compliance with the disclosure requirements of ASX Listing Rule 10.15, shareholders are advised of the following additional particulars in relation to the grant of the Options:

Maximum number of Options to be granted	100,000 Options
Date the Company will grant the Options	Assuming Resolution 6 is approved by shareholders, the Options are proposed to be granted shortly after the Annual General Meeting, but in any event not later than 12 months after the Annual General Meeting
Entitlement to participate in the ESOP General	The ESOP General is open to eligible participants (including full-time and part-time employees, executives, Directors and consultants) of Megaport or any one of its subsidiaries who the Board designates as being eligible
Issue price	No amount is payable for the grant of the Options
Exercise price	Refer to paragraph 36(d) above
Vesting dates	Refer to the table at paragraph 35 above
Vesting conditions	Refer to the table at paragraph 35 above
Option expiry date	Refer to the table at paragraph 35 above
Information required in accordance with ASX Listing Rule 10.15.4	The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the ESOP General since the last approval, the number of securities received, and the acquisition price for each security, are set out in the final row of the table at paragraph 32 above (in relation to Resolution 5).

Mr Adelson's interest in Megaport

42 If shareholders approve this Resolution 6, the effect will be to dilute the holdings of existing shareholders by an equivalent amount as follows:

	Current Share capital		Share capital upon exercise of the Options ²	
	Shares	%	Shares	%
Mr Adelson ¹	Nil	0%	100,000	0.07%
Other shareholders	136,406,547	100%	136,406,547	99.93%
Total	136,406,547	100%	136,506,547	100%

Notes

¹ Includes all direct and indirect holdings.

² Assumes that no other securities are issued by the Company, other than the securities upon exercise of the Options the subject of this Resolution.

Directors' recommendation

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

Resolution 7: Grant of Options to Ms Naomi Seddon

- 44 The Board has agreed, subject to obtaining shareholder approval, to grant 100,000 Options, in two equal tranches, to Ms Naomi Seddon under the ESOP General. The details of the Options proposed to be granted to Ms Seddon are set out in the following table:

Tranche	Number of Options	Vesting date	Conditions
1	50,000	The first anniversary of the grant date (First Tranche Vesting Date)	The Options will expire on the first anniversary of the First Tranche Vesting Date Otherwise, N/A
2	50,000	The second anniversary of the grant date (Second Tranche Vesting Date)	The Options will expire on the first anniversary of the Second Tranche Vesting Date Otherwise, N/A

- 45 The key terms of the Options are as follows:

- (a) the Options will be granted for no consideration;
- (b) each Option will convert into one Megaport Share;
- (c) the Options are not transferable;
- (d) the exercise price for the Options is the price equal to the VWAP per Megaport Share in the 30-day period prior to the date of grant of the Options (with a discount of 20% applied); and
- (e) the Options are exercisable at any time during the 12 month period commencing on the relevant vesting date (as set out in the table above).

- 46 The Options are otherwise subject to the terms and conditions set out in the ESOP General, a summary of which is contained in the Annexure to this Explanatory Memorandum.

ASX Listing Rule 10.14

- 47 ASX Listing Rule 10.11 restricts the Company from issuing equity securities to related parties of the Company, or to any person whose relationship with the Company or a related party is (in ASX's opinion) such that approval should be obtained, without the approval of shareholders, unless an exception applies. An issue of securities under an employee incentive scheme made with the approval of shareholders under ASX Listing Rule 10.14 is an exception to the general prohibition in ASX Listing Rule 10.11.

- 48 As such, the acquisition of securities by a Director under an employee incentive scheme such as the ESOP General requires shareholder approval under ASX Listing Rule 10.14. Accordingly, shareholder approval is sought for the grant of Options to Ms Seddon, and to the extent those Options are exercised, the issue of the underlying Megaport Shares.

- 49 Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) 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.

- 50 In compliance with the disclosure requirements of ASX Listing Rule 10.15, shareholders are advised of the following additional particulars in relation to the grant of the Options:

Maximum number of Options to be granted	100,000 Options
Date the Company will grant the Options	Assuming Resolution 7 is approved by shareholders, the Options are proposed to be granted shortly after the Annual General Meeting, but in any event not later than 12 months after the Annual General Meeting
Entitlement to participate in the ESOP General	The ESOP General is open to eligible participants (including full-time and part-time employees, executives, Directors and consultants) of Megaport or any one of its subsidiaries who the Board designates as being eligible

For personal use only

Issue price	No amount is payable for the grant of the Options
Exercise price	Refer to paragraph 45(d) above
Vesting dates	Refer to the table at paragraph 44 above
Vesting conditions	Refer to the table at paragraph 44 above
Option expiry date	Refer to the table at paragraph 44 above
Information required in accordance with ASX Listing Rule 10.15.4	The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the ESOP General since the last approval, the number of securities received, and the acquisition price for each security, are set out in the final row of the table at paragraph 32 above (in relation to Resolution 5).

Ms Seddon's interest in Megaport

- 51 If shareholders approve this Resolution 7, the effect will be to dilute the holdings of existing shareholders by an equivalent amount as follows:

	Current Share capital		Share capital upon exercise of the Options ²	
	Shares	%	Shares	%
Ms Seddon ¹	Nil	0%	100,000	0.07%
Other shareholders	136,406,547	100%	136,406,547	99.93%
Total	136,406,547	100%	136,506,547	100%

Notes

¹ Includes all direct and indirect holdings.

² Assumes that no other securities are issued by the Company, other than the securities upon exercise of the Options the subject of this Resolution.

Directors' recommendation

- 52 The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 7.

GLOSSARY

Annual General Meeting or Meeting

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

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 the Company

Closely Related Party

has the meaning set out in the Corporations Act

Company or Megaport

means Megaport Limited ACN 607 301 959

Constitution

means the constitution of the Company

Corporations Act

means *Corporations Act 2001* (Cth)

Directors

means the directors of the Company

ESOP General

Means Megaport's Employee Share Option Plan, the terms of which are summarised in the Annexure of the Explanatory Memorandum

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 the Company, either directly or indirectly, including all Directors (executive and non-executive) and certain members of the executive team (noting that the KMP for the Company during the year ended 30 June 2019 are in the Directors' Report contained in the Company's 2019 annual report)

Notice of Meeting

means the notice of meeting and includes the Explanatory Memorandum

Options

means options to acquire Megaport Shares

Placement

has the meaning set out in paragraph 20 of the Explanatory Memorandum

Placement Shares

means 12,500,000 Shares issued to institutional, experienced, sophisticated and professional investors on 20 March 2019 under the Placement

Remuneration Report

means the section of the Directors' Report for the 2018-2019 financial year that is included under section 300A(1) of the Corporations Act

Shares or Megaport Shares

means the existing fully paid ordinary shares in the Company

VWAP

means volume weighted average price

ANNEXURE

Summary of the terms of the ESOP General

Eligibility criteria

The ESOP General will be open to eligible participants (including full-time and part-time employees, executives, Directors and consultants) of Megaport or any one of its subsidiaries who the Board designates as being eligible.

Ownership interest

The participants cannot hold more than 5% of the ownership or voting rights in Megaport as a result of interests (vested or unvested) which have been granted under the ESOP General. For the purposes of calculating the 5% threshold, interests (vested or unvested) which have been granted to persons situated outside of Australia are to be disregarded.

Grant of Options

All Options shall be offered to participants for no consideration. The offer must be in writing and specify, amongst other things, the number of Options for which the participants must apply, the period within which the Options may be exercised and any conditions to be satisfied before exercise, the Option expiry date (as determined by the Board) and the exercise period for the Options.

Exercise

The Options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to Megaport and paying the exercise price in full. Megaport will apply for official quotation of any Shares issued on exercise of any Options.

Lapse

The Options shall lapse upon the earlier of the date specified by the Board or events contained in the ESOP General rules, including termination of employment or resignation, redundancy, death or disablement.

Rights of participants

Once Shares are issued upon exercise of the Options, the participant will hold the Shares free of restrictions subject to any restriction on disposal. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should Megaport undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Options will be correspondingly changed to the extent necessary to comply with the ASX Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the Options, including allowing accelerated vesting or the grant of Options in the substituted corporation. A holder of Options is not entitled to participate in a new issue of Shares or other securities made by Megaport to shareholders merely because he or she holds Options.

Assignment

The Options are not transferable or assignable without the prior written approval of the Board.

Administration

The ESOP General will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the ASX Listing Rules) in addition to those set out in the plan.

Termination and amendment

The ESOP General may be triggered or suspended at any time by the Board. The plan may be amended at any time by the Board except where the amendment reduces the rights of the holders of Options.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Megaport Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Megaport Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00 (Brisbane time) on Friday, 22 November 2019 at the offices of K&L Gates, Level 16, 66 Eagle Street, Brisbane, Queensland, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 5, 6 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*	Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Grant of Options to Mr Bevan Slattery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Jay Adelson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Grant of Options to Mr Jay Adelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Naomi Seddon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Grant of Options to Ms Naomi Seddon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification and approval of the issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00 (Brisbane time) on Wednesday, 20 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Megaport Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**