APPENDIX 4E

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

The following information sets out the requirements of the Appendix 4E of Megaport Limited ('the Company') and its controlled entities ('the Group') with the stipulated information either provided here or cross referenced to the Annual Report for the financial year ended 30 June 2026.

The information provided in the Appendix 4E is based on the 30 June 2026 Annual Report, which has been prepared in accordance with the *Corporations Act 2001*, and Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board.

This Appendix 4E covers the reporting period from 1 July 2025 to 30 June 2026. The previous corresponding period is 1 July 2024 to 30 June 2025.

Results for Announcement to the Market

Summary of Financial Information

	1 July 2025 to 30 June 2026 $'000	1 July 2024 to 30 June 2025 $'000	Change $'000	Change %
Revenue from ordinary activities	312,187	227,060	85,127	37%
Loss from ordinary activities after tax attributable to members	(39,000)	(292)	(38,708)	n.m.
Net loss for the year attributable to members	(39,000)	(292)	(38,708)	n.m.

n.m. = not meaningful.

Dividends

No dividend has been proposed or declared for the year ended 30 June 2026.

Commentary on the Results for the Year

Refer to the ASX Announcements titled 'FY26 Full Year Investor Presentation' and 'FY26 Full Year Results Announcement' lodged with the ASX on 20 August 2026 and the Director's Report 'Review of Operations' section in the 30 June 2026 Annual Report for commentary on the results for the year and explanations to understand the Group's revenue and profit/(loss) from ordinary activities.

Consolidated Financial Statements

Refer to the Consolidated Financial Statements in the 30 June 2026 Annual Report for the following statements and the accompanying notes, including the specific disclosures:

- Consolidated Statement of Profit or Loss and Other Comprehensive Income
- Consolidated Statement of Financial Position
- Consolidated Statement of Changes in Equity
- Consolidated Statement of Cash Flows

Each statement includes references to note disclosures that have been prepared in accordance with Megaport's Statement of Compliance (refer to Note 2 under Section 1 in the consolidated financial statements in the 30 June 2026 Annual Report).

APPENDIX 4E continued

Net Tangible Asset Backing

	30 June 2026 cents	30 June 2025 cents
Net tangible asset backing per share on issue^	247.70	82.11

^ Calculated as net assets less intangible assets divided by the number of shares on issue at year end.

The number of Megaport shares on issue at 30 June 2026 is 214,494,131 (2025: 160,941,332).

Details of entities where control has been gained or lost during the year

Name of Entity	Country of incorporation	Note	Date control obtained/ lost	% of equity held by immediate parent
Latitude.sh LLC	USA	Acquired	26 November 2025	100%
Latitude.sh SA	Brazil	Acquired	26 November 2025	100%
Extreme Infocom Private Limited	India	Acquired	12 December 2025	100%
European Voice Link Limited	United Kingdom	Dissolved	23 September 2025	100%

During 2025, there were no entities where control had been gained or lost during the year.

Details of Associates and Joint Ventures

There are no associates or joint ventures of the Group.

Information about the audit

This final report is based on the attached Financial Report which has been audited by the Group's auditor, Deloitte Touche Tohmatsu. A copy of Deloitte's unqualified audit report is included as part of the consolidated financial statements.

Annual Report
2026

Megaport

Annual Report FY26

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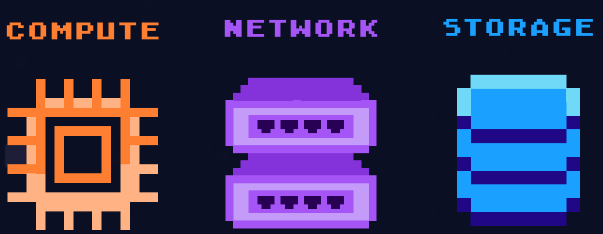


ABOUT THIS REPORT

Over the past year, we have materially expanded the scale and scope of Megaport. We delivered strong financial and operational performance, accelerated our core Network business, and broadened our platform across Compute, Network, and Storage. Through the acquisitions of Latitude.sh and Extreme IX, we added new technology capabilities, entered important markets, and created opportunities beyond those available to us a year ago.

Our expanded platform allows customers to deploy computing capacity, connect applications and data, move information between locations, and access storage through software. Significant strategic customer contracts demonstrated the demand for this coordinated approach and the potential created by combining our capabilities.

As AI inference moves into production and digital infrastructure becomes more distributed, businesses increasingly require computing capacity closer to users, secure connectivity to data, and storage across multiple environments. These trends reinforce the principle at our core: complex digital infrastructure should be programmable, automated, and available on demand.

We are focused on delivering our strategic customer contracts, bringing new capabilities to market, sustaining Network growth, and investing with discipline to create enduring value for our customers, partners, people, and shareholders.

OUR PURPOSE

Innovate and evolve compute, network, and storage technologies to solve the world's most significant infrastructure challenges.

OUR MISSION

Make automated infrastructure accessible to every business.

OUR VISION

A world where digital infrastructure is deployed effortlessly and rapidly.

COMPANY HIGHLIGHTS – FY26 & BEYOND

- **26 NOV** — Acquisition: latitude.sh
- **12 DEC** — Acquisition: EXTREME IX
- **27 APR** — $35.4M: CPU Contract
- **14 MAY** — $254.0M: GPU/CPU, Network & Storage Contracts
- **3 JUN** — $458.9M: GPU/CPU, Network & Storage Contracts; On demand GPU Pool; Capital Raise via Entitlement Offer
- **4 JUN** — Storage Launch
- **20 AUG** — $825.0M: New Debt Facility[1] Announced

1. Includes the refinancing of the existing $150M debt facility.

About Megaport

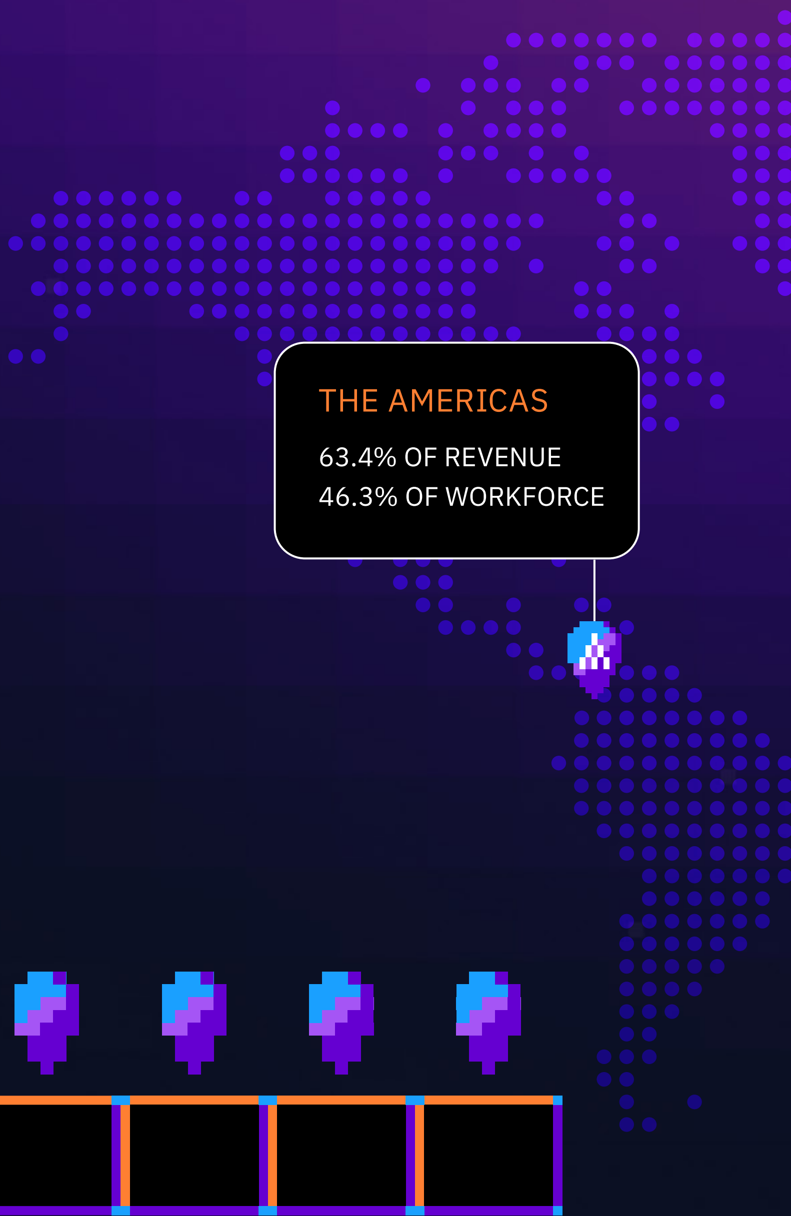
Automating infrastructure at scale

Deploying infrastructure should be fast and simple. By taking a software-defined approach, Megaport provides private compute, network, and storage – globally, securely, and on demand. Businesses can build and scale infrastructure in just a few clicks with a globally-distributed AI inference cloud. Trusted by the world's leading companies, Megaport partners with service providers, data centers, and systems integrators across 1,100+ enabled locations worldwide.

Megaport automates digital infrastructure across Compute, Network, and Storage. Through one software platform, customers can deploy dedicated CPU and GPU capacity, connect applications and data privately, move information between locations, and access storage across distributed environments. Infrastructure that has traditionally required multiple vendors, separate contracts, and manual configuration can be provisioned and managed on demand.

Network remains the foundation of Megaport. Our global, carrier-neutral footprint connects enterprises and service providers to data centres, cloud platforms, and each other. Latitude.sh extends that foundation with the infrastructure and expertise required to deliver high-performance compute and storage across multiple markets.

Together, these capabilities support cloud, AI, and data-intensive workloads closer to users and the data they depend on. Customers gain the flexibility to place infrastructure where it is needed, scale capacity as requirements change, and manage more of their technology through software. Megaport makes complex infrastructure faster to deploy, easier to operate, and available on demand.

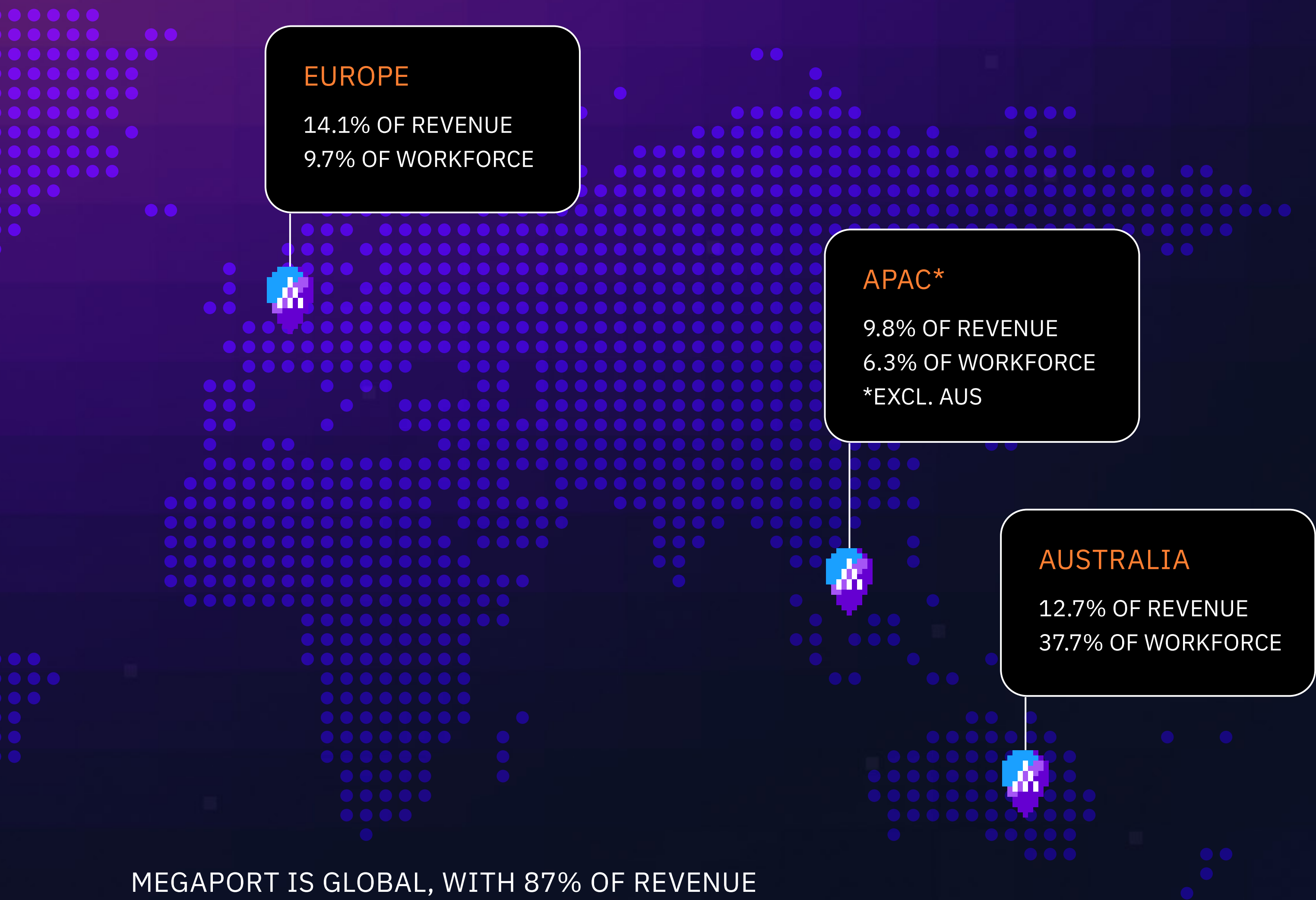


1,100+
NETWORK DATA CENTRES

185+
CITIES

30+
COUNTRIES

3,200+
CUSTOMERS



MEGAPORT IS GLOBAL, WITH 87% OF REVENUE GENERATED OUTSIDE OF AUSTRALIA.

ABN 46 607 301 959

Strategic Pillars + FY26 Highlights

Execution against strategy

Build

- +155 Network DCs in FY26, reaching 1,138 total.
- Megaport infrastructure deployed across 40 existing sites in India.
- Build out of Megaport Storage hardware in 15 metros.
- Built direct connectivity to 14 Latitude.sh compute locations.
- 5x increase of IP transit port capacity, from 3 Tbps to 15 Tbps.
- +72 locations now 400G enabled.
- 3x expansion in 100G Internet locations> 200% increase in market-coverage.
- +67% increase in 100G enabled locations.
- +58% increase in bare metal servers.

Innovate

- Launched global cloud storage platform, completing our full-stack infrastructure offering.
- Launched DDoS Protection for Internet.
- Launched MCP Server – self-manage your network via AI tools, in natural language.
- Launched enterprise-grade Virtual Machines and on-demand Kubernetes for compute workloads.
- Created Agent Hub – internal AI platform to accelerate customer operations and issue resolution.
- Launched enterprise-grade security and diagnostic features for Cloud Router: IPSec, Packet Filtering, Ping & Traceroute.

Invest

- Acquired Compute business (Latitude.sh).
- Acquired India's leading Internet Exchange operator (Extreme IX).
- Undertook an A$827.3M capital raise to fund:
  - Large long-term strategic customer contracts; and
  - Establish an on-demand GPU Pool.
- Diversification of the Capital base is underway to underpin future growth.
- Continued investment in GTM and product teams, including +68% growth YoY in engineering.
- Investment in AI tools driving 2-4x the output (YoY) per engineering contributor.

GROSS PROFIT[1]

$229.0M

+67.0M ↑41%

EBITDA[2]

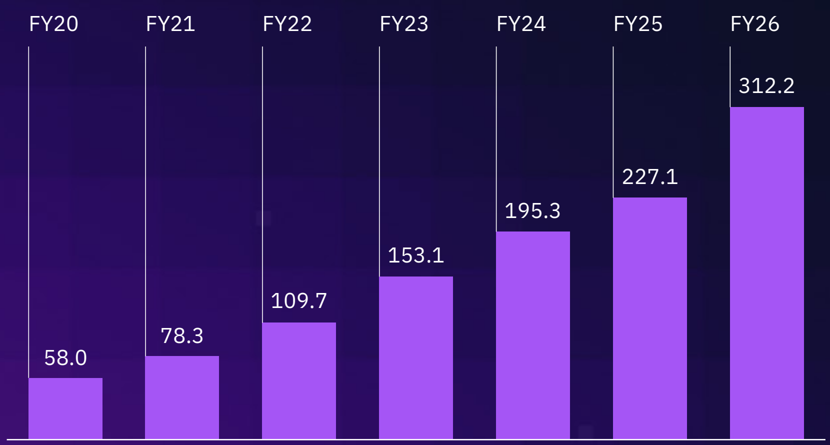
$77.1M

+14.8M ↑24%

REVENUE

A$312.2M

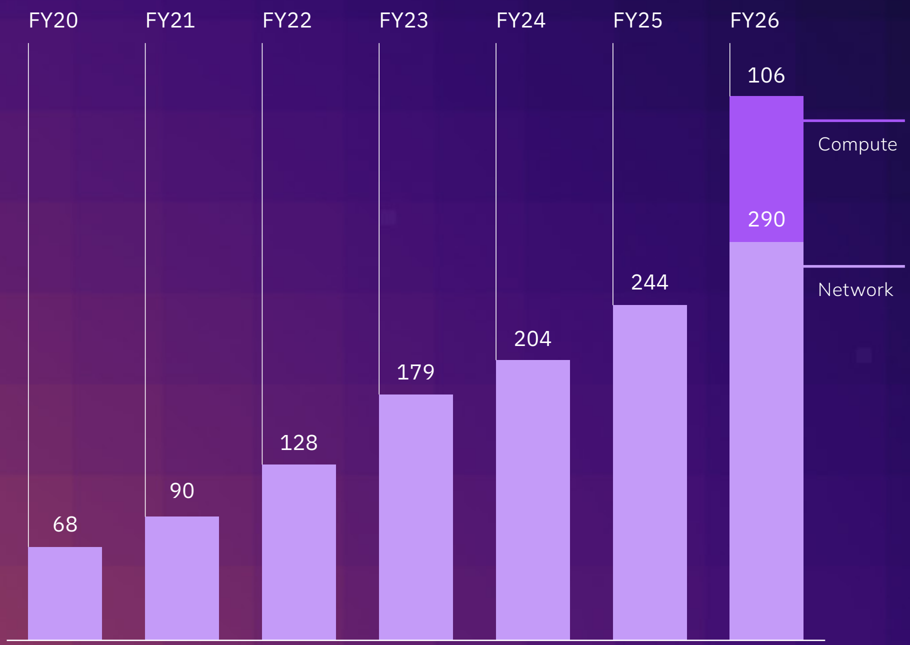
+85.1M ↑37%



GROUP ARR[3]

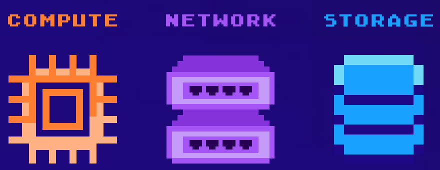
A$395.2M

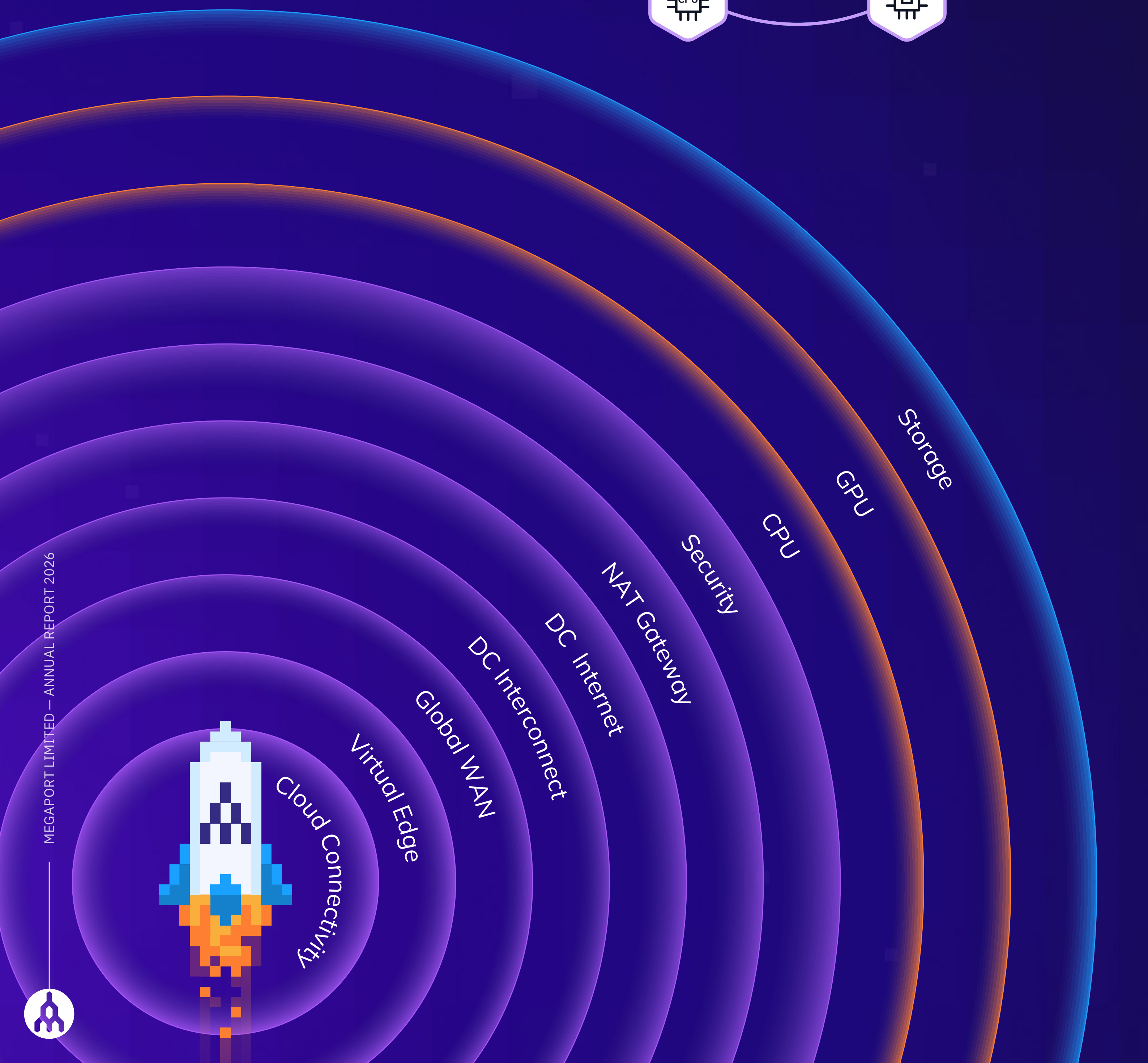
+151.4M ↑62%



1. Gross profit is revenue less direct network costs (comprising data centre power and space, colocation, physical cross connect fees, bandwidth and dark fibre, network operation and maintenance) which are directly related to generating revenue, and partner commissions which are indirectly related to generating revenue.
2. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
3. Group ARR is the sum of Annual Recurring Revenue for Network and Annual Recurring Revenue for Compute. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue.

The Ecosystem





DATA CENTRES
A network of 1,100+ data centres with access to Megaport's private interconnected ecosystem.

PUBLIC-PRIVATE
Direct access to the world's leading cloud service providers, including AWS, Azure, Google, and Oracle.

ENTERPRISES
A diverse range of enterprise customers across all industries connecting their business infrastructure.

STORAGE
High-performance storage with high-speed direct access on the Megaport Network.

CPU
Dedicated, scalable infrastructure delivering high-performance CPU and GPU on demand.

GPU
High-performance storage with high-speed direct access on the Megaport Network.

Multiple platforms for growth

Build

New DCs
New Markets
Expand Capacity
Expand CPU/GPU

Innovate

Compute
Network
Storage
AI
Security

Invest

Expand Product & Engineering
Expand GTM
Strategic Acquisitions

Chair's Letter

1,138
DATA CENTRES

FY26 WAS A DEFINING YEAR FOR MEGAPORT. ”

Dear Shareholder,

FY26 was a defining year for Megaport.

Megaport began the year as a global leader in Network as a Service ('NaaS'). It finished the year with an automated infrastructure platform spanning network, compute, and storage, supported by an even larger geographic footprint and access to rapidly growing AI-related markets.

This evolution was achieved while the core Network business accelerated its commercial momentum. It reflects several years of work to improve execution, strengthen Megaport's go-to-market capabilities, and renew the pace of product development.

The timing of this progress is significant. AI adoption, multicloud architectures, and increasingly distributed workloads are reshaping the infrastructure requirements of enterprises and service providers. Speed, capacity, automation, and proximity to end users have become critical considerations. Megaport is well placed to address these requirements through the combination of its global network, software-led operating model, and expanding compute and AI capabilities.

Company Performance

Commercial performance strengthened throughout the year, producing:

- 62% growth in Group Annual Recurring Revenue ('ARR')[1,2,3] to $395.2 million;
- 37% growth in Revenue to $312.2 million;
- Growth in Net Cash[4] by $318.6 million to $406.9 million; and
- EBITDA[5] of $77.1 million.

1. Group ARR is the sum of Annual Recurring Revenue for Network and Annual Recurring Revenue for Compute.
2. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
3 Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue.
4. Net Cash is cash at bank less debt (including the network financing liability). As at 30 June 2026 comprised cash at bank of $435.4M less the amount outstanding under the network finance facility of $28.5M.
5. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.

650+

EMPLOYEES

REVENUE INCREASED IN EVERY REGION, WITH PARTICULARLY ENCOURAGING RESULTS IN THE AMERICAS.

Performance in the Network business was supported by new customer acquisition, greater use of recently introduced products, and existing customers purchasing additional services and higher-capacity connections. The number of large customers[6] rose by 15%, ARR per customer[7] increased to $87,722 and Net Revenue Retention[8] reached 114%.

Revenue increased in every region, with particularly encouraging results in the Americas. Megaport also saw customers select higher-capacity services, more sophisticated international routes, and longer contractual commitments. This progression indicates that Megaport is becoming more deeply embedded in the infrastructure environments of the organisations it serves.

The financial outcome also validates the investments made in sales, marketing, product, engineering, and customer success. These capabilities have strengthened Megaport's ability to convert its extensive global footprint into sustained commercial growth.

Our continued investment in our global team, now exceeding 650 employees across 18 countries predominantly in the US and Australia, has been pivotal to our success. The outstanding FY26 results reflect the dedication of our talented people, and the strength of our Executive leadership.

Strategic Transformation

Two acquisitions materially broadened Megaport's capabilities during FY26.

Latitude.sh introduced high-performance GPU and CPU compute and storage services to the Group. Connecting those services with Megaport's automated global network created a distributed platform through which customers can deploy and manage critical infrastructure across many markets.

Extreme IX established a meaningful presence in India, providing local infrastructure, customers, and market expertise. India represents a substantial long-term opportunity for Megaport, and the acquisition provides a foundation from which the Company can grow its broader NaaS offering.

The commercial potential of this expanded platform became clear during the second half. Latitude.sh secured eight compute contracts with a combined total contract value of approximately $747.8 million[9]. These agreements cover combinations of GPU, CPU, network, and storage infrastructure and include committed, long-term revenue.

Their scale demonstrates the value of combining Megaport's network automation with Latitude.sh's compute and storage capabilities. It also shows how the acquisitions have opened opportunities that neither business could have pursued as effectively on its own.

In June, Megaport set out its ambition to create a globally distributed AI Inference Cloud. The platform brings together GPU capacity, compute, storage, and Megaport's global network, with infrastructure located closer to the users and applications generating demand.

This initiative represents a significant expansion of Megaport's addressable market. It also introduces different operational, financial and execution requirements. The Board has applied close scrutiny to the strategy, including customer commitments, infrastructure procurement, deployment schedules, integration, funding, and risk management.

6. Large Customers are customers whose ARR contribution is equal to or greater than $100,000.
7. ARR per customer excludes Extreme IX.
8. Net Revenue Retention ('NRR') is the percentage of revenue retained from existing customers after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period.
9. The contract values are denominated in USD and have been translated at a rate of $0.72 AUD:USD, being the exchange rate on 29 May 2026, for consistency with the announcement, "Creation of GPU Pool, New Contracts and Entitlement Offer" released to the ASX market announcements platform on 3 June 2026.

MEGAPORT ENTERS FY27 WITH A GROWING NETWORK BUSINESS, AN EXPANDED TECHNOLOGY PLATFORM, AND OPPORTUNITIES WELL BEYOND THOSE AVAILABLE A YEAR AGO.

Capital Management

Capital allocation was one of the Board's principal areas of attention during FY26.

The Company raised $218.2 million during the first half to help fund the acquisition of Latitude.sh and Megaport's expansion into India. In June, Megaport announced a fully underwritten $827.3 million entitlement offer to fund infrastructure associated with contracted customer demand, establish an on-demand GPU pool, and preserve capacity for near-term opportunities.

The retail component was completed shortly after year end and attracted applications exceeding the shares available. This level of participation demonstrated strong shareholder support for Megaport's strategic direction.

The Board recognises the responsibility attached to an investment program of this scale. Capital deployment will be assessed against defined return requirements, supported by evidence of customer demand, and subject to appropriate commercial and operational controls.

Our focus is not growth at any cost. It is to pursue opportunities where Megaport possesses a genuine advantage and where investment has the potential to generate attractive, sustainable returns for shareholders.

Outlook

Megaport enters FY27 with a growing Network business, an expanded technology platform, and opportunities well beyond those available a year ago.

Demand for AI infrastructure is increasing, cloud environments are becoming more distributed, and enterprises require faster, more flexible ways to deploy digital capacity. Megaport has assets and expertise that can address these needs, but the quality of execution will determine the value ultimately created.

The immediate priorities are to preserve the momentum of the Network business, integrate the acquired operations, deliver contracted infrastructure efficiently, and apply rigorous discipline to future investment.

The Board is confident in the opportunity ahead and equally conscious of the work required to realise it.

I acknowledge Michael Reid and the Executive leadership team for the ambition and intensity they brought to FY26. I also thank my fellow Directors for their judgement and support during a year involving consequential strategic and capital decisions.

To our shareholders, thank you for the confidence you have placed in Megaport. Your support has given the Company the capacity to pursue a substantial new opportunity. The Board's responsibility is to ensure that capacity is used carefully, transparently and in the interests of enduring shareholder value.

MELINDA SNOWDEN
NON-EXECUTIVE CHAIR – MEGAPORT LIMITED

20 AUGUST 2026

CEO Review

FY26 WAS YEAR OF ACCELERATION, COMPLETELY TRANSFORMING THE SCALE, REACH, AND AMBITION OF MEGAPORT. ”

Dear Shareholder,

A year ago, I said FY26 would be a year of acceleration. We delivered on that promise and went much further, completely transforming the scale, reach, and ambition of Megaport.

FY26 produced an exceptional result. Group Annual Recurring Revenue ('ARR')[1,2,3] increased by 62% to $395.2 million, revenue grew by 37% to $312.2 million, and EBITDA[4] reached $77.1 million. Network ARR[2] rose to $289.6 million, representing growth of 27% in constant currency and the largest annual ARR[3] addition in our history. Compute ARR finished the year at $105.6 million, with Latitude.sh ARR increasing 72% since acquisition in November. These are incredible results and we're only just getting started.

The quality of our Network performance was exceptional. Net Revenue Retention[5] by logo increased by a full five percentage points to 114%, clear evidence that our investments in go-to-market, product, and customer success are driving stronger retention and expansion. Our FY26 customer cohort generated 55% more ARR in its first year than the previous record cohort. We are winning larger customers at the outset, while established customers are purchasing additional services, greater capacity, and connections in more locations.

These figures tell two connected stories. First, the Network business is performing with greater commercial momentum than ever. Second, we have used that foundation to build a much larger opportunity.

Compute. Network. Storage.

These are now the three technology pillars at the centre of Megaport. Together, they form a globally distributed infrastructure platform, orchestrated through software.

1. Group ARR is the sum of Annual Recurring Revenue for Network and Annual Recurring Revenue for Compute.
2. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
3. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue.
4. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
5. Net Revenue Retention ('NRR') is the percentage of revenue retained from existing customers after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period.

$747.8M
EIGHT STRATEGIC CONTRACTS

$395.2M
GROUP ARR

The acquisition of Latitude.sh added dedicated CPU, GPU, and storage infrastructure to the Group. Extreme IX established our position in India and extended our presence into one of the world's most important digital markets. These additions materially broadened both what we can deliver and where we can deliver it.

Network remains our foundation, but it is no longer our boundary.

Customers can now use Megaport to deploy processing capacity, connect it privately to applications and data, move information between locations, and access storage through one platform. Infrastructure that has traditionally required multiple vendors, separate contracts, and extensive manual configuration can increasingly be provisioned and managed through software.

Customers responded quickly to this expanded proposition. During the final quarter, we announced eight customer transactions with a combined total contract value of approximately $747.8 million[6]. These multi-year agreements cover combinations of GPU, CPU, Network, and Storage infrastructure, and provide committed revenue over their contractual terms.

Their significance extends beyond their size. They demonstrate that customers want infrastructure delivered as a coordinated outcome, rather than as separate components assembled and managed on their own. They also validate the strategic logic of bringing Latitude.sh and Megaport together.

The Rise of AI Inference

Training creates an AI model. Inference is what happens every time that model is asked to answer a question, create an image, write some code, or perform a task.

Training generally relies on enormous clusters of GPUs concentrated in highly specialised, purpose-built facilities. Inference can be distributed across many locations, closer to the people, applications, and data it serves. As AI becomes part of everyday products and business processes, the volume of inference activity will increase, and the location of the supporting infrastructure will become increasingly important.

Inference is therefore not only a compute challenge. It is also a network and storage challenge.

GPUs require power, data centre space, access to data, resilient connectivity, and software capable of coordinating resources across different locations. Hardware alone does not solve that problem.

Megaport brings those components together.

Our platform spans over 1,100 enabled data centres across 31 countries, supported by more than 330,000 kilometres of fibre routes, over 3,000 network devices, and more than 13,000 CPUs and GPUs. Our network connects these locations, Latitude.sh provides compute and storage expertise, and our software automates the infrastructure between them.

We are using these capabilities to build a globally distributed AI Inference Cloud. It is designed to give customers access to computing capacity in multiple markets, close to the applications and users generating demand, without requiring them to assemble and manage the underlying infrastructure themselves.

Together, Compute, Network, and Storage operate as one automated Megaport platform.

Financial Performance

Our strategic progress was supported by a material improvement across the Group's key financial measures.

6. The contract values are denominated in USD and have been translated at a rate of $0.72 AUD:USD, being the exchange rate on 29 May 2026, for consistency with the announcement, "Creation of GPU Pool, New Contracts and Entitlement Offer" released to the ASX market announcements platform on 3 June 2026.

$82.1M
OPERATING CASH FLOW

114%
NET REVENUE RETENTION

Revenue increased by 37% to $312.2 million. Gross profit rose by 41% to $229.0 million, and gross margin improved by two percentage points to 73%. EBITDA[7] increased by 24% to $77.1 million, representing an EBITDA margin of 25%.

Operating cash flow reached $82.1 million, an increase of 20%. We finished the year with $435.4 million in cash and net cash[8] of $406.9 million.

We achieved these outcomes while investing significantly in the future of the business. Capital expenditure increased to $152.6 million as we added data centres, upgraded network capacity, and began deploying infrastructure for strategic Compute contracts and on-demand services.

We also expanded our go-to-market, product, engineering, customer support, and deployment teams, while integrating Latitude.sh and Extreme IX.

During the year, and shortly after year end, we raised approximately $1 billion to fund contracted infrastructure, establish an on-demand GPU pool, and give Megaport the capacity to respond to further customer demand.

This investment is deliberate. We will commit capital where demand is clear, the economics are attractive, and our platform provides a meaningful advantage. The strength of our financial position allows us to pursue growth at scale while remaining disciplined about how we fund and execute it.

What Next?

The next phase of digital infrastructure will be shaped by where intelligence is created, where it is processed, where it is used, and how data moves between them.

As AI moves rapidly from experimentation into production, infrastructure is becoming more distributed, more software-defined, and more interconnected. Inference is already being embedded in products and business processes, increasing demand for computing capacity closer to users, secure connections to data, and storage that operates across distributed environments.

These trends reinforce the principle at the core of Megaport since it was founded: complex digital infrastructure should be programmable, automated, and available on demand. Bringing Compute, Network, and Storage together extends that model, allowing us to automate more of the infrastructure our customers rely on.

Our priorities for FY27 are clear. We will deliver the infrastructure supporting our strategic customer contracts, bring the on-demand GPU pool to market, and continue unifying Compute, Network, and Storage through software. The GPU pool will help us broaden our Compute customer base by attracting new customer logos and supporting a wider range of workloads. At the same time, we will sustain Network growth and expand our addressable market by introducing new products, increasing capacity, and extending our footprint into more locations and markets.

We enter the year from a position of financial strength, with the technology, talent, and funding flexibility to pursue our priorities. We will invest where demand is evident, where the economics are compelling, and where Megaport has a clear advantage. Our goal is simple: to translate increasing scale into durable growth and build a larger, more profitable business that generates strong cash returns over time.

To everyone at Megaport, thank you for the skill, energy, and commitment you brought to FY26. The year ahead will demand focus, collaboration, and discipline, and I have complete confidence in what this team can achieve.

FY26 expanded what the Megaport platform can do. FY27 is about turning that capability into results at scale.

Now we execute.

MICHAEL REID

EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER – MEGAPORT LIMITED

20 AUGUST 2026

7. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.

8. Net Cash is cash at bank less debt (including the network financing facility).

CONTENTS

Financial Report

DIRECTORS' REPORT

The Directors present their report on the consolidated entity consisting of Megaport Limited (referred to as 'the Company') and the entities it controlled (referred to as 'the Group' or 'the consolidated entity' or 'Megaport') at the end of, or during the year ended, 30 June 2026.

Directors and Company Secretary

The following persons were directors of Megaport during the whole or part of the financial year and up to the date of this report:

- Melinda Snowden
- Michael Reid
- Glo Gordon
- Michael Klayko
- Jay Adelson
- Mohit Lad
- Jon Gidney (Appointed: 29 May 2026)
- Grant Dempsey (Resigned: 29 May 2026)
- Lisa Hennessy (Appointed: 5 December 2025, Resigned: 31 July 2026)

Celia Pheasant was Company Secretary during the financial year.

Principal activities

The Group's principal activity is provisioning automated infrastructure, providing businesses with private compute, network, and storage – globally, securely, and on demand.

Megaport Network's global Software Defined Network ('SDN') helps businesses rapidly connect their digital assets and infrastructure to network services via an easy-to-use portal or our open Application Programming Interface ('API'). Megaport offers agile networking capabilities that reduce operating costs and increase speed to market compared to traditional networking solutions. Megaport partners with the world's top cloud service providers, including AWS, Microsoft Azure, and Google Cloud, as well as the largest data centre operators, systems integrators, and managed service providers in the world.

Latitude.sh, a globally-scalable Compute as a Service platform, provides customers with dedicated compute, storage, and connectivity, fully-automated and delivered on demand. Latitude.sh combines high-performance GPU, CPU, and storage with a global private backbone, powering mission-critical AI workloads.

Dividends

Dividends were neither paid nor declared during the year (2025: nil).

Review of operations

Group overview

Megaport is a global automated infrastructure platform, providing private compute, network, and storage. Megaport customers build secure, scalable IT infrastructure for cloud, enterprise, and globally-distributed AI inference workloads.

Trusted by the world's leading companies, Megaport partners with service providers, data centres, and systems integrators across over 1,100 enabled locations worldwide. The Megaport Network is ISO/IEC 27001 certified.

DIRECTORS' REPORT continued

Operating and financial review

Revenue-Generating Key Performance Indicators[1]

	Yearly Performance		
	Jun-26	Jun-25	YoY % Change
Network			
Annual Recurring Revenue ('ARR') in millions[1]	$289.6	$243.8	19%
Net Revenue Retention[2,3]	114%	109%	5pp
Customer Logos[4]	3,206	2,873	12%
Compute			
Annual Recurring Revenue ('ARR') in millions (USD)[5]	$74.1	n/a	n.m.

YoY = year on year.

n.m. = not meaningful.

1. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
2. Net Revenue Retention ('NRR') is the percentage of revenue retained from existing customers after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period. NRR is presented by Logo.
3. Excludes India.
4. Customer Logos reflect a consolidation of revenue generating customer accounts, where those accounts are owned by the parent company.
5. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue. No comparative information is included as the Compute revenue stream was introduced in the current financial year.

Financial Performance

The Group's revenue for the period was $312.2 million (2025: $227.1 million), an increase of $85.1 million or 37% compared to the year ended 30 June 2025 ('FY25'). Revenue for The Americas grew by 53%, Asia Pacific by 17%, and Europe by 18% compared to FY25. Reported revenue by operating segment for FY26 and FY25 is set out below:

	FY26		FY25	
Operating segment	$M	%	$M	%
The Americas	198.0	63.4	129.7	57.1
Asia Pacific	70.1	22.5	60.0	26.4
Europe	44.1	14.1	37.4	16.5
Total	**312.2**	**100.0**	**227.1**	**100.0**

Gross profit[2] was $229.0 million, up 41% compared to the prior corresponding period ('PCP') of $162.0 million, reflecting strong revenue growth. Gross margin for the year was 73% (2025: 71%).

EBITDA[3] for the year was $77.1 million (2025: $62.3 million).

The Group's net loss for the year amounted to $39.0 million (2025: loss of $0.3 million).

1. Revenue-generating key performance metrics are those with billed revenue in the quarter. Megaport's historical Revenue-generating KPIs can be found on our website at https://www.megaport.com/investor/business-overview/#kpis.
2. Gross profit is revenue less direct network costs (comprising data centre power and space, colocation, physical cross connect fees, bandwidth and dark fibre, network operation and maintenance) which are directly related to generating revenue, and partner commissions which are indirectly related to generating revenue.
3. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses. Refer Note 7 to the Consolidated Financial Statements for the reconciliation from EBITDA to the net profit/(loss) for the year.

DIRECTORS' REPORT continued

Financial Position

Megaport continues to maintain a strong financial position with net current assets of $268.9 million (2025: $77.9 million), cash and cash equivalents of $435.4 million (2025: $102.1 million), net cash[4] of $406.9 million (2025: $88.3 million) and total equity of $1,001.4 million (2025: $178.7 million).

Business Highlights

- Megaport continues to invest in its go-to-market ('GTM') capability, product and engineering, global network, compute and storage offerings, and data centre footprint to accelerate growth in ARR over the medium term, particularly in The Americas.
- Megaport undertook capital raises totalling over $1 billion, with $200.0 million raised via institutional placement, $18.2 million via a Share Purchase Plan, $519.0 million via an Institutional Entitlement Offer, and a further $308.5 million as part of a Retail Entitlement Offer, the last of which closed just outside of the financial year on 2 July 2026.

  With these funds, Megaport:

  - Acquired Latitude.sh, a global Compute as a Service platform that delivers high-performance, dedicated CPU and GPU infrastructure on demand.
  - Expanded into India via the acquisition of Extreme IX, India's leading Internet Exchange operator, an investment of $35.2 million to accelerate our network expansion in the region.
  - Announced eight strategic contracts for Compute, Network, and Storage, with a total TCV of $747.8 million[5].
- Megaport launched Storage, unifying the Group's automated infrastructure platform alongside compute and network offerings, enabling enterprises to run data-intensive workloads on dedicated software-defined infrastructure with cloud-like agility and predictable costs.
- Continued to invest in expanding the Megaport Network, with services available in a total of 1,138 data centres across 26 countries. When including Latitude.sh's global footprint and the acquisition of Extreme IX in India, the total number of countries is 31.

Strategy and future performance

The Group will focus on strengthening its position as the leading innovator in global Network as a Service and infrastructure automation by focusing on its key strategic pillars:

- Build: Build and expand the platform by connecting to new data centre locations, compute and storage capabilities, technology partners, and new markets across the globe.
- Innovate: Innovate and expand the product set to include more low-touch, incremental, high revenue products.
- Invest: Invest for future growth in new technologies, new platforms, further expansion of the customer support and go-to-market functions, and consideration of strategic acquisition opportunities.

Business Risks

The material business risks faced by the Group that could have an adverse impact on the operating and financial performance and prospects of Megaport include (not exhaustive or in order of materiality):

- *Information security incident:* Megaport is exposed to the risk of an information security incident that could result in disruption of customer/network services, financial loss, breach of regulatory compliance or damage to brand and reputation, e.g. unauthorised access to Megaport's IT Assets, change affecting the accuracy and integrity of critical information, or disclosure of sensitive information. This could manifest in loss of control over the integrity or availability of Megaport's network service (product) or supporting infrastructure/systems, or inadvertent disclosure of sensitive or personally identifiable information.

4. Net Cash is cash at bank less debt (including the network financing liability). As at 30 June 2026 comprised cash at bank of $435.4 million less the amount outstanding under the network finance facility of $28.5 million.
5. The contract values are denominated in USD and have been translated at a rate of $0.72 AUD:USD, being the exchange rate on 29 May 2026, for consistency with the announcement, "Creation of GPU Pool, New Contracts and Entitlement Offer" released to the ASX market announcements platform on 3 June 2026.

DIRECTORS' REPORT continued

- *Major network, hardware or software failure:* As a global automated infrastructure platform Megaport is reliant on hardware and technology, some of which is supplied by third parties, to provide its services. Megaport may be unable to deliver services as a result of numerous factors, including human error, power loss, improper maintenance by entities not related to Megaport, physical or electronic security breaches, fire, earthquake, hurricane, flood, pandemic and other natural disasters, water damage, intentional damage to the networks from vandalism, accidental damage to the networks from civil works, war, terrorism and related conflicts or similar events worldwide.
- *Regulatory compliance:* Megaport currently has legal entities registered in Australia, Brazil, Bulgaria, Canada, France, Germany, Hong Kong, India, Ireland, Japan, Netherlands, New Zealand, Singapore, Sweden, Switzerland, United Kingdom, and USA and is required to comply with the laws governing telecommunications and related sectors in each jurisdiction in which it operates. This may require Megaport to hold certain licences or submit a notification to the relevant regulator, report annually and pay associated fees. Regulatory areas which are of particular significance to Megaport include laws governing telecommunications, information security, critical infrastructure, AI and machine learning, data protection and privacy, employment and labour, occupational health and safety, property and environmental, customs and international trade, competition and taxation. Failure to comply with global regulatory requirements could result in loss of license to operate, financial loss, personal liability for executives, reputational damage, loss of customers, and other sanctions that could materially adversely affect Megaport's future financial performance and position and require the business to incur additional compliance costs.
- *Tax investigation and/or adverse tax finding/assessment:* Megaport's growing global presence and the complex nature of the tax environments in which it operates could result in a tax investigation and/or adverse tax finding/assessment that could materially adversely affect Megaport's future financial performance and position.
- *Adverse foreign exchange rate movements:* Megaport's global operations, sales in an expanding list of countries and markets, purchases of network equipment from overseas suppliers, and provision of services in international jurisdictions means that it is exposed to potentially adverse movements in exchange rates. This means that movements in exchange rates, particularly the AUD/USD and AUD/EUR, may have an adverse impact on Megaport's financial performance and position.
- *Breach of continuous disclosure of information to market:* The failure to disclose price-sensitive information in a timely manner, or the selective disclosure of such information to specific investors, poses a material risk of breaching our continuous disclosure obligations. Furthermore, decentralised or uncoordinated external communications by management increases the risk of inconsistent messaging to the market, which could adversely impact investor confidence and attract regulatory scrutiny.
- *Competitive landscape and action of others:* Megaport operates in a competitive landscape alongside a range of other service providers with competing technologies, network reach and capabilities, product and service offerings, and geographic presence. Megaport has an early mover advantage as a disruptor of traditional connectivity in many of its deployed markets. However, Megaport may face increased competition from existing telcos and data centre operators ('DCOs'), and new entrants to the Network as a Service and elastic interconnection markets who may have significant advantages including greater name recognition, longer operating history, existing market presence in similar or adjacent markets, lower operating costs, pre-existing relationships with current or potential customers, an ability to bundle with existing products and services, and greater financial, marketing and other resources. In an industry that is continually evolving, there is also a risk that Megaport's first mover advantage is eroded by the development of new technology, innovation or a connectivity solution that supersedes or disrupts Megaport's SDN solution, e.g. the development of a direct connectivity solution by the Cloud Service Providers that reduces demand for Megaport's services.
- *Dependence on key personnel:* Megaport depends on the skills and experience of its staff and employees, particularly in certain key positions. With a relatively small number of geographically dispersed employees for a global company, it is essential that appropriately skilled staff be available in sufficient numbers to support the Group's business. Megaport requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment. While the Group has initiatives to mitigate this risk, particularly focusing roles in the most efficient geographical location possible, the loss of staff in key positions could have a negative impact on Megaport. The loss of key staff to a competitor may amplify this impact.

DIRECTORS' REPORT continued

- *Sustainability and Environmental, Social and Governance reporting:* Megaport faces potential reputational and financial risks should its ESG disclosures or underlying initiatives fail to meet the evolving stakeholder expectations and mandatory Australian Sustainability Reporting Standards (AASB S2). Key operational exposures include reliance on third-party data centre partners to provide verifiable carbon emissions data and manage grid energy transitions, as well as stakeholder focus on social metrics such as workforce diversity and the gender pay gap. Increased regulatory enforcement by ASIC regarding greenwashing, alongside stricter investor capital allocation criteria, means that non-compliance or perceived reporting gaps could restrict access to capital, increase funding costs, or trigger a material loss of market value and revenue.
- *Risk of takeover:* Share price volatility driven by a misalignment between market expectations and guidance could undervalue Megaport, increasing exposure to opportunistic takeovers.
- *Risk of poor investor sentiment related to guidance:* Megaport is subject to continuous market scrutiny regarding its financial and operational performance, particularly concerning key metrics such as Annual Recurring Revenue, EBITDA, and Capital Expenditure. Variances between management's issued guidance and broader analyst expectations can result in increased volatility and adversely impact the Company's valuation and share price. Furthermore, perceived inconsistencies in forecasting or downward revisions to previously issued guidance may erode market confidence in management and diminish Megaport's attractiveness to both current and prospective investors.
- *Latitude.sh or Extreme IX Acquisition Integration Failure:* The risk that the integration of Latitude.sh and Extreme IX into the Group is delayed, ineffective, or fails to realise anticipated synergies. This includes potential misalignment across core functional areas such as Sales, Operations, Finance, Legal, and Treasury.
- *Continued access to funding and capital for strategic purposes:* The material expansion of the Group's compute services, driven by the acquisition of Latitude.sh, has significantly accelerated future funding requirements. To mitigate this risk and sustainably capitalise on the opportunities resulting from this recent acquisition, the Group is implementing a formal capital management framework. This framework is designed to optimise our funding mix, ensure adequate liquidity, and strictly govern investment criteria, thereby supporting accelerated compute growth while firmly preserving the financial flexibility of our operating model.

Information Security, Privacy, Regulatory and AI Compliance

Megaport and its Board of Directors are committed to safeguarding its information technology assets and data through substantial investments addressing security, privacy, regulatory and AI obligations and requirements.

Megaport's Cyber Security Committee operates at an executive level, being accountable for key strategic decisions and driving continuous improvements in these areas. The Board of Directors receives reports on information and cyber security at least quarterly from the Cyber Security Committee. Megaport maintains compliance with industry standard ISO/IEC 27001 (2022) and SOC 2 Type 2 and undergoes regular internal and external audits.

Megaport has a qualified and experienced Legal and Compliance department, dedicated to developing processes and procedures to ensure that Megaport's information and technology assets are kept private and secure.

The team is responsible for the following policies: Information Security, Privacy (including Personal Data Protection) and associated processes, procedures and standards, and regularly reports to the Cyber Security Committee.

Megaport employees are trained in their responsibilities regarding Cyber Security, Privacy and Legal Compliance upon hire as well as undertaking compulsory annual refresher training.

DIRECTORS' REPORT continued

Significant changes in the state of affairs

During the financial year, the Company issued 53,552,799 shares as follows:

	No. of issued shares
Shares issued – Deferred shares settlement	8,036
Shares issued – Restricted stock units settlement	1,869,810
Shares issued – Institutional Placement	13,986,014
Shares issued – Share Purchase Plan	1,392,952
Shares issued – Institutional Entitlement Offer	36,295,987
Total issued during the year	**53,552,799**

Events since the end of the financial year

Subsequent to 30 June 2026, the Group completed the Retail Entitlement Offer, resulting in the issuance of 21,570,700 shares for gross proceeds of $308.5 million. Refer to Note 26 of the consolidated financial statements for further details.

Further, subsequent to 30 June 2026, the Group has secured binding commitments for an $825 million syndicated debt facility. This includes refinancing of the $150 million existing facility with HSBC (refer to Note 28 of the consolidated financial statements). Once these agreements are formally executed, this will provide the Group with up to $675 million of incremental available funding.

Subsequent to 30 June 2026, the Group has executed material fixed-term customer contracts and variations across the compute and storage product offerings on similar terms to previously announced strategic contracts. These contracts have a total contract value of $506.2 million.

The Group is not aware of any other matters or circumstances that have arisen since the end of the year which have significantly affected or may significantly affect the Group's operations and results or state of affairs of the Group.

Likely developments and expected results of operations

Other than the developments described in this report, the directors are of the opinion that no other matters or circumstances will significantly affect the operations or the Group's state of affairs in future financial years.

Environment, Social, and Governance ('ESG') Statement

The Group's key area of environmental risk relates to its reliance on third-party data centres to provide its services. As suppliers globally invest in mitigating environmental risks, Megaport may experience increased operating costs as suppliers increase their prices to cover their costs of addressing these risks.

The International Sustainability Standards Board ('ISSB') has issued its first two IFRS Sustainability Disclosure Standards, IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures*. In Australia during September 2024, the AASB released its first two standards, AASB S1 *General Requirements for Disclosure of Climate-related Financial Information [voluntary]* and AASB S2 *Climate-related Disclosures*. During FY26, management established governance arrangements to support implementation of Australia's mandatory climate reporting framework through a working group which included representatives of the Finance and Legal & Compliance teams. The Board and Audit & Risk Committee received regular updates on sustainability reporting readiness, climate governance, and evolving regulatory requirements.

During June 2026, following significant growth in the Group, including through acquisitions completed during FY26 and a capital raising undertaken to support large strategic customer contracts and seed the development of Megaport's on-demand GPU Pool, Megaport met the thresholds for Group 1 under the Australian mandatory sustainability reporting regime. Megaport had previously expected to commence mandatory sustainability reporting as a Group 2 entity for the financial year ending 30 June 2027 and had developed its sustainability reporting program and implementation timetable on that basis.

Megaport applied to the Australian Securities and Investments Commission (ASIC) for relief from the Group 1 sustainability reporting requirements for the financial year ended 30 June 2026. This was granted on 19 August 2026, relieving the Group of the requirement to prepare a sustainability report under subsection 292A(1) of the *Corporations Act (2001)* for the financial year ended 30 June 2026. Megaport will commence mandatory sustainability reporting for the financial year ending 30 June 2027.

At Megaport, diversity is highly valued, and efforts to attract, retain, and support employees from varied backgrounds and cultures are ongoing. Central to these efforts is the commitment to listening to the voices within the Company, continuously seeking new ways to improve and innovate. To facilitate these goals, Megaport has established a diversity, equity, and inclusion working group. Comprising employees from its global offices, this working group is tasked with recommending strategies and initiatives aimed at fostering a more inclusive workplace. The working group's focus extends to areas such as recruitment, employee benefits and support, training and workplace management, ensuring that everyone has the necessary tools to reach their full potential.

In FY26, Megaport undertook a refreshed assessment of modern slavery risks across its supply chain with the support of an external consultant. Based on this assessment, the Company is strengthening its modern slavery compliance program by implementing a range of enhancements to further improve our governance, risk management and due diligence processes.

Megaport is focused on improving female representation in its workforce, as outlined in the Company's Diversity Policy and Diversity Measurable Objectives. The Workplace Gender Equality Agency reports on gender pay gaps annually, a move that Megaport fully supports as a vital step towards enhancing gender equality in Australian workplaces. At Megaport, the overall gender pay gap for our Australian workforce in the period 1 April 2024 to 31 March 2025 was 23.3%. This is as a result of onboarding more male staff than female staff during this period, and having more female staff than male staff leave during this period. It is important to note that Megaport does not differentiate salaries based on gender. The observed pay gap primarily stems from the lower representation of women in our workforce.

As at 30 June 2026, the gender diversity of the company (excluding Latitude.sh and Extreme IX) was 66.4% male, 32.2% female and 1.2% undeclared, an increase of 3.2 percentage points in female representation from FY25. Including the acquired entities, our gender diversity as at 30 June 2026 was 26.6% female. This distribution reflects broader trends within the technology sector, where certain roles remain predominantly male-dominated, with women representing around 28% of the global industry workforce. Despite the percentage of women in our general workforce, our gender pay gap remains below the industry comparison.

Megaport's recruitment practices prioritise candidate attributes, skills, and experience. Megaport is committed to maintaining a workforce that excels in delivering high-quality services. Megaport is continuing to actively pursue initiatives to attract and retain a more diverse workforce, including increasing the representation of women. Further information on these efforts can be found in our Gender Pay Gap Statement, which is available on our website at www.megaport.com/investor/leadership-governance/.

Rounding off of amounts

The Company is an entity to which section 7 of the *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183* applies, and in accordance with that section, amounts in the Directors' Report and the consolidated financial statements are rounded off to the nearest thousand dollars ($'000), unless otherwise required.

INFORMATION ON DIRECTORS + COMPANY SECRETARY

Melinda Snowden

Chair & Non-Executive Director

Melinda Snowden has over 30 years of experience in finance and has been a professional Non-Executive director since 2010 in a broad range of industries. Melinda is currently a Non-Executive Director of online furniture and homewares retailer Temple & Webster, where she is the Chair of the Audit & Risk Committee, and WAM Leaders Limited, a listed investment company managed by Wilson Asset Management that predominantly invests in large-cap Australian companies.

Melinda has held previous non-executive director roles at Best & Less Group Holdings Ltd, Newmark Property REIT, Mercer Investments (Australia), MLC, Sandon Capital Investments and Kennards Self Storage. Prior to her Non-Executive career, Melinda held investment banking roles with Grant Samuel, Merrill Lynch, and Goldman Sachs and was a solicitor in the corporate division of Herbert Smith Freehills Kramer.

Melinda holds a Bachelor of Economics and Laws from the University of Sydney and is a graduate member of the Australian Institute of Company Directors.

Other current ASX directorships:

- Temple & Webster Limited (ASX: TPW)
- WAM Leaders Limited (ASX: WLE)

Former ASX directorships in last 3 years:

- Newmark REIT Management Limited, the responsible entity of Newmark Property REIT (ASX: NPR) (resigned 27 March 2024)
- Carma Limited (ASX: CMA) (appointed 16 September 2025, resigned 28 April 2026)

Special responsibilities:

- Chair of the Board
- Member of the Audit & Risk Committee
- Interim Chair of the Remuneration & Nomination Committee (appointed 31 July 2026)

Interests in shares and options:

- 22,324 fully paid ordinary shares (held directly)

Michael Reid

Managing Director and Chief Executive Officer

Since joining Megaport, Michael Reid has led its transformation from a Network as a Service leader into a distributed AI and digital infrastructure platform. Strategic investment, product innovation, global expansion and the acquisition of Latitude.sh have extended Megaport's platform into compute and storage. He is overseeing creation of the world's first globally distributed AI Inference Cloud, combining network, compute, storage and on-demand GPUs across more than 1,100 data centres in 31 countries.

Michael joined Megaport from Cisco, serving as ThousandEyes' Chief Revenue Officer. He also led Cisco acquisitions as Worldwide Head of Sales in California, Cisco's Northern Australian region and sales for Australia's largest financial services customers. He brings over 20 years' industry experience.

Michael holds a degree in Aerospace Engineering from Queensland University of Technology and was CEO Magazine Sales Executive of the Year 2019.

Other current ASX directorships:

None

Former ASX directorships in last 3 years:

None

Special responsibilities:

None

Interests in shares and options:

- 335,341 fully paid ordinary shares (held indirectly)
- 375,237 performance restricted stock units issued as short term incentives (held indirectly)
- 1,273,432 performance restricted stock units issued as long term incentives (held indirectly)

DIRECTORS' REPORT continued

Glo Gordon

Non-Executive Director

Glo Gordon has more than 20 years of global leadership experience in business operations strategy, sales and revenue growth in the technology sector, having held senior executive roles with leading technology companies including MATRIXX Software, Cisco, Oracle, SAP, and Xerox.

In 2020, Glo was appointed Chief Executive Officer and Board Director of MATRIXX Software, a Silicon Valley-based leader in 5G digital commerce solutions, serving until its acquisition by Amdocs in December 2025.

Before joining MATRIXX, Glo served as Chief Revenue Officer of Jasper, a Silicon Valley Internet of Things (IoT) platform company, where she led Sales, Marketing and Customer Success. Jasper was acquired by Cisco in 2016 for US$1.4 billion. Following the acquisition, Glo joined Cisco as Vice President and General Manager, IoT Sales and Marketing with global responsibility for the growth, profitability and strategic direction of Cisco's IoT business.

Earlier in her career, Glo spent 10 years with Oracle, most recently as Group Vice President, Worldwide BSS/OSS Applications Sales, where she led global sales for Oracle's Communications Business Unit and contributed to double-digit growth in recurring revenue across telecommunications and enterprise customers.

Other current ASX directorships:

None

Former ASX directorships in last 3 years:

None

Special responsibilities:

- Member of the Audit & Risk Committee
- Member of the Remuneration & Nomination Committee

Interests in shares and options:

- 6,027 fully paid ordinary shares (held directly)

Michael Klayko

Non-Executive Director

Michael Klayko has over 40 years of experience in the data storage, computer, technology and telecommunications industries. During his tenure as CEO of Brocade, he grew company revenue to over US$2.2 billion. Additionally, he has held leadership and Executive positions at leading technology companies including Rhapsody Networks, McDATA Corporation, EMC Corporation, Hewlett Packard, and IBM.

Michael brings a comprehensive understanding of the technology and network solutions industry coupled with extensive experience as a director of other publicly listed technology companies. He is an Operating Executive at Marlin Equity Partners, a global investment firm. Currently Michael serves as the Chairman of Star Compliance and Baxter Planning and is a board member of Process Unity and CE Broker.

Other current ASX directorships:

None

Former ASX directorships in last 3 years:

None

Special responsibilities:

- Member of the Audit & Risk Committee

Interests in shares and options:

- 6,027 fully paid ordinary shares (held directly)

DIRECTORS' REPORT continued

Jay Adelson

Non-Executive Director

Jay Adelson has over 30 years of experience in technology and internet businesses globally. Jay 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.

Jay 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, Jay launched and grew the internet media company to tens of millions of users, and billions of impressions a month. Jay has also founded and served as CEO for other successful companies across the technology and internet infrastructure spaces.

Special responsibilities:

- Interim Chair of the Remuneration & Nomination Committee (resigned 5 December 2025)
- Member of the Remuneration & Nomination Committee (appointed 5 December 2025)

Interests in shares and options:

- 25,002 fully paid ordinary shares (held directly)

Mohit Lad

Non-Executive Director

Mohit Lad brings extensive experience in networking, cloud infrastructure and digital innovation. He is the co-founder and former Chief Executive Officer of ThousandEyes, the world's leading cloud, SaaS and internet visibility platform, which was acquired by Cisco in 2020.

Following the acquisition, Mohit joined Cisco as Senior Vice President of Network Assurance, where he was responsible for scaling ThousandEyes' capabilities globally, integrating multiple acquisitions, and growing the business fivefold. He is widely recognised for his deep technical expertise, entrepreneurial leadership and contribution to the networking industry, including serving on the Program Committee of the North American Network Operators Group (NANOG), one of the world's leading forums for internet infrastructure and network operators.

Mohit holds a Ph.D. in Computer Science from the University of California, Los Angeles (UCLA). He has also served on the Board of Directors of Groove, Inc., reflecting his ongoing passion for innovation, technology leadership and solving complex business challenges.

Other current ASX directorships:

None

Former ASX directorships in last 3 years:

None

Special responsibilities:

None

Interests in shares and options:

None

DIRECTORS' REPORT continued

Jon Gidney

Non-Executive Director

(appointed 29 May 2026)

Jon Gidney has more than 30 years of experience in corporate finance, mergers and acquisitions, and capital markets advisory across a broad range of industry sectors. Throughout his career, he has been a trusted adviser to Australian and international boards and CEOs on strategy, governance, capital management and transformational transactions.

Jon is currently a Non-Executive Director of Dexus Funds Management Limited and Cettire Limited, Non-Executive Chair of FNZ (APAC) Group of Companies, and a Member of the Australian Takeovers Panel.

Prior to his current roles, Jon held a number of senior leadership positions in investment banking, including Vice-Chairman, Banking Capital Markets & Advisory at Citi, and Senior Adviser and Vice Chairman at Greenhill. Earlier in his career, he spent more than a decade at JPMorgan, including as Head of Mergers & Acquisitions, Australia, where he advised on many of Australia's largest and most complex transactions across the financial services, real estate, consumer and natural resources sectors.

Jon holds a Bachelor of Commerce from the University of Western Australia and a Graduate Diploma in Applied Finance from FINSIA. He is a Fellow of Chartered Accountants Australia and New Zealand (FCA), and a Graduate of the Australian Institute of Company Directors (GAICD).

Other current ASX directorships:

- Dexus Funds Management Limited (ASX: DXS)
- Cettire Limited (ASX: CTT)

Former ASX directorships in last 3 years:

None

Special responsibilities:

- Chair of the Audit & Risk Committee (appointed 29 May 2026)
- Member of the Remuneration & Nomination Committee (appointed 2 June 2026)

Interests in shares and options:

None

Grant Dempsey

Non-Executive Director

(resigned 29 May 2026)

Grant 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. Grant is currently a Non-Executive Director and Chair of Firmus Grid Limited, a Non-Executive Director and Chair of the Board Investment Committee at IFM Investors, and a Non-Executive Director and Chair of the Audit & Risk Committee at Sims Ltd.

In his executive career, Grant served as Chief Financial Officer at TPG Telecom Limited (ASX: TPG). Prior to this, he served as Chief Financial Officer at Alumina Ltd, Senior Adviser, Finance at ANZ Banking Group, and Head of Investment Banking (Australia and New Zealand) at JPMorgan.

Other current ASX directorships:

- Sims Limited (ASX: SGM)
- a2 Milk Company (ASX: A2M) (appointed 1 September 2025)

Former ASX directorships in last 3 years:

None

Special responsibilities:

- Chair of the Audit & Risk Committee (resigned 29 May 2026)

Interests in shares and options:

None

DIRECTORS' REPORT continued

Lisa Hennessy

Non-Executive Director

(appointed 5 December 2025, resigned 31 July 2026)

Lisa Hennessy is an experienced ASX Non-Executive Director with more than 30 years in executive and board roles in the technology, medtech and consumer sectors. She has served as a professional Non-Executive Director since 2015.

Lisa is currently a Non-Executive Director of ASX-listed Cleanspace Technology Limited and Adore Beauty Group Limited, where she chairs the Remuneration and Nominations Committee. She also serves on the board of the Aikenhead Centre for Medical Discovery.

Lisa was previously a Non-Executive Director of ASX-listed Nitro Software Limited, until its successful take-private transaction by Potentia, and Murray River Organics. She was also an early investor and board member of FirstStep Investments.

Prior to her non-executive career, Lisa held senior leadership roles in business development, mergers and acquisitions, and strategy across a broad range of industries.

Lisa holds a Master of Business Administration from Harvard University and a Bachelor of Electrical Engineering from Purdue University. She is a Graduate of the Australian Institute of Company Directors (GAICD).

Other current ASX directorships:

- Cleanspace Technology Limited (ASX: CSX)
- Adore Beauty Limited (ASX: ABY)

Former ASX directorships in last 3 years:

None

Special responsibilities:

- Chair of the Remuneration & Nomination Committee (appointed 5 December 2025, resigned 31 July 2026)
- Member of the Audit & Risk Committee (appointed 17 April 2026, resigned 31 July 2026)

Interests in shares and options:

None

Celia Pheasant

Company Secretary

Celia Pheasant is an experienced company secretary and technology lawyer with extensive corporate governance experience across Megaport's global subsidiaries. She has served as Company Secretary of Megaport for more than 10 years, providing governance advice to the Board and supporting the company's growth from an early stage ASX-listed technology company to a global connectivity platform business.

Celia began her career in telecommunications law at Herbert Smith Freehills Kramer before moving into senior in-house legal roles. She is Special Counsel & Company Secretary at Megaport and, until October 2025, served as General Counsel at SUBCO, a leading Australian digital infrastructure company.

Celia holds a Bachelor of Laws and Bachelor of Arts (Jurisprudence) from the University of Adelaide, and a Master of Law and Management from the University of New South Wales.

DIRECTORS' REPORT continued

Meetings of Directors

The number of meetings of the Company’s board of directors and each board committee held during the year ended 30 June 2026, and the numbers of meetings attended by each director were:

			Meetings of Committees			
	Directors' meetings		Audit & Risk		Remuneration & Nomination	
	A	B	A	B	A	B
Melinda Snowden	10	10	5	5	7	7
Michael Reid	10	10	*	*	*	*
Glo Gordon	10	10	5	5	7	7
Michael Klayko	8	10	4	5	*	*
Jay Adelson	9	10	*	*	7	7
Mohit Lad	10	10	*	*	*	*
Grant Dempsey	9	9	5	5	*	*
Lisa Hennessy	5	5	1	1	4	4
Jon Gidney	2	2	0	0	1	1

A = Number of meetings attended
B = Number of meetings held during the time the director held office or was a member of the committee during the period
* = Not a member of the relevant committee

Indemnification and Insurance of Directors and Officers

The Company has entered into standard deeds of indemnity and insurance with each of the Directors. Pursuant to those deeds, the Company has undertaken, consistent with the *Corporations Act 2001*, to indemnify each Director in certain circumstances and to maintain Directors and Officers insurance cover in favour of the Director for seven years after the Director has ceased to be a Director. During the financial year, the Company paid a premium for such insurance coverage. The contract of insurance prohibits disclosure of the nature of the liability or of the amount of the premium.

The Company has further undertaken with each Director to maintain a complete set of the Company’s board papers and to make them available to the Director for seven years after the Director has ceased to be a Director.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Group against a liability incurred as such an officer or auditor.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

DIRECTORS' REPORT continued

Non-audit services

The Group may decide to employ the auditor on assignments in addition to its statutory audit duties, where the auditor's expertise and experience with the Company and/or the Group are important.

The following non-audit services were provided by network firms of the entity's auditor, Deloitte Touche Tohmatsu Australia. The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

The network firms of Deloitte Touche Tohmatsu Australia received or are due to receive the following amounts for the provision of non-audit services:

	2026 $
Tax compliance, tax advisory and other non-audit services of subsidiaries	9,333
Total remuneration for non-audit services	**9,333**

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out after the Directors' Report.

Corporate Governance Statement

Megaport Limited and the Board are committed to achieving and demonstrating the highest standards of corporate governance. Megaport Limited has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (Fourth Edition) published by the ASX Corporate Governance Council.

A description of the Group's current corporate governance practices is set out in the Group's Corporate Governance Statement, which can be viewed at https://www.megaport.com/investor/.

REMUNERATION REPORT

Letter from the Chair of the Remuneration & Nomination Committee

Dear Shareholders,

On behalf of the Remuneration & Nomination Committee (the 'Committee'), I am pleased to present Megaport's Remuneration Report for FY26.

FY26 was a transformative year for Megaport, marked by significant growth in our core network business and expansion into new markets through strategic acquisitions. Today, Megaport is a substantially larger, more globally diversified and faster growing organisation.

- In August 2025 we announced a significant increase in investment to accelerate top-line growth in the network business by building on the proven initiatives in our go-to-market capability, product innovation, global network and ecosystem.
- Through the acquisitions of compute platform Latitude.sh and Internet Exchange (IX) platform Extreme IX, together with the successful completion of the associated $218.2 million capital raising in November 2025, the Company significantly expanded its strategic capabilities and positioned itself to become a globally distributed AI infrastructure platform combining compute, network and storage services.
- In the final quarter of FY26, the Company secured eight new compute, network and storage contracts with a total contract value of $747.8 million[1] and announced plans to build a globally-distributed AI inference cloud. These milestones were supported by the successful completion of an $827.3 million Entitlement Offer in July 2026 (with the majority of these proceeds received in June 2026), providing the capital to accelerate the Company's next phase of growth.

The Committee's role is to make recommendations to the Board to ensure that the executive remuneration framework supports the creation of long-term shareholder value by linking remuneration to performance, aligning executives' interests with those of shareholders, and supporting the Company's ability to attract and retain the leadership required to execute its strategy.

FY26 performance

The Company delivered strong operating performance during FY26, including:

- Revenue up 37% to $312.2 million;
- EBITDA[2] up 24% to $77.1 million;
- Network Expansion up 16% to 1,138 Megaport-enabled data centres; and
- Network ARR[3] of $289.6 million, increasing 27%[4] year-on-year on a constant currency basis.

1. The contract values are denominated in USD and have been translated at a rate of $0.72 AUD:USD, being the exchange rate on 29 May 2026, for consistency with the announcement, "Creation of GPU Pool, New Contracts and Entitlement Offer" released to the ASX market announcements platform on 3 June 2026.
2. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
3. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
4. Excluding India, Network ARR increased 24% YoY on a constant currency basis.

REMUNERATION REPORT continued

FY26 remuneration outcomes[5]

Based on the achievement of quantifiable performance measures approved by the Board, executive pay outcomes under the relevant STI and LTI plans were:

FY26 STI plan

The FY26 STI plan will vest at 91% of the maximum opportunity for the CEO and CFO.

This vesting outcome reflects the following achievements:

- Revenue (50% weighting) of $271.6 million against a stretch target of $272.0 million, resulting in a straight-line pro-rata vesting outcome of 98%;
- EBITDA (25% weighting) of $50.9 million against a stretch target of $54.0 million, resulting in a straight-line pro-rata vesting outcome of 75%; and
- Network Expansion (25% weighting) of 115 Megaport-enabled data centre sites against a stretch target of 120 sites, resulting in a straight-line pro-rata vesting outcome of 92%.

When assessing performance under the FY26 STI plan, the Committee excluded the financial impacts from recent acquisitions to ensure that executives were not unfairly advantaged.

Please refer to section 6.2.1 for further information about vesting outcomes under the FY26 STI Plan. Alternatively, section 5.5 contains further information about the FY26 STI Plan.

As described in section 5.5, in addition to the FY26 STI, there are two historical STI plans relating to FY26, being the FY26 Legacy STI for both the CEO and CFO, which was set in FY24, and the FY26 Supplementary STI for the CFO which was set in FY25. Further details relating to these plans are set out in sections 5.5.2 and 5.5.3 respectively. As outlined in detail at section 6.2.2 and 6.2.3, the FY26 Legacy STI plan will vest at 100% of the maximum opportunity for the CEO and CFO. The FY26 Supplementary STI plan will vest at 99% of the maximum opportunity for the CFO. Refer to section 6.2.4 for further details.

FY24 LTI plan

The FY24 LTI will vest at 100% of the maximum opportunity for the CEO and 100% for the CFO.

This vesting outcome reflects the following achievements:

- Revenue Growth (25% weighting) of $118.5 million against a stretch target of $112.0 million, resulting in a vesting outcome of 100%;
- EBITDA (25% weighting) of $50.9 million against a stretch target of $50.0 million, resulting in a vesting outcome of 100%;
- Relative TSR (25% weighting) of 83rd percentile against a stretch target of 75th percentile, resulting in a vesting outcome of 100%;
- Customer growth (25% weighting) of 1,466 gross adds against a stretch target of 1,270 gross adds, resulting in a vesting outcome of 100% for the CEO; and
- Net cash growth (25% weighting) of $34.2 million against a stretch target of $30.0 million, resulting in a vesting outcome of 100% for the CFO.

The Committee notes that following the grant of the FY24 LTI the Company received extensive feedback from stakeholders on the structure of the LTI. Specifically, stakeholders raised concerns about the STI and LTI plans comprising the same performance measures.

The performance measures under the FY25 and FY26 LTI were subsequently amended to ensure that the performance measures under the LTI do not “double-count” the performance measures under the STI. Performance measures under the FY25 LTI included ARR CAGR, EBITDA per share, and rTSR and performance measures under the FY26 LTI included ARR and rTSR.

The FY24 LTI covered the performance period between 1 July 2023 to 30 June 2026 and was tested on 30 June 2026.

Please refer to section 6.3 for further information about vesting outcomes under the FY24 LTI plan. Alternatively, section 5.6.1 contains further information about the FY24 LTI plan.

5. The FY26 STI and LTI outcomes have been calculated excluding the financial impact of the Latitude.sh and Extreme IX acquisitions. All targets were set and performance assessed on a constant currency basis of AUD:USD = 0.65, AUD:EUR = 0.60, and AUD:GBP = 0.50. As the STI and LTI outcomes are excluding the impacts of Latitude.sh and Extreme IX and are presented on a constant currency basis and as such these figures will not correspond directly to the statutory results presented within the consolidated financial statements.

REMUNERATION REPORT continued

The Committee believes these executive pay outcomes appropriately reflect the Company's strong performance, which was reflected in a market capitalisation increase of 99% to close the financial year at $4,628.8 million. Megaport's share price increased 49% YoY to close out the financial year at $21.58.

All equity awards and vesting outcomes for the CEO and CFO were processed in accordance with their standard conditions. The Board did not apply any favourable discretionary adjustments, nor were any malus or clawback provisions triggered during the reporting period.

Shareholder engagement and governance

Following the 2025 AGM, the Chair and Committee Chair undertook a comprehensive engagement program with shareholders and proxy advisers to understand their feedback regarding the Company's remuneration practices.

While the revised CEO remuneration framework received majority shareholder support at the 2025 Annual General Meeting, with 69.18% of votes cast in favour, stakeholders sought greater clarity regarding performance measures, target setting, benchmarking, incentive design and disclosure. The feedback received has informed changes to the Company's remuneration framework and disclosures.

I thank shareholders for their feedback and the Board will continue to take shareholder feedback into account as it reviews the FY27 incentive framework and performance measures, having regard to the Company's evolving strategy, changing business model and long-term shareholder interests.

Changes to Megaport's remuneration disclosures

Following extensive feedback from our stakeholders, Megaport has implemented the following changes to its remuneration practices and disclosures:

Disclosure of US Peer Benchmarking for CEO Remuneration

- Megaport benchmarks its CEO's compensation to the geographies where the Company operates and competes for talent. The CEO was a US resident living in the USA upon joining Megaport and with 63% of FY26 revenue generated in the US and 80% of the YoY revenue contribution coming from this region, the Committee views high-growth SaaS and US experience as critical requirements for the CEO.
- Global competition for executives with experience in scaling recurring revenue technology businesses, operating distributed AI infrastructure platforms and executing international growth strategies is fierce. The principal talent market for these executives is the US, reflecting the concentration of global hyperscalers, cloud service providers, AI companies and technology infrastructure businesses headquartered there. Accordingly, the Committee resolved that Megaport must benchmark against this market to ensure the retention and attraction of executive talent which is critical for the Company's Americas operations and growth ambitions.
- The Committee engaged Compensia, an independent remuneration consultant to benchmark the CEO's remuneration. A screening criteria identified a peer group of 20 US and 4 ASX listed technology companies of a similar size and scale operating in the Applications Software and System Software industries. The split between US and ASX listed companies was intended to broadly reflect the composition of Megaport's revenues.
- Based on a 30-day average market capitalisation at 2 April 2026, the peer group had a median market capitalisation of US$1.1 billion and median annual revenue of US$299 million. Megaport was positioned at the 35th percentile for annual revenue and the 48th percentile for market capitalisation within the peer group.
- The benchmarking confirmed that Megaport's CEO target and maximum total compensation were positioned at the 45th and 50th percentiles respectively, relative to the peer group at the time the benchmarking was conducted.
- For further information about the benchmarking, including the peer group, please refer to section 5.1.

Other changes

- To further strengthen the integrity of the ARR measure in the FY25 LTI plan covering the period FY25 to FY27, Megaport will determine an appropriate process for independently reviewing the ARR outcome before vesting is determined.
- This year's report provides enhanced disclosure on remuneration benchmarking, incentive design, peer group selection, and the treatment of acquisitions in setting performance targets and determining remuneration outcomes. The Board will continue to review the framework to ensure it remains aligned with Megaport's strategy, operating environment and shareholder expectations.

REMUNERATION REPORT continued

Impact of acquisitions on incentive outcomes

A key consideration for the Committee during FY26 was ensuring the integrity of our incentive framework following the acquisitions of Latitude.sh and Extreme IX which were completed in November and December 2025 respectively.

The Board believes executives should be rewarded for performance they have directly influenced. Equally, executives should be held accountable for the long-term success of strategic acquisitions once they have had a reasonable opportunity to integrate and manage those businesses.

Accordingly, incentive plans due for testing in FY26 were assessed excluding acquisition impacts, avoiding any material advantage or disadvantage arising from transactions completed during the performance period. The Committee has determined that future STI and LTI plans will incorporate the acquired businesses, ensuring management is measured on the performance of the enlarged group and the successful delivery of expected acquisition outcomes. Refer to section 3.5 for more detail.

This approach reflects the Committee's commitment to fairness, transparency and strong alignment between remuneration outcomes and genuine value creation for shareholders.

Our people

The success of Megaport would not be possible without the dedication and commitment of our people.

During FY26, our global workforce expanded significantly from 351 to 663 people across 18 countries reflecting the investment to accelerate top-line growth in the network business and following the Latitude.sh and Extreme IX acquisitions. As we integrate these businesses, we are focused on embedding Megaport's culture and diversity and inclusion framework across the enlarged Group, while continuing to develop a diverse pipeline of talent and leadership. The successful integration of these businesses, together with the continued execution of our strategy, reflects the strength of our culture, leadership team and employees across the organisation.

Board renewal

In May 2026, Jon Gidney joined the Board as Chair of the Audit & Risk Committee, bringing extensive corporate finance, capital markets and governance experience.

Grant Dempsey stepped down from the Board in May 2026 to focus on his responsibilities as Chair of Firmus Limited. The Board thanks Grant for his valuable contribution to Megaport, through his financial stewardship and leadership of the Audit & Risk Committee during an important period in the Company's growth.

Following the end of FY26, Lisa Hennessy stepped down from the Board to pursue other opportunities. The Board thanks Lisa for her contribution to Megaport and the Board during her tenure, particularly in her role as Chair of the Remuneration & Nomination Committee. The Board has commenced a formal search for a new director to serve as the Chair of the Remuneration & Nomination Committee. To ensure continuity while that process is underway, I will act as Interim Chair of the Committee until a successor is appointed.

Looking ahead

As our business continues to evolve, we remain committed to maintaining a disciplined approach to remuneration governance, ensuring executive rewards remain linked to performance, and continuing our constructive engagement with shareholders.

On behalf of the Board, I thank our shareholders for your continued support and confidence in Megaport. I also thank my fellow Directors, our executive leadership team and all employees for their dedication and contribution during this transformational year.

Melinda Snowden
Interim Chair of the Remuneration & Nomination Committee

REMUNERATION REPORT

The Remuneration Report forms part of the Directors' Report and outlines information about the remuneration framework and outcomes of Megaport's Key Management Personnel ('KMP') during the year ended 30 June 2026 ('FY26').

This Report has been prepared in accordance with Section 300A of the *Corporations Act 2001* ('Corporations Act').

Contents

1. Shareholder engagement and response to feedback

1.1 2025 remuneration framework changes

Ahead of the 2025 AGM, the Board reviewed the CEO remuneration framework to consider whether it remained appropriate in light of Megaport's business and growth plans, international talent market dynamics and the increasing strategic importance of the CEO's role. Against the backdrop of the Company's strong performance and significant growth in scale, and with independent benchmarking indicating that the CEO's remuneration was materially below that of comparable technology executives, the Board considered there was an increased risk of the CEO being recruited by an international technology company. The Board determined that changes were required to strengthen retention, alignment and continuity of leadership during a period of significant growth. The revised framework increased variable remuneration and adjusted the structure so that executive pay outcomes are more closely aligned with shareholder outcomes and Company performance.

1.2 2026 shareholder engagement

During FY26, the Board implemented a structured shareholder engagement program to obtain feedback on remuneration design, governance and disclosure. In May 2026, the Chair of the Board and the Chair of the Remuneration & Nomination Committee met with 12 institutional investors and 4 proxy advisors. These meetings provided an opportunity for the Board to discuss the 2025 remuneration framework and changes, share updated benchmarking data and seek feedback on past changes and future remuneration design with key stakeholders. Insights from these discussions will inform the CEO remuneration structure to be presented to shareholders for approval at the 2026 AGM.

1.3 Investor feedback

During our 2026 governance engagement, shareholders indicated strong support for the CEO and a shared view that the updated package had helped reduce retention risk. Investors also recognised Megaport as one of the few global ASX-listed technology companies that is successfully expanding in the US and acknowledged that, as we compete with multinational businesses for talent, our pay structures must reflect the global market in which we operate.

REMUNERATION REPORT continued

The table below summarises stakeholder feedback, and our Board's response.

CEO retention and remuneration quantum

Stakeholder feedback	Board response
The feedback included recognition that an increase in the CEO's remuneration was necessary to support retention, however some questions were raised regarding the overall quantum of remuneration. Stakeholders requested that Megaport disclose its CEO compensation benchmarking data, including the US peer set, market capitalisation, and weightings of domestic and international peers.	While the revised framework increased the CEO's maximum remuneration opportunity, the expected remuneration outcome was aligned with 'at target' performance. The Board determined that any increase should be delivered entirely through performance-based equity incentives rather than fixed remuneration. As a result, most of the CEO's remuneration remains contingent on the achievement of demanding performance outcomes and long-term shareholder value creation. Megaport undertook an independent benchmarking of the CEO's compensation in April 2026 and has included detailed disclosure within this report – see section 5.1. The benchmarking exercise confirmed that the CEO's remuneration was appropriately positioned relative to the selected peer group. Recognising the Company's continued growth and the significant increase in its global scale and market capitalisation since that review, the Board will continue to undertake periodic independent benchmarking to inform its assessment of the appropriateness of the CEO's remuneration.

Prospective disclosure of targets

Stakeholder feedback	Board response
Some feedback indicated a preference for prospective rather than retrospective disclosure of STI and LTI targets.	The Board considered the disclosure of performance targets, carefully weighing the costs and benefits of disclosing the targets upfront. Ultimately, the Board formed the view that the potential for disclosure of multi-year incentive targets to create market expectations that differ from the Board's formal earnings guidance and strategic planning assumptions outweighed the benefit of advance disclosure. Achievements against the performance hurdles will be disclosed retrospectively with full transparency. We have set rigorously challenging targets for the FY26 STI and LTI that are directly aligned with Megaport's strategic objectives and shareholder value creation. While we did not disclose actual targets for FY26 upfront, we disclosed the methodology for how the Revenue and EBITDA hurdles at target performance were set relative to earnings guidance, and we have disclosed the targets retrospectively in section 6.

REMUNERATION REPORT continued

STI metrics and calculation

Stakeholder feedback	Board response
Some feedback questioned the use of EBITDA as an STI performance measure, particularly its exclusion of share-based payment expenses. A few questions were also raised about how the Network Expansion performance measure drives shareholder value.	With respect to the use of EBITDA as a performance hurdle under the STI, Megaport reports EBITDA excluding Share Based Payments ('SBP') consistent with most US technology businesses. We adopted EBITDA to align the CEO's STI performance hurdle with the FY26 guidance provided to investors and note that SBP are not cash operating expenses. We have a history of open and transparent reporting and clearly disclose the SBP expense in reported results. We selected Network Expansion as a performance measure for the FY26 STI because it aligned with the Company's strategy of expanding its global footprint to grow the total addressable market for its network services. Network Expansion remains an important driver of long-term value creation and continues to be subject to Board oversight. Following the acquisition of Latitude.sh, the Board will consider the FY27 STI scorecard to ensure it remains aligned with the Company's evolving strategy.

LTI metrics and return targets

Stakeholder feedback	Board response
Feedback included views that the use of annual recurring revenue (ARR) as a performance measure has limitations, including that it duplicates the Revenue metric in the STI and is an unaudited/non-GAAP measure. Feedback also included suggestions to increase the weighting of the Relative Total Shareholder Return (rTSR) metric from 35%, and introduce a capital return measure (e.g. ROIC or ROCE) or a "Rule of 40 / Rule of X" measure to counterbalance revenue growth following the Latitude.sh acquisition.	The use of both Revenue and ARR measures serve distinct and complementary purposes within the remuneration framework. The Board considers that measuring performance over both annual and multi-year horizons encourages an appropriate balance between delivering annual financial objectives and making decisions that support long-term growth. To further strengthen the integrity of the ARR measure in the FY25 LTI plan covering FY25 to FY27, Megaport will determine an appropriate process for independently reviewing the ARR outcome before vesting is determined. The Board will consider the weighting of rTSR within the LTI framework as part of its broader review of the FY27 LTI framework. The Board will also review the appropriateness of the performance measures used within the remuneration framework to ensure they remain aligned with the Company's strategy, business model and long-term value creation objectives.

Impact of acquisitions on calculation of STI and LTI

Stakeholder feedback	Board response
Some feedback sought to clarify the impact of the Latitude.sh and Extreme IX acquisitions on the calculation of outstanding STI and LTI grants, including whether the acquisitions would be included or excluded.	Following the Latitude.sh and Extreme IX acquisitions, we have updated our incentive frameworks to maintain transparency in rewarding performance and avoid any material advantage or disadvantage to KMP. The STI and LTI plans due for testing on 30 June 2026 were assessed on an underlying basis, excluding the financial impact of the acquisitions. However, STI and LTI plans with future testing dates will incorporate Latitude.sh and Extreme IX into the targets, ensuring management is held accountable for acquisition outcomes.

REMUNERATION REPORT continued

Remuneration report disclosures

Stakeholder feedback	Board response
Feedback included views that the Company should continue to expand and enhance the disclosures in its Remuneration Report.	We are committed to providing shareholders with clear and transparent remuneration reporting. For FY26, we have enhanced our disclosures by: • including the rationale for all changes to our remuneration framework; • providing clearer links between incentives and strategy; and • enhancing our disclosures regarding remuneration benchmarking, including the names of our peer companies, the criteria for selection and the relative weighting between our US public company and ASX-listed peers.

Approach to benchmarking

Stakeholder feedback	Board response
Feedback included requests for greater disclosure regarding the benchmarking process.	We have provided greater transparency of our benchmarking process in this Remuneration Report, including the purpose of the benchmarking, the peer group selection criteria, the names of the companies included in the peer group, the relative weighting of US public companies and ASX-listed peers, and the benchmarking results. Refer to section 5.1.

Capital management and acquisitions

Stakeholder feedback	Board response
Some feedback sought further information on our capital management strategy, particularly regarding our compute business, including funding sources, self-sufficiency, expected portfolio returns/IRR.	Management has developed a comprehensive capital management strategy that recognises the higher capital intensity of the compute business. We intend to disclose additional information including our approach to leverage to investors in due course.

Employee equity

Stakeholder feedback	Board response
Some feedback sought clarity on the Company's approach to managing equity dilution ('burn rate') arising from equity awards granted under the Company's employee share plan ('ESP').	The ESP was established by Megaport to offer employees the opportunity to become shareholders and enhance employee engagement by aligning employees' interests with Megaport's performance and the interests of shareholders. The ESP is a cost-effective method for remunerating employees, allowing the Company to preserve cash for growth initiatives. In April 2026, the Company's equity usage rate was benchmarked by independent adviser, Compensia, against a group of US publicly listed and ASX-listed technology companies. The benchmarking confirmed that Megaport's projected 3-year average gross burn rate is positioned below the 10th percentile relative to the peer group. We will continue to manage equity grants under our ESP in a disciplined manner, aligned to shareholder expectations.

REMUNERATION REPORT continued

Advance approval of STI grant

Stakeholder feedback	Board response
Some feedback viewed the approval of the FY26 STI, expressed in a number of shares, as effectively constituting advance approval of the maximum award opportunity before completion of the financial year. A preference was expressed for the quantum of equity incentives in relation to the STI to be determined after performance is assessed at year end.	The Board believes granting equity at the commencement of the performance period strengthens alignment with shareholders by exposing executives to share price movements throughout the performance period while maintaining a fixed maximum dilution outcome. The Board notes that share price appreciation experienced by executives is also experienced by all shareholders. Vesting of the STI grant remains subject to rigorous performance hurdles.

Succession planning

Stakeholder feedback	Board response
Some feedback sought further information regarding the long-term succession plans for the CEO and the broader senior management team.	We recognise the importance of our leadership team to the success of the business. The Committee monitors and reviews internal succession planning for our KMP and the senior executive team to mitigate key-person risk.

2. Directors and senior leadership team

In this report, KMP are those personnel who had authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. We assess our KMP each year, and for FY26, our KMP are outlined below.

Name	Position	Term as KMP
Non-Executive Directors		
Melinda Snowden	Chair	Full year
Glo Gordon	Non-Executive Director	Full year
Michael Klayko	Non-Executive Director	Full year
Jay Adelson	Non-Executive Director	Full year
Mohit Lad	Non-Executive Director	Full year
Lisa Hennessy[1]	Non-Executive Director	Part year (from 5 December 2025)
Jon Gidney	Non-Executive Director	Part year (from 29 May 2026)
Grant Dempsey	Non-Executive Director	Part year (until 29 May 2026)
Executive KMP		
Michael Reid	Chief Executive Officer ('CEO')	Full year
Leticia Dorman	Chief Financial Officer ('CFO')	Full year

1. Ms Hennessey ceased her role as Non-Executive Director on 31 July 2026.

REMUNERATION REPORT continued

3. Remuneration governance framework

3.1 Roles and Responsibilities

The Board holds ultimate responsibility for the approval of the Director and Executive KMP remuneration strategy, framework and policies, and remuneration outcomes, based on the recommendations of the Remuneration & Nomination Committee (Committee).

All members of the Committee are independent Non-Executive Directors.

The Committee is responsible for developing the remuneration strategy, reviewing frameworks and policies, and reviewing remuneration outcomes. It makes recommendations to the Board for approval on remuneration matters. Its responsibilities include:

- Reviewing the Group's remuneration policies and procedures;
- Succession planning and appointment of roles at the Board, CEO and senior executive level;
- Reviewing the performance and remuneration of the CEO and senior executives annually;
- Reviewing and reporting on diversity metrics annually on the Group's employees;
- Reviewing employee benefits, workplace policies and practices and making recommendations to the Board on policy and benefits changes, in line with market trends;
- Overseeing the performance of Directors;
- Reviewing the remuneration of Directors annually; and
- Formally assessing the balance of skills, experience and diversity required on the Board and overseeing the performance of each Director.

A copy of the Committee's charter, which forms part of the Corporate Governance Charter, is available on Megaport's website at megaport.com/investor/leadership-governance.

On a day-to-day basis, management is responsible for preparing relevant information and analysis to the Committee and the Board to support their decision-making. The Committee may request materials from management to inform the decision-making of Directors.

3.2 External and independent advice

The Committee may request advice from external advisors to support its decision-making.

In FY26, the Committee engaged an independent, external consultant to conduct CEO remuneration and equity usage benchmarking against both US public and private peers and ASX-listed peers. For details of the equity usage benchmarking, refer to section 3.6. For details of the CEO compensation benchmarking, refer to section 5.1.

Where a remuneration recommendation is provided, as defined by the *Corporations Act 2001*, all advice is provided directly to the Chair of the Committee to ensure it is free from the influence of management. No remuneration recommendations were made in FY26.

REMUNERATION REPORT continued

3.3 Securities trading policy

A securities trading policy has been adopted by the Board to provide guidance to Directors, employees of Megaport, and other parties who may have access to price sensitive information, where they are contemplating dealing in Megaport's securities or the securities of entities with whom Megaport may have dealings. The securities trading policy is designed to ensure that any trading in Megaport's securities is in accordance with the law. Any non-compliance with the Trading Policy will be regarded as an act of serious misconduct. The Securities Trading Policy is available on Megaport's website at megaport.com/investor/leadership-governance.

Participants in Megaport's ESP are prohibited from entering into hedging arrangements or using financial products to mitigate their exposure to risks associated with their unvested awards, unless the participant has received written clearance in accordance with the securities trading policy.

3.4 Malus and clawback

All equity awards are subject to strict malus and clawback provisions. The Board possesses the authority to intervene and determine that unvested equity grants will lapse, vested but unexercised grants will be forfeited, or cash payments and share sale proceeds must be repaid to the Company. These clawback triggers apply if a participant acts fraudulently or dishonestly, engages in gross misconduct, brings the Company into disrepute, or if there is a material misstatement, omission, or error in the financial statements. Clawback can also be activated if the Board deems that vesting is unsupported by personal performance, or if the executive is determined to be a "bad leaver" upon termination.

3.5 Impact of acquisitions on targets

Following the strategic acquisitions of Latitude.sh and Extreme IX in November and December 2025 respectively, the Board has carefully reviewed the impact of these transactions on Megaport's on-foot incentive structures. The acquisition of Latitude.sh has materially changed Megaport's financial profile, shifting it toward a more capital-intensive business model. To maintain transparency in rewarding performance and to ensure that these transactions do not create any material advantage or disadvantage for KMP, we have updated our incentive frameworks to align executive rewards with our operational landscape.

For the Performance Restricted Stock Units ('PRSU') plans due for testing on 30 June 2026, performance will be assessed on an underlying basis, excluding the financial impact of the Latitude.sh and Extreme IX acquisitions.

Since the acquisitions occurred mid-way through the reporting period and required time to integrate, management had not operated these companies for sufficient time to impact their performance.

For all performance targets that have a testing date after 30 June 2026, the hurdles will be adjusted upward to incorporate Latitude.sh and Extreme IX. This ensures management is held accountable for delivery against our expanded strategic footprint.

For clarity, the specific treatment for each on-foot incentive plan is outlined below:

- FY26 STI Plans: the financial impacts of Latitude.sh and Extreme IX were excluded from the FY26 STI plans, meaning FY26 metrics measured the performance of the core network business only;
- FY24 LTI plan: the financial impacts of the Latitude.sh and Extreme IX were excluded from the FY24 LTI plan;
- FY25 and FY26 LTI Plans: the performance hurdles for these plans (measured over their respective 3-year performance periods) will be revised upward to fully incorporate Latitude.sh and Extreme IX. Management will be measured against the combined expected performance of these expanded business units to ensure accountability for their long-term success;
- Future STI and LTI Plans: from FY27 onward, Latitude.sh and Extreme IX will be integrated into the STI targets, ensuring annual performance metrics reflect the consolidated business.

REMUNERATION REPORT continued

3.6 Use of equity

Megaport operates within a highly competitive global technology market, including the United States, where equity participation is considered a core component of total remuneration. With the purpose of attracting and retaining talent in key technical and operational roles in this market, Megaport established the ESP. The ESP provides employees across the organisation with a meaningful opportunity to become shareholders, which drives overall engagement and aligns employee's efforts directly with long-term performance and outcomes that enhance shareholder value. Equity participation allows Megaport to maintain competitive remuneration structures while responsibly managing operational cash flow.

The Board maintains close oversight of overall SBP expenses, with the Company operating within approved guidelines and budgets for shareholder dilution and equity burn. To assist in monitoring these guidelines, Megaport appointed Compensia, an independent, external consultant, to assess the Company's equity usage, including gross burn rate, net burn rate, and remuneration-related share-based payment expense, relative to its public peer group over the most recent 1-year and 3-year periods[6].

The benchmarking exercise confirmed that Megaport's equity usage was positioned at the 25th percentile of the selected peer group for FY26. On a projected three-year average basis, the Company's equity burn rate remains materially below the peer-group median, ranking below the 10th percentile relative to comparable US and Australian technology companies.

The Board will continue to monitor the use of equity granted to executives and employees to ensure it aligns with shareholder interests, does not result in excessive dilution and remains aligned with peers.

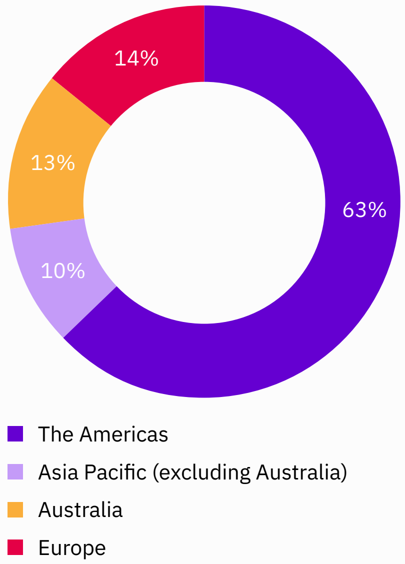
6. The benchmarking process applied screening criteria to identify 24 peers of a similar size and scope that included 20 US publicly listed companies and 4 ASX-listed companies. For further details of the peer selection process and the rationale for US-weighted benchmarking, refer to section 5.1.

4. Executive KMP remuneration framework

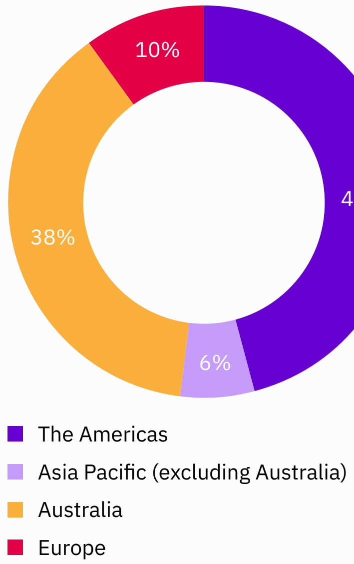
4.1 Approach to setting remuneration

Megaport operates a global technology business, with 87% of its FY26 revenue generated outside of Australia, including 61% from the US. As the Company continues to execute its global growth strategy, the Board expects an increasing proportion of revenue to be generated outside Australia, supported by continued investment in international markets. Headcount is also expected to continue growing outside Australia, particularly in the US, reflecting the Company's expanding global operations.

FY26 Revenue



Workforce



Operating segment	FY26 Revenue %	Revenue growth contribution YoY %	Workforce %
The Americas	63.4%	80.3%	46.3%
Asia Pacific (excluding Australia)	9.8%	7.0%	6.3%
Australia	12.7%	4.8%	37.7%
Europe	14.1%	7.9%	9.7%
Total	**100.0%**	**100.0%**	**100.0%**

Each year, the Committee reviews the Company's executive remuneration framework and makes recommendations to the Board to ensure it remains aligned with Megaport's strategy, operating environment and shareholder expectations. The framework is designed to support the achievement of the Company's strategic objectives and the creation of sustainable long-term shareholder value by linking remuneration outcomes to performance.

To execute its strategy, Megaport must be able to attract, retain and motivate high-calibre executives and employees in the global markets in which it operates. This requires remuneration arrangements that are competitive in the local markets where the Company competes for talent, particularly in the United States, which holds a significant concentration of compute, network and AI talent, and is Megaport's largest revenue market and the key driver of future growth.

The Board recognises that remuneration practices differ across jurisdictions, particularly in the weighting, structure and hurdles applied to variable, at-risk remuneration. Accordingly, Megaport's remuneration framework is informed by the labour markets in which it competes and is designed to align with local market practices while maintaining appropriate governance standards for an ASX-listed company. This approach supports the Company's ability to attract and retain the leadership capability required to execute its strategy while maintaining strong alignment between remuneration outcomes and long-term shareholder value.

REMUNERATION REPORT continued

4.2 Executive KMP remuneration strategy

Megaport's approach to reward structures is built on core principles that guide how remuneration is linked to our strategy and the creation of long-term value for shareholders.

Our Executive KMP receive fixed and variable at-risk remuneration consisting of short- and long-term incentive opportunities. Our remuneration strategy aligns with its remuneration objectives of rewarding performance, promoting retention and alignment with shareholder expectations. The table below demonstrates this alignment.

Remuneration Strategy

Our purpose	To empower global enterprises by seamlessly uniting network and compute infrastructure into a single, automated ecosystem – allowing businesses to securely deploy fully integrated GPU, CPU, and storage capabilities globally on-demand.			
Remuneration objectives	Attracting and retaining our leadership with fair, transparent and reasonable rewards	Motivating our employees to perform by matching rewards directly with business outcomes	Aligning rewards and performance with long-term value creation for our shareholders	
Remuneration principles	Pay for performance • Performance measures are designed to be appropriately challenging and support sustainable long-term value creation • Heavy weighting towards 'at-risk' performance pay creating shareholder alignment	Attract and retain • Incentives are granted in equity (100% PRSUs) to promote retention • CEO performance pay is skewed towards LTI to incentivise retention • 50% of STI award deferred for 12 months • Minimum shareholding requirement equal to 400% of fixed pay for the CEO and 150% of fixed pay for the CFO	Simple and transparent • All hurdles are measurable, quantifiable and challenging for STI and LTI • Targets, achievements and KMP pay outcomes disclosed at end of the performance period	Reflect market standards • Remuneration levels are informed by relevant external benchmarks, reflecting the global markets in which Megaport competes for executive talent • Malus and clawback provisions apply and Board discretion to adjust awards to ensure no unfair outcomes
Governance	The Committee is responsible for developing the remuneration strategy, reviewing frameworks and policies, and reviewing remuneration outcomes on behalf of the Board.			

REMUNERATION REPORT continued

4.3 Remuneration framework

Our remuneration strategy is implemented in our Executive KMP framework:

Remuneration Framework

	Fixed remuneration	Variable at-risk remuneration	
Purpose	Fixed Remuneration To attract, retain and motivate high calibre talent	STI To reward executives for the achievement of annual performance measures	LTI To ensure executives are focused on long term shareholder wealth creation
Award vehicle	Base salary and superannuation and other cash benefits	100% PRSUs	100% PRSUs
Performance period	Reviewed annually in line with market, role and responsibilities	12-months, with 50% of awarded PRSUs deferred for a further 12-months	Three years
Measurement	Market review of comparable roles in similar companies	Performance against Board pre-agreed weighted financial and non-financial measures	Vesting conditional on achievement of financial and non-financial measures (including a 35% weighted rTSR metric).
Quantum	Actual payments reflect individual skill, qualifications, experience and market conditions.	Grant value based on a percentage of fixed pay (varies by role).	Grant value based on a percentage of fixed pay (varies by role).
Link to strategic objective	Provides market competitive salary to attract and retain a high-calibre of executive talent Provides recognition for day to day, operational activities in the role	Rewards executives for achieving goals which contribute to the achievement of growing profitably As the STI is delivered in equity, it builds executives' shareholdings to ensure alignment with shareholders and to preserve cash for the Company's future growth.	Rewards executives for the achievement of long-term financial goals and delivery of shareholder returns. Delivery in equity creates alignment between executives and shareholder interests.

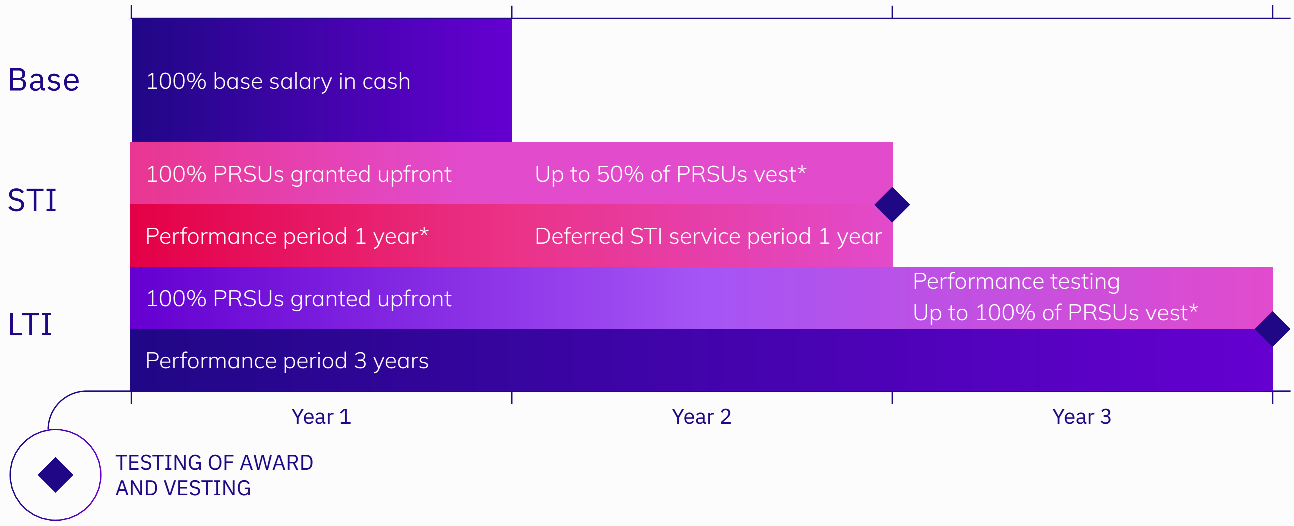
Details on the above components are set out in section 5.4, 5.5 and 5.6.

The Board deliberately places a significant proportion of Executive KMP remuneration at risk and delivers incentive awards entirely in equity. This approach strengthens alignment between executives and shareholders by linking remuneration outcomes directly to long-term share price performance and the achievement of financial and strategic objectives.

The Board considers equity-based incentives particularly appropriate for a growth-oriented technology company, as they encourage long-term decision making, support executive retention and ensure executives participate alongside shareholders in both the risks and rewards associated with value creation.

REMUNERATION REPORT continued

4.4 FY26 timeline for remuneration components



* At the end of the performance period, the Board determines if and to what extent the performance conditions have been met and the number of unvested PRSUs that will vest and become exercisable. 50% of the PRSUs awarded under the STI will vest in September following the end of Year 1 and 50% will be deferred and, subject to continued service conditions being met, will vest in September following the end of Year 2. PRSUs awarded under the LTI will vest in September following the end of year 3, being FY28.

4.5 Alignment to business strategy

Applying the principles above, Megaport aims to reward Executive KMP with a level and mix of fixed and variable at-risk remuneration appropriate to their position, responsibilities and performance in a way that supports Megaport's business strategy:

Strategy	Key components	How is this incorporated in the structure?
Grow the core network ecosystem	Expand the footprint and penetration of Megaport's foundational software-defined network ('SDN') by adding new data centres, cloud regions, and on-ramps globally.	This strategy is implicit in the "Network Expansion" metric included in the CEO and CFO FY26 STI plan.
Product innovation	Evolve the platform into a globally distributed AI inference cloud by providing a fully integrated and automated ecosystem of network, GPU, CPU, and storage capabilities, including an on-demand GPU pool.	Achievement against this strategy is measured and assessed in the ARR growth metric in the FY26 LTI plan which covers the period from FY26 to FY28.
Target enterprise customers	Capture a larger share of high-value enterprise IT budgets by solving complex cloud-to-cloud and intensive AI/inference workload deployment problems for major corporate clients.	Achievement of this strategy is measured and assessed in the revenue and EBITDA metrics included in the FY26 STI plan.
Operational excellence and asset discipline	Manage the increased capital intensity of compute hardware infrastructure through disciplined capital management.	Management is incentivised to deliver profitable, sustainable growth through a balanced combination of annual EBITDA performance, long-term ARR growth and rTSR, aligning management's incentives to share price growth and shareholder interests.

5. Executive KMP remuneration structure

5.1 CEO benchmarking

While Megaport is listed on the ASX and remains subject to Australian governance standards, the Board considers that executive remuneration should be informed by the labour markets in which the Company competes for leadership talent.

87% of Megaport's FY26 revenue is generated outside of Australia, with The Americas representing the Company's largest market, contributing approximately 63% of revenue and serving as the key driver of future growth.

The Company competes globally for executives with experience in scaling recurring revenue technology businesses, operating distributed AI infrastructure platforms and executing international growth strategies. For executives with deep expertise in networking, compute infrastructure and AI-enabled platforms, the principal talent market is the United States, reflecting the concentration of global hyperscalers, cloud service providers, AI companies and technology infrastructure businesses headquartered there. Benchmarking against this market assists the Board in attracting and retaining executives with the skills and experience required to execute Megaport's global strategy, particularly given its significant US operations and growth ambitions.

Accordingly, the Board believes a benchmarking methodology incorporating both US-listed and ASX-listed technology companies provides the most relevant and balanced assessment of market practice.

In April 2026, the Committee engaged Compensia, an independent remuneration adviser, to undertake a benchmarking review of CEO remuneration. The composition of the peer group reflects the executive labour markets in which Megaport competes and that only 13% of the Company's revenue is generated in Australia.

Peer selection was based on assessment of a range of quantitative and qualitative factors including industry sector and business model, revenue scale and market capitalisation, headquarters location, workforce size and talent market comparability. The peer group comprised companies in the Applications Software and Systems industries with last-twelve-month revenues of up to US$1B (with a strong preference against companies exceeding three times Megaport's revenue), and market capitalisations ranging from 0.33x to 3.0x Megaport's 30-day average market capitalisation as of 30 June 2025. The resulting peer group comprised 24 companies of comparable size and scope, complexity and market relevance, including 20 US-listed technology companies and four ASX-listed technology companies.

Based on a 30-day average market capitalisation at 2 April 2026, the peer group had a median market capitalisation of US$1.1 billion and median annual revenue of US$299 million. Megaport was positioned at the 35th percentile for annual revenue and the 48th percentile for market capitalisation within the peer group.

REMUNERATION REPORT continued

The following table lists the US and Australian companies that formed the peer group used as our comparator for benchmarking the CEO's remuneration:

Company Name	Sector	Ticker
A10 Networks	Systems Software	NYSE: ATEN
Alkami Technology	Application Software	NASDAQ: ALKT
Amplitude	Application Software	NASDAQ: AMPL
Arteris	Systems Software	NASDAQ: AIP
AvePoint	Application Software	NASDAQ: AVPT
BlackLine	Application Software	NASDAQ: BL
Blend Labs	Application Software	NYSE: BLND
Bravura Solutions	Application Software	ASX: BVS
C3.ai	Application Software	NYSE: AI
Catapult Sports	Application Software	ASX: CAT
Freshworks	Application Software	NASDAQ: FRSH
Gentrack Group	Application Software	ASX: GTK
NextNav	Application Software	NASDAQ: NN
PagerDuty	Application Software	NYSE: PD
Qualys	Systems Software	NASDAQ: QLYS
Red Violet	Application Software	NASDAQ: RDVT
Semrush Holdings	Application Software	NYSE: SEMR
SiteMinder	Application Software	ASX: SDR
SoundHound AI	Application Software	NASDAQ: SOUN
Telos	Systems Software	NASDAQ: TLS
Tenable Holdings	Systems Software	NASDAQ: TENB
Varonis Systems	Systems Software	NASDAQ: VRNS
Weave Communications	Application Software	NASDAQ: WEAV
Yext	Application Software	NYSE: YEXT

The benchmarking results confirmed that:

- at the time of the review, the CEO's FY26 total remuneration was positioned at the median of the benchmarked peers. The CEO's 'at target' and 'at maximum' total remuneration were positioned at the 45th and 50th percentiles respectively, relative to the peer group;
- the CEO's remuneration has a strong performance bias, with the remuneration design relying heavily on 'at-risk' performance compared to the peer group. The CEO's performance-based pay is 88% of his total remuneration 'at target' and 92% of total remuneration 'at maximum' vs the US public tech market, where performance-based pay is 40% and 50% of the average and median total target pay respectively; and
- Megaport pays a higher percentage of remuneration through performance tested equity vs its US peers, with 100% of its annual STI and LTI value paid as PRSUs. Megaport's structure means that all incentive pay remains 'at risk' and requires that challenging performance conditions are met before any value is realised.

The April 2026 benchmarking review reflected the Company's size, complexity and market position at that time. Since then, Megaport has continued to grow significantly through major capital raisings, strategic AI infrastructure customer contracts and the integration of Latitude.sh. The Board will continue to undertake periodic independent benchmarking to inform its ongoing assessment of the appropriateness of the CEO's remuneration relative to the Company's scale, performance and the executive talent market in which it competes.

REMUNERATION REPORT continued

5.2 CFO remuneration

In FY26, the Board reviewed the CFO's remuneration structure, quantum and incentive opportunities to assess whether they remained appropriate and competitive, having regard to the material expansion in the scope, scale, complexity and accountability of the role.

The continued geographic expansion of the Group significantly increased the breadth and demands of the CFO's role. The CFO now oversees a larger and more geographically dispersed finance function supporting operations across multiple jurisdictions and time zones, with substantially greater financial, tax, treasury, regulatory and governance complexity.

This expansion was accelerated by the acquisitions of Latitude.sh and Extreme IX in November and December 2025 respectively, which materially increased the scale and complexity of the businesses overseen by the CFO and expanded the Group's presence in Brazil and India, each of which presents distinct and challenging regulatory and operating requirements. The CFO had a critical role in transaction execution, acquisition funding and integration, and assumed additional responsibilities for financial reporting and controls, treasury and foreign exchange management, tax compliance, capital allocation, and the alignment of financial systems and governance frameworks across the enlarged Group.

The role also expanded to encompass significantly greater capital management responsibilities. During FY26, the CFO led the Company's $218.2 million equity raising in November 2025 and $827.3 million equity raising which commenced in June 2026, and arranged the upsized $150.0 million debt facility, materially increasing the capacity of the Group's capital structure and funding arrangements.

During FY26, an independent remuneration consultant benchmarked the CFO's remuneration against 75 S&P/ASX 200 companies with market capitalisations ranging from approximately 50% to 200% of Megaport's market capitalisation. This peer group reflects the broad financial leadership capabilities required of CFOs of ASX-listed companies and the transferability of those skills and capabilities across industries. The benchmarking indicated that the CFO's total remuneration was then positioned at the 16th percentile of the peer group.

Having regard to the material expansion of the role and the benchmarking outcomes, the Board approved an increase in the CFO's remuneration, effective 1 July 2025, to position total remuneration at approximately the 60th percentile of the peer group. Fixed remuneration increased to $600,000 per annum, inclusive of superannuation, and the maximum STI[7] and LTI opportunities each increased to 105% of fixed remuneration, equivalent to $631,200 for each component. This LTI will cover the period from 1 July 2025 to 30 June 2028. The FY24 LTI, covering the period from 1 July 2023 to 30 June 2026 is assessed on the FY26 financial results. The FY24 LTI represents 50% of the CFO's FY26 fixed salary.

The Board considered the increase to be appropriate having regard to the increased scale of the Group's operations and complexity of the CFO's role. Over 80% of the increase in total remuneration is delivered through at-risk STI and LTI opportunities that are subject to measurable, quantifiable and challenging performance hurdles. Under the revised arrangements, performance-based equity represents approximately 57% of total remuneration at target and 68% at maximum. All variable remuneration is delivered in equity, with 50% of the FY26 STI award deferred for 12 months.

The CFO is also subject to a minimum shareholding requirement equal to 150% of fixed remuneration, to be accumulated from vested and exercised PRSUs after allowing for the sale of shares to meet applicable tax liabilities. The FY26 STI was assessed over 12 months against Revenue (50%), EBITDA (25%) and Network Expansion (25%), while the FY26 LTI is assessed over three years against ARR CAGR (65%) and rTSR (35%) measured against the S&P/ASX All Technology Index (35%).

7. FY26 maximum STI opportunity of 105.2% of fixed pay comprises a maximum STI opportunity of 78.6% of fixed pay under the FY26 STI Plan, a maximum opportunity of 25.0% of fixed pay under the FY26 Legacy STI Plan, which was granted on 1 December 2023 and a maximum opportunity of 1.7% of fixed pay under the FY26 Legacy STI Plan which was granted on 1 December 2024.

REMUNERATION REPORT continued

5.3 Remuneration mix

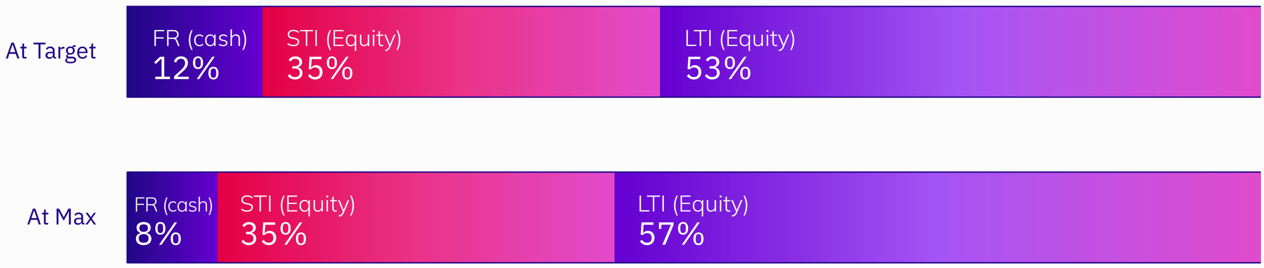
The CEO and CFO's remuneration has been deliberately heavily weighted towards 'at risk' STI and LTI incentive opportunities that are tested against the achievement of measurable, quantifiable and challenging performance hurdles, with no service-based equity.

For FY26, the CEO's annual total remuneration package comprises a maximum STI opportunity of 450%[8] of fixed pay and a maximum LTI opportunity of 750% of fixed pay. This FY26 LTI opportunity will cover the period from FY26 to FY28.

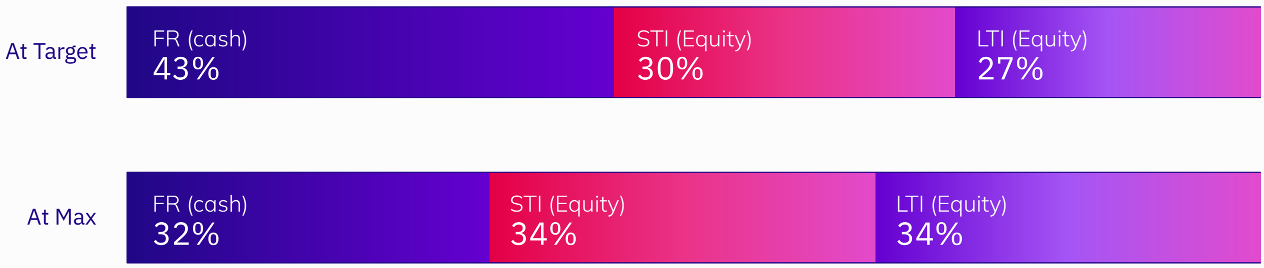
The CFO's annual total remuneration package comprises a maximum STI opportunity of approximately 105% of fixed pay and a maximum LTI opportunity of 105% of fixed pay. This FY26 LTI opportunity will cover the period from FY26 to FY28.

The CEO's performance-based equity makes up 88% of his total remuneration 'at target' and 92% 'at maximum'. The CFO's performance-based equity makes up 57% of her total remuneration 'at target', 68% 'at maximum'.

CEO Pay Mix



CFO Pay Mix



5.4 Fixed Remuneration – FY26

Fixed remuneration comprises base salary, superannuation and other benefits.

The base salary for Executive KMP is reviewed annually to ensure the Executive's remuneration is competitive with the market and appropriate based on the executive's position and responsibilities within the organisation. Effective for FY26, base salaries (including superannuation) were as follows:

- CEO:$1,000,000
- CFO: $600,000

The CEO did not receive an increase to base salary in FY26. However, from 1 June 2026, Megaport agreed to reimburse certain tax compliance, visa and travel expenses associated with the CEO's ongoing employment and maintenance of US permanent residency. Permanent residency provides a strategic benefit for the Company as it ensures the CEO can travel freely to the US, undertake business activities there without immigration or work authorisation constraints, and relocate quickly to the US if required by business needs. If the CEO resigns from Megaport within 2 years of any benefit being paid to him or on his behalf, he must repay the benefit in full. There were no other changes to the CEO's base pay during the reporting period.

Effective 1 July 2025, the CFO's fixed remuneration increased by 46% to $600,000, inclusive of superannuation. The increase reflects the material expansion in the scope, complexity and accountability of the role arising from the Group's continuing geographic expansion and the additional demands associated with the acquisitions of Latitude.sh and Extreme IX. Refer to sections 5.2 and 5.3 for further information.

8. FY26 maximum STI opportunity of 450% of fixed pay comprises a maximum STI opportunity of 400% of fixed pay under the FY26 STI Plan and a maximum opportunity of 50% of fixed pay under the FY26 Legacy STI Plan, which was granted on 1 December 2023.

REMUNERATION REPORT continued

5.5 STI Plans – Key Features

The STI rewards KMP for achieving goals which contribute to the achievement of growing profitably over a 12-month period. As the STI is delivered in equity, it builds executives' shareholdings to ensure alignment with shareholders and to preserve cash for the Company's future growth.

The key features of the FY26 STI plans for the CEO and CFO are provided below.

5.5.1 FY26 STI

For accounting purposes, expenses relating to the FY26 STI are incurred over both FY26 and FY27.

Feature	Approach
Description	Executive KMPs participate in the annual STI plan with an earning opportunity that is 'at risk' subject to specific performance measures being met.
Performance Period	1 July 2025 to 30 June 2026 ('FY26 STI')
STI Opportunity	The STI opportunity as a percentage of FY26 fixed remuneration
Delivery of award	100% of the STI award is delivered in equity as PRSUs. PRSUs convert to fully paid ordinary shares in Megaport at the end of the performance period where performance conditions are met. 50% of awarded PRSUs are deferred for 12 months.
Allocation methodology	The number of PRSUs granted was calculated as follows: ($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[9]
Performance measures and weightings	

STI Opportunity:

Role	FY26 STI
CEO	400.0%
CFO	78.6%

Performance measures and weightings:

Measure	Basis for selection	CEO	CFO
Revenue	Revenue targets have been set for the CEO and CFO to assess short term growth in revenue of our business.	50%	50%
EBITDA[10]	EBITDA targets have been set for the CEO and CFO to ensure growth is achieved on a profitable basis annually.	25%	25%
Network expansion	Network expansion targets ensure 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.	25%	25%

9. The Share Price is calculated as the Volume Weight Adjusted Price (VWAP) of Megaport Shares during the 10 trading days commencing on the first trading day following (and excluding) 21 August 2025, being the date of release to the ASX of Megaport's full-year results for the financial year ended 30 June 2025 (being $15.37295845).
10. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee benefits, foreign exchange gains/(losses), costs related to business acquisitions, fair value gains/(losses) on contingent consideration, and non-operating income/(expenses).

REMUNERATION REPORT continued

<table>
<tr><th>Feature</th><th>Approach</th></tr>
<tr><td>Performance threshold and vesting outcome</td><td>The performance thresholds for FY26 are set out below.
<table><tr><th>Performance threshold</th><th>Vesting outcome</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 target 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></td></tr>
<tr><td>FY26 STI Performance Targets</td><td>Refer to section 6.2.1 for disclosure of the performance targets and outcomes.</td></tr>
</table>

5.5.2 FY26 Legacy STI

In FY24, three years of upfront STI grants were made to the CEO and CFO to attract and retain their services for Megaport. The last of these grants was tested on 30 June 2026. For accounting purposes, expenses relating to the FY26 Legacy STI are incurred over FY26.

<table>
<tr><th>Feature</th><th>Approach</th></tr>
<tr><td>Description</td><td>Executive KMPs participate in the annual STI plan with an earning opportunity that is ‘at risk’ subject to specific performance measures being met.</td></tr>
<tr><td>Performance Periods</td><td>1 July 2025 to 30 June 2026 ('FY26 Legacy STI')</td></tr>
<tr><td>STI Opportunity</td><td>The STI opportunity as a percentage of FY26 fixed remuneration
<table><tr><th>Role</th><th>FY26 Legacy STI</th></tr><tr><td>CEO</td><td>50%</td></tr><tr><td>CFO</td><td>25%</td></tr></table></td></tr>
<tr><td>Delivery of award</td><td>100% of the STI award is delivered in equity as PRSUs. PRSUs convert to fully paid ordinary shares in Megaport at the end of the performance period where performance conditions are met.</td></tr>
<tr><td>Allocation methodology</td><td>The number of PRSUs granted was calculated as follows:
($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[11]</td></tr>
</table>

11. For the CEO, the Share Price is calculated as the VWAP of Megaport Shares over the 10 trading days prior to (and excluding) 28 March 2023, being the date of execution of the CEO's employment agreement (being $4.346314). For the CFO, the Share Price is calculated as the VWAP of Megaport Shares between 28 March 2023 and 12 September 2023, being the period during which the CFO performed her role in an acting capacity prior to being appointed in a full capacity (being $7.52).

REMUNERATION REPORT continued

<table>
<tr><th>Feature</th><th>Approach</th></tr>
<tr><td>Performance measures and weightings</td><td>

Measure	Basis for selection	CEO	CFO
Revenue growth	Revenue targets have been set for the CEO and CFO to assess short term growth in revenue of our business.	25%	25%
EBITDA[12]	EBITDA targets have been set for the CEO and CFO to ensure growth is achieved on a profitable basis annually.	25%	25%
rTSR	rTSR has been selected for the CEO and CFO to assess management's ability to deliver shareholder returns, relative to Megaport's peers in the S&P/ASX All Technology Index ('XTX')[13].	25%	25%
Customer growth	Customer growth has been selected for the CEO to ensure we grow and diversify our customer base in the short term.	25%	N/A
Net cash growth[14]	Net cash growth has been selected for the CFO to ensure sustainable financial growth of the business annually.	N/A	25%

</td></tr>
<tr><td>Performance threshold and vesting outcome</td><td>

The performance thresholds for FY26 are set out below.

Performance threshold	Vesting outcome
Less than threshold performance	0%
Less than threshold performance	50%
Between threshold and stretch performance	Straight line pro-rata vesting between 50% and 100%
Stretch performance	100%

</td></tr>
<tr><td>FY26 Legacy STI Performance Targets</td><td>

A minimum threshold must be achieved in the performance period prior to any award vesting. The minimum rTSR performance threshold for the FY26 Legacy STI is set out below.

Measure	Threshold Target	Stretch Target
rTSR	≥50th percentile	≥75th percentile

Refer to sections 6.2.2 and 6.2.3 for disclosure of the performance targets and outcomes.

</td></tr>
</table>

12. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
13. Following shareholder feedback at the 2023 AGM, Megaport approached the ASX with a proposal to amend the FY25 and FY26 STI to remove rTSR as a metric. However, the ASX advised that the amendment would be prohibited by ASX Listing Rule 6.23.3, and the proposal was not pursued.
14. Net Cash is cash at bank less debt (including the network financing facility).

REMUNERATION REPORT continued

5.5.3 FY26 Supplementary STI

In FY25, the Board approved a one-off supplementary STI grant for the CFO to adjust the quantum of her FY26 Legacy STI to align with her salary increase in FY25 of 5.5%. For this supplementary grant, Megaport took into account shareholder feedback and removed rTSR as a metric. For accounting purposes, expenses relating to the FY26 Supplementary STI are incurred over FY26. The key features of this grant are listed below, with all other features consistent with the FY26 Legacy STI.

Feature	Approach
STI Opportunity	The STI opportunity as a percentage of FY26 fixed remuneration Role: CFO — FY26 STI: 1.7%
Allocation Methodology	The number of PRSUs granted was calculated as follows: ($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[15]
Performance measures and weightings	See table below. Refer to section 6.2.4 for disclosure of the performance targets and outcomes.

Measure	Basis for selection	CFO
Revenue	Revenue targets have been set for the CEO and CFO to assess short term growth in revenue of our business.	50%
EBITDA per Share[16]	EBITDA per Share has been selected to assess the ability of the business to generate earning and cash from its operations on an annual basis, while taking into account shareholder dilution. EBITDA per share takes into account equity settled employee costs, and any material changes to accounting policy.	25%
Net cash growth[17]	Net cash growth has been selected for the CFO to ensure sustainable financial growth of the business annually.	25%

5.6 LTI Plans – Key Features

5.6.1 FY24 LTI

For accounting purposes, expenses relating to the FY24 LTI are incurred over FY24, FY25 and FY26. The key features of the FY24 LTI plan are provided below.

The CEO and CFO were eligible to participate in the LTI program which commenced in FY24.

Feature	Approach
Description	Executive KMPs participate in the FY24 LTI plan with an earning opportunity that is 'at risk' subject to specific performance measures being met over the period FY24 to FY26.
Performance Period	1 July 2023 to 30 June 2026 ('FY24 LTI')
LTI Opportunity	The LTI opportunity as a percentage of FY26 fixed remuneration varies based upon role. Role — FY24 LTI CEO — 225% CFO — 50%
Delivery of award	100% of the LTI award is delivered in equity as PRSUs. PRSUs convert to fully paid ordinary shares in Megaport at the end of the performance period where performance conditions are met.

15. The Share Price is calculated as the VWAP of Megaport Shares during the 5 trading days following (and excluding) 22 November 2024, being the date of Megaport's 2024 Annual General Meeting (being $7.5571386).
16. EBITDA per Share is calculated as EBITDA including equity settled employee costs divided by average of the total number of shares (issued and unissued) as at end of the performance period and the beginning of the performance period.
17. Net Cash is cash at bank less debt (including the network financing facility).

REMUNERATION REPORT continued

Feature	Approach
Allocation methodology	The number of PRSUs granted was calculated as follows: ($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[18]
Performance measures and weightings	See table below

Measure	Basis for selection	CEO	CFO
Revenue growth	Revenue targets have been set for the CEO and CFO to assess long term financial growth in market share of our business	25%	25%
EBITDA[19]	EBITDA targets have been set for the CEO and CFO to ensure growth is achieved on a profitable basis over the long term	25%	25%
rTSR	rTSR has been selected for the CEO and CFO to assess management's ability to deliver long term shareholder returns, relative to Megaport's peers in the XTX Index	25%	25%
Customer growth (gross adds)	Customer growth has been selected for the CEO to ensure we grow and diversify our customer base in the long term	25%	N/A
Net cash growth[20]	Net cash growth has been selected for the CFO to ensure sustainable financial growth of the business over the long term	N/A	25%

Performance threshold and vesting outcome

The performance thresholds for FY24 to FY26 are set out below.

Performance threshold	Vesting outcome
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%

FY24 LTI Performance Targets and outcomes

Refer to sections 6.3.1 and 6.3.2 for disclosure of the performance targets and outcomes.

18. For the CEO, the Share Price is calculated as the VWAP of Megaport Shares over the 10 trading days prior to (and excluding) 28 March 2023, being the date of execution of the CEO's employment agreement (being $4.346314). For the CFO, the Share Price is calculated as the VWAP of Megaport Shares between 28 March 2023 and 12 September 2023, being the period during which the CFO performed her role in an acting capacity prior to being appointed in a full capacity (being $7.52).
19. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee benefits, foreign exchange gains/(losses), costs related to business acquisitions, fair value gains/(losses) on contingent consideration, and non-operating income/(expenses).
20. Net Cash is cash at bank less debt (including the network financing facility).

REMUNERATION REPORT continued

5.6.2 FY25 LTI

The key features of the FY25 LTI plan are provided below. The CEO and CFO were eligible to participate in the LTI program which commenced in FY25. For accounting purposes, expenses relating to the FY25 LTI are incurred over FY25, FY26 and FY27.

Feature	Approach
Description	Executive KMPs participate in the FY25 LTI plan with an earning opportunity that is 'at risk' subject to specific performance measures being met over the period FY25 to FY27.
Performance Period	1 July 2024 to 30 June 2027 ('FY25 LTI')
LTI Opportunity	The LTI opportunity as a percentage of FY26 fixed remuneration varies based upon role.
Delivery of award	100% of the LTI award is delivered in equity as PRSUs. PRSUs convert to fully paid ordinary shares in Megaport at the end of the performance period where performance conditions are met.
Allocation methodology	The number of PRSUs granted was calculated as follows: ($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[21]
Performance measures and weightings	See table below
Performance threshold and vesting outcome	The performance thresholds for FY25 to FY27 are set out below.
FY25 LTI Performance Targets	A minimum threshold must be achieved in the performance period prior to any award vesting. The minimum rTSR performance threshold for the FY25 LTI is set out below. Due to the commercial sensitivity of the remaining performance measures, Megaport will disclose the performance targets and outcomes at the end of the performance period.

LTI Opportunity:

Role	FY25 LTI
CEO	225%
CFO	53%

Performance measures and weightings:

Measure	Basis for selection	CEO	CFO
ARR CAGR[22]	As a NaaS business with strong operating leverage, driving growth in recurring revenue is management's primary objective and, consequently, this measure carries the highest weighting	50%	50%
EBITDA per Share[23]	EBITDA targets have been set for the CEO and CFO to ensure growth is achieved on a profitable basis over the long term, while taking into account the impact of future equity issues	25%	25%
rTSR	rTSR has been selected for the CEO and CFO to assess management's ability to deliver long term shareholder returns, relative to Megaport's peers in the XTX Index	25%	25%

Performance threshold and vesting outcome:

Performance threshold	Vesting outcome
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%

FY25 LTI Performance Targets:

Measure	Threshold Target	Stretch Target
rTSR	≥50th percentile	≥75th percentile

21. For the CEO, the Share Price is calculated as the VWAP of Megaport Shares during the 10 trading days following (and excluding) 22 August 2024, being the date of release of Megaport's FY24 Full Year Results to ASX (being $8.3991609). For the CFO, the Share Price is calculated as the VWAP of Megaport Shares during the 5 trading days following (and excluding) 22 November 2024, being the date of Megaport's 2024 Annual General Meeting (being $7.5571386).
22. ARR CAGR is the compound annual growth rate of ARR over the performance period. It reflects the year-over-year growth in recurring revenue on a consistent, compounded basis. ARR is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
23. EBITDA per Share is calculated as EBITDA including equity settled employee costs divided by average of the total number of shares (issued and unissued) as at end of the performance period and the beginning of the performance period.

REMUNERATION REPORT continued

5.6.3 FY26 LTI

The key features of the FY26 LTI plan are provided below. The CEO and CFO were eligible to participate in the LTI program which commenced in FY26. For accounting purposes, expenses relating to the FY26 LTI are incurred over FY26, FY27 and FY28.

Annual Recurring Revenue ('ARR') remains the primary financial measure within the LTI framework because the Board considers recurring revenue growth to be the most important long-term driver of shareholder value in Megaport's business model.

ARR provides a forward-looking measure of the scale and quality of the Company's contracted revenue base and reflects management's ability to expand customer adoption, increase utilisation of the platform and generate sustainable long-term growth. The Board therefore considers ARR to be a key measure of management's success in executing Megaport's long-term strategy.

While ARR remains the primary growth metric, the Board balances this measure with a rTSR hurdle to ensure executives are also accountable for translating operational performance into shareholder returns.

Feature	Approach
Description	Executive KMPs participate in the FY26 LTI plan with an earning opportunity that is 'at risk' subject to specific performance measures being met over the period FY26 to FY28.
Performance Period	1 July 2025 to 30 June 2028 ('FY26 LTI')
LTI Opportunity	The LTI opportunity as a percentage of FY26 fixed remuneration varies based upon role.
Delivery of award	100% of the LTI award is delivered in equity as PRSUs. PRSUs convert to fully paid ordinary shares in Megaport at the end of the performance period where performance conditions are met.
Allocation methodology	The number of PRSUs granted was calculated as follows: ($ Fixed Remuneration (FR) x Award Face Value (% FR)) / $ Share Price = Number of PRSUs[24]
Performance measures and weightings	See table below
Performance threshold and vesting outcome	The performance thresholds for FY26 to FY28 are set out below.

LTI Opportunity:

Role	FY26 LTI
CEO	750%
CFO	105%

Performance measures and weightings:

Measure	Basis for selection	CEO	CFO
ARR[25]	ARR is a key driver for shareholder value. This performance measure aligns with Megaport's plans to significantly increase investment to accelerate top-line growth in the medium- to long-term.	65%	65%
rTSR	rTSR has been selected for the CEO and CFO to assess management's ability to deliver long term shareholder returns, relative to Megaport's peers in the XTX Index	35%	35%

Performance threshold and vesting outcome:

Performance threshold	Vesting outcome
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%

24. The Share Price is calculated as the VWAP of Megaport Shares during the 10 trading days commencing on the first trading day following (and excluding) 21 August 2025, being the date of release to ASX of Megaport's full-year results for the financial year ended 30 June 2025 (being $15.37295845).
25. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.

REMUNERATION REPORT continued

FY26 LTI Performance Targets	A minimum threshold must be achieved in the performance period prior to any award vesting. The minimum rTSR performance threshold for the FY26 LTI is set out below.

Measure	Threshold Target	Stretch Target
rTSR	≥50th percentile	≥75th percentile

Due to the commercial sensitivity of the remaining performance measures, Megaport will disclose the performance targets and outcomes at the end of the performance period.

5.7 Executive KMP Minimum Shareholding Requirement

In FY26, the Board introduced a minimum shareholding requirement for the CEO and CFO to promote alignment with shareholders over the medium- to long-term. The CEO must hold shares equal in value to 400% of his total fixed remuneration (CFO: 150%), to be met from vested and exercised PRSUs after allowing for the sale of shares to meet applicable tax liabilities. No time limit applies within which the minimum shareholding requirement must be achieved, but the CEO and CFO are restricted from selling shares (other than to meet personal tax obligations) until the minimum shareholding requirement is met.

As at the reporting date, the CEO and CFO had met their minimum shareholding requirement[26].

5.8 Unvested equity

The Board has adopted the following leaver, dividend and clawback provisions for unvested KMP equity awards:

Leaver provisions	The Board will maintain overarching discretion to determine an alternate treatment however the intention is that KMP that has received or provided notice of termination will forfeit their unvested awards. In addition, where the individual is a bad leaver, Megaport may recoup vested or paid awards to the extent permitted under applicable law.
Dividends	No dividend entitlement for unvested equity awards until the equity vests and converts to shares.
Malus & clawback	In the event of serious misconduct, the Board has the discretion to reduce, cancel, or clawback remuneration, including unvested equity and amounts deemed to be overpayments.

26. For the purpose of determining whether the minimum shareholding requirement has been met, the total value of Megaport shares held is calculated by multiplying the number of shares held, directly or indirectly, by the CEO or CFO (as applicable) by the VWAP of Megaport shares over the 20-trading days up to and including 30 June of the most recent financial year (being, as at 30 June 2026, $18.86).

REMUNERATION REPORT continued

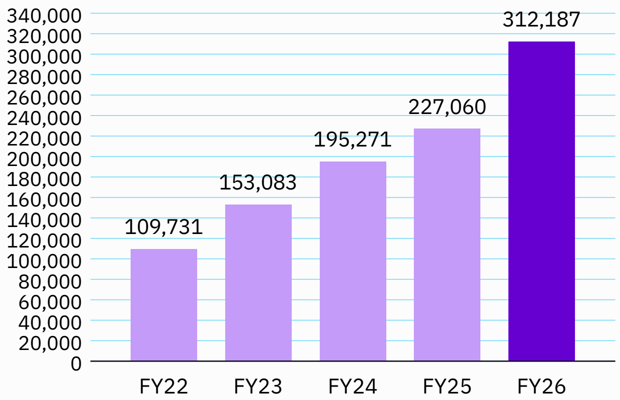
6. FY26 Performance and remuneration outcomes

One of the key principles of Megaport's remuneration frameworks is rewarding Executive KMP for performance. This section sets out a summary of the Company's 5-year financial performance and how this links to Executive KMP remuneration over this period.

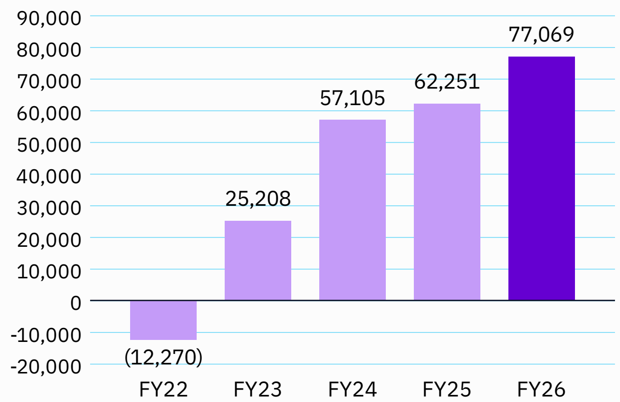
6.1 5-year Financial Performance

The table below summarises Megaport's financial performance over the previous five financial years.

Revenue ($'000)



EBITDA[1] ($'000)



1. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.

Measure	FY26	FY25	FY24	FY23	FY22
Number of logos[1]	3,206	2,873	2,656	2,564	2,364
Operating revenue ($'000)	312,187	227,060	195,271	153,083	109,731
Operating revenue growth (%)	37%	16%	28%	40%	40%
Network ARR ($'M)[2]	289.6	243.8	203.9	178.6	128.3
Group ARR ($'M)[3,4]	395.2	243.8	203.9	178.6	128.3
EBITDA ($'000)	77,069	62,251	57,105	25,208	(12,270)
EBITDA Margin (%)	25%	27%	29%	16%	(11)%
Net profit/(loss after tax) ($'000)	(39,000)	(292)	9,606	(9,774)	(48,495)
Share price at start of year ($)	14.44	11.22	7.22	5.45	18.43
Share price at end of year ($)	21.58	14.44	11.22	7.22	5.45
Megaport total shareholder return (%)	49%	29%	55%	32%	(70)%
Megaport market capitalisation ($'000)	4,628,783	2,323,993	1,789,599	1,145,043	860,822
Basic earnings/(loss) per share (c)[5]	(18.18)	(0.14)	4.48	(4.56)	(22.61)
Net cash flow ($'000)	329,317	27,931	24,452	(34,905)	(54,223)
Tangible assets/share (c)[6]	247.7	82.1	66.1	46.5	60.9

Notes

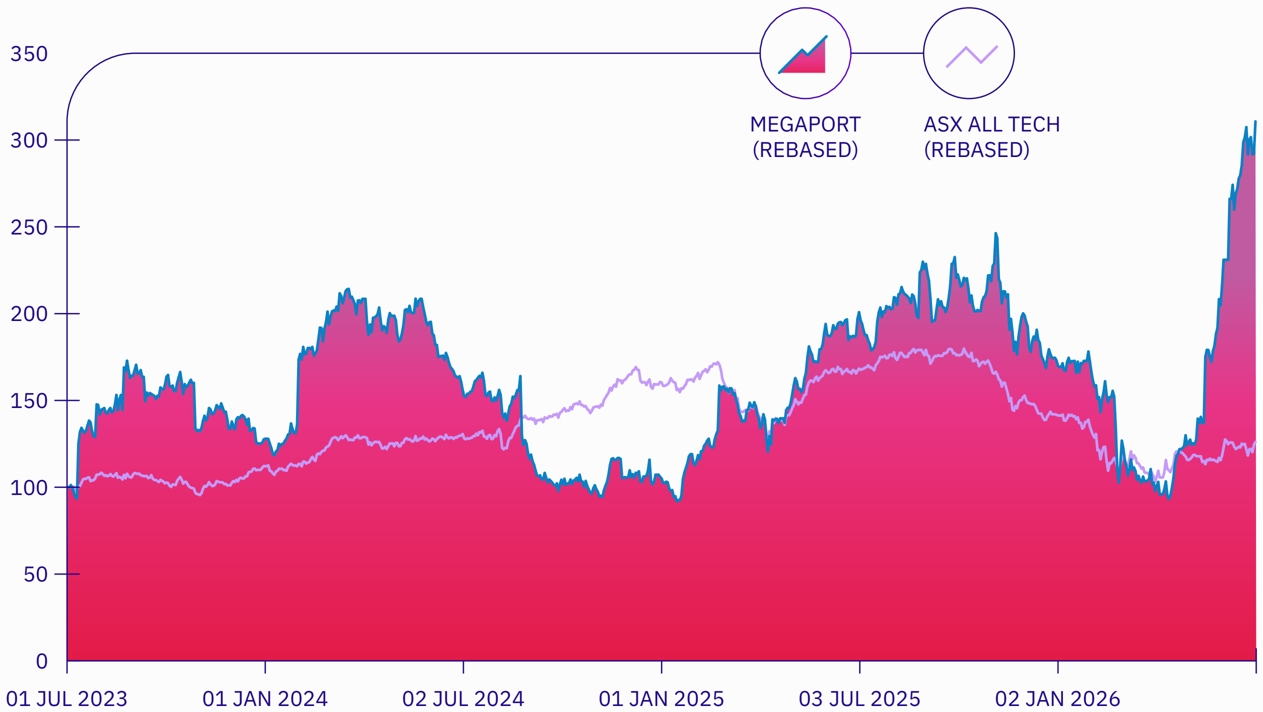
1. Megaport Network only (excluding India).
2. Annual Recurring Revenue for Network is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue for the last month of the period x 12, and excludes any non-recurring or one-off revenue.
3. Group ARR is the sum of Annual Recurring Revenue for Network and Annual Recurring Revenue for Compute.
4. Annual Recurring Revenue for Compute is the recurring revenue expected over a 12 month period, calculated as Monthly Recurring Revenue as at the final day of the month x 12, and excludes any non-recurring or one-off revenue.
5. Basic earnings/(loss) per share has been calculated using the closing number of shares at 30 June 2026, being 214,494,131 shares.
6. Tangible assets per share has been calculated using the closing number of shares at 30 June 2026, being 214,494,131 shares.

No dividends have been paid by the Company over the previous five financial years.

REMUNERATION REPORT continued

Megaport TSR Performance

The following chart shows the performance of Megaport's total return compared to the ASX All Technology Index.



All figures have been rebased to 100.

Source: Iress (MP1 TSR), and S&P/ASX All Technology Index (XTX Index TSR).

6.2 FY26 STI outcomes

The CEO and CFO were eligible to receive an STI award in FY26. The performance outcomes relative to targets are disclosed below, with pro-rata straight line vesting between threshold and stretch targets. As outlined in section 3.5, the FY26 STI outcomes have been calculated excluding the financial impact of the Latitude.sh and Extreme IX acquisitions.

All targets were set and performance assessed on a constant currency basis of AUD:USD = 0.65, AUD:EUR = 0.60, and AUD:GBP = 0.50.

6.2.1 CEO and CFO FY26 STI

Performance measure	Weighting	Threshold	Target	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue	50%	$260.0M	$265.0M	$272.0M	$271.6M	98%	49%
EBITDA[i]	25%	$47.0M	$50.0M	$54.0M	$50.9M	75%	19%
Network Expansion (new enabled DCs)	25%	80	100	120	115	92%	23%
Total CEO/CFO Achievement							91%

REMUNERATION REPORT continued

6.2.2 CEO FY26 Legacy STI

Performance measure	Weighting	Threshold	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue growth[1]	25%	$33.0M	$38.0M	$44.5M	100%	25%
EBITDA[(i)]	25%	$47.0M	$50.0M	$50.9M	100%	25%
Relative TSR[2]	25%	≥50th percentile	≥75th percentile	79th percentile	100%	25%
Customer growth (gross adds)	25%	450	520	576	100%	25%
Total CEO Achievement						100%

1. Revenue on a constant currency basis increased from $227.1 million to $271.6 million.
2. The rTSR outcome for the FY26 Legacy STI is calculated and verified by an independent third party. The FY26 Legacy STI rTSR peer group includes those companies in the S&P/ASX All Technology Index (XTX) over the 1 July 2025 to 30 June 2026 performance period.

6.2.3 CFO FY26 Legacy STI

Performance measure	Weighting	Threshold	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue growth[1]	25%	$33.0M	$38.0M	$44.5M	100%	25%
EBITDA[(i)]	25%	$47.0M	$50.0M	$50.9M	100%	25%
Relative TSR[2]	25%	≥50th percentile	≥75th percentile	79th percentile	100%	25%
Net Cash Growth[(ii)]	25%	$(27.0)M	$(24.0)M	$(20.3)M	100%	25%
Total CFO Achievement						100%

1. Revenue on a constant currency basis increased from $227.1 million to $271.6 million.
2. The rTSR outcome for the FY26 Legacy STI is calculated and verified by an independent third party. The FY26 Legacy STI rTSR peer group includes those companies in the S&P/ASX All Technology Index (XTX) over the 1 July 2025 to 30 June 2026 performance period.

6.2.4 CFO FY26 Supplementary STI

Performance measure	Weighting	Threshold	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue	50%	$260.0M	$272.0M	$271.6M	98%	49%
EBITDA per Share[(iii)]	25%	$0.13	$0.16	$0.16	100%	25%
Net Cash Growth[(ii)]	25%	$(27.0)M	$(24.0)M	$(20.3)M	100%	25%
Total CFO Achievement						99%

Notes:

(i) Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee benefits, foreign exchange gains/(losses), costs related to business acquisitions, fair value gains/(losses) on contingent consideration, and non-operating income/(expenses).

(ii) Net Cash is cash at bank less debt (including the network financing liability). Net Cash as at 30 June 2026 comprises cash at bank of $435.4 million less the amount outstanding under the network finance facility of $28.5 million. Negative cash growth targets are reflective of the planned investment over the financial year, as the Company was in the 'transform and reset' phase of our strategic roadmap during FY26.

(iii) EBITDA per Share is calculated as EBITDA, including equity settled employee costs, divided by the average of the total number of shares (issued and unissued) as at the end of the performance period and the beginning of the performance period. The total number of shares as at the end of the performance period has been adjusted to exclude shares issued through the Institutional Placement, the Share Purchase Plan and the Entitlement Offer completed during the period, as these were primarily driven by the acquisition of Latitude.sh. Refer to Note 26 Issued capital in the consolidated financial statements for further detail.

REMUNERATION REPORT continued

6.3 FY24 LTI outcomes

The performance outcomes relative to targets for the FY24 LTI are disclosed below. As outlined in section 3.5, the FY24 LTI outcomes have been calculated excluding the financial impact of the Latitude.sh and Extreme IX acquisitions.

The FY24 LTI covered the performance period between 1 July 2023 and 30 June 2026 and was tested on 30 June 2026. The FY25 LTI and FY26 LTI are not yet due for testing.

All FY24 LTI targets were set and performance assessed on a constant currency basis of AUD:USD = 0.65, AUD:EUR = 0.60, and AUD:GBP = 0.50.

6.3.1 CEO FY24 LTI

Performance measure	Weighting	Threshold	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue growth[1]	25%	$107.0M	$112.0M	$118.5M	100%	25%
EBITDA[(i)]	25%	$47.0M	$50.0M	$50.9M	100%	25%
Relative TSR	25%	≥50th percentile	≥75th percentile	83rd percentile	100%	25%
Customer growth (gross adds)	25%	1,100	1,270	1,466	100%	25%
Total CEO Achievement						100%

1. Revenue on a constant currency basis increased from $153.1 million to $271.6 million.

6.3.2 CFO FY24 LTI

Performance measure	Weighting	Threshold	Stretch	Actual performance	Actual Performance (%)	Weighted achievement
Revenue growth[1]	25%	$107.0M	$112.0M	$118.5M	100%	25%
EBITDA[(i)]	25%	$47.0M	$50.0M	$50.9M	100%	25%
Relative TSR	25%	≥50th percentile	≥75th percentile	83rd percentile	100%	25%
Net Cash Growth[(ii)]	25%	$26.0M	$30.0M	$34.2M	100%	25%
Total CFO Achievement						100%

1. Revenue on a constant currency basis increased from $153.1 million to $271.6 million.

Notes:

(i) Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee benefits, foreign exchange gains/(losses), costs related to business acquisitions, fair value gains/(losses) on contingent consideration, and non-operating income/(expenses).

(ii) Net Cash is cash at bank less debt (including the network financing liability). Net Cash as at 30 June 2026 comprises cash at bank of $435.4 million less the amount outstanding under the network finance facility of $28.5 million.

REMUNERATION REPORT continued

6.3.3 FY24 LTI rTSR outcome

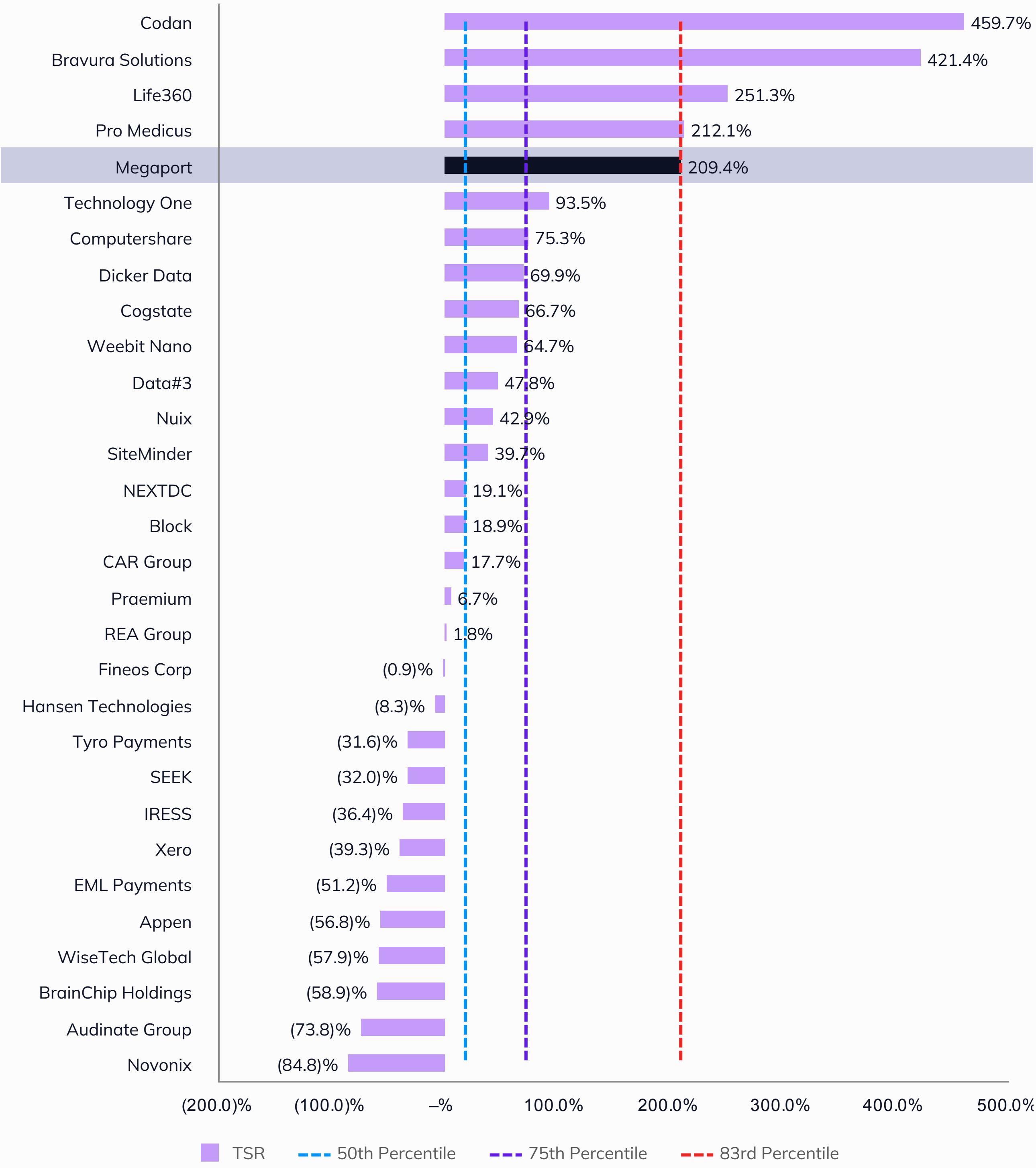
The rTSR outcome for the FY24 LTI is calculated and verified by an independent third party. The FY24 LTI rTSR peer group includes those companies in the S&P/ASX All Technology Index (XTX) over the 1 July 2023 to 30 June 2026 performance period. Companies that delist during the performance period other than due to insolvency are excluded from the rTSR peer group[27]. The XTX peer group is set out below:

Company Name	Ticker	Company Name	Ticker
Codan	CDA	CAR Group	CAR
Bravura Solutions	BVS	Praemium	PPS
Life360	360	REA Group	REA
Pro Medicus	PME	Fineos Corp	FCL
Megaport	MP1	Hansen Technologies	HSN
Technology One	TNE	Tyro Payments	TYR
Computershare	CPU	SEEK	SEK
Dicker Data	DDR	IRESS	IRE
Cogstate	CGS	Xero	XRO
Weebit Nano	WBT	EML Payments	EML
Data#3	DTL	Appen	APX
Nuix	NXL	WiseTech Global	WTC
SiteMinder	SDR	BrainChip Holdings	BRN
NEXTDC	NXT	Audinate Group	AD8
Block	XYZ	Novonix	NVX

27. During the performance period the following companies were delisted and removed from the peer group: Altium, Bigtincan Holdings, Domain Holdings Australia, Infomedia, MUFG Pension & Market Serv, RPMGlobal Holdings and Symbio Holdings.

REMUNERATION REPORT continued

The chart below sets out Megaport's performance against the above peer group over the LTI performance period (1 July 2023 to 30 June 2026). Megaport is positioned at the 83rd percentile, with a TSR of 209.4% over the period.



7. Executive KMP Service Agreements

7.1 Executive KMP Service Agreements

Details of the service agreements for Megaport's current KMP are outlined below.

	CEO	CFO
Employment agreement	An ongoing service agreement with no fixed term. Mr Reid is subject to certain post-employment restrictive covenants, including: • 9-months non-compete restriction, and • 12-months non-solicitation restriction	An ongoing service agreement with no fixed term. Ms Dorman is subject to certain post-employment restrictive covenants, including: • 12-months non-compete restriction, and • 12-months non-solicitation restriction
Termination by the Executive	The Executive is required to provide Megaport 3-months' written notice. No severance benefits are payable if the Executive resigns.	
Termination by the Company without cause	Megaport is required to provide the Executive 3-months' written notice. If Megaport terminates the Executive without cause, this entitles the Executive to a severance payment equal to nine months' fixed remuneration.	
Termination by the Company with cause	Megaport may terminate employment without notice or payment in lieu of notice for serious misconduct or other specific circumstances warranting summary dismissal.	

8. Non-Executive Director ('NED') Remuneration

8.1 NED Fees

Megaport seeks to provide fair, transparent, and reasonable remuneration that enables the company to attract and retain Directors of a high calibre in the key global markets in which we operate.

Fees paid to Non-Executive Directors reflect their specific time commitments, responsibilities, and operational workloads. Our NEDs receive a base fee for sitting on the Board and additional fees for their active participation in Board committees. US-based NEDs are eligible to participate in Megaport's US health benefits plan. To maintain market competitiveness, NED fees are reviewed annually.

Effective from 1 July 2025, the Board introduced a variation to allow NED fees to automatically adjust by the Consumer Price Index ('CPI') each year to preserve the real value of the fees against inflation. Beyond these standard fees, Directors may be paid additional remuneration where they perform work or services outside the scope of their standard role, and they are entitled to be reimbursed for travel, training, and other expenses incurred while carrying out their duties as a Megaport Director.

The Board introduced a NED equity plan in FY26, enabling NEDs to elect to sacrifice up to 100% of their base fees in return for RSUs ('NED Plan'). The NED Plan assists in the motivation, retention and reward of NEDs and provides an opportunity for NEDs to acquire shares in the Company through the sacrifice of Director fees in exchange for equity.

In FY26, the Board, with Chair Melinda Snowden abstaining, approved a one-off fee of $75,000 to the Board Chair to recognise the significant additional workload and time commitment required of her to lead a structural review of the Company's Executive governance framework in response to Megaport's substantial growth. The additional workload included leading a redesign of the Executive framework to support leadership alignment, retention, organisational resilience and future scalability. This payment reflects work undertaken materially beyond the ordinary scope of the Chair's role and is non-recurring following the completion of the review.

As Megaport expands, driven by the acquisition of Latitude.sh, accelerating market growth, international expansion, and our evolution into a globally distributed AI inference cloud, the complexity of our business and the expectations of our stakeholders naturally rise. This business transformation has required an increase in Board and Committee workloads, additional meetings, and deeper engagement with our investors.

REMUNERATION REPORT continued

To ensure NED fees appropriately reflect the responsibilities and demands of the role, Megaport engaged Guerdon Associates to undertake an independent benchmarking review at the end of FY26. The review compared Megaport's NED fees against two peer groups: 21 ASX-listed companies with a similar scale and scope of operations, and 20 ASX-listed companies selected by market capitalisation. No remuneration recommendation as defined under the *Corporations Act 2001* was provided.

Based on the findings from the review, the Board proposes to adjust standard NED fees for FY27 to achieve closer alignment with relevant market benchmarks and appropriately reflect the responsibilities and time commitment associated with serving on the Megaport Board.

The total fee pool cap for NED fees in FY26 was $1,500,000. To accommodate future capacity to attract and retain experienced directors, and to properly absorb the proposed fee alignment, the Board intends to seek shareholder approval for an increase to the aggregate Non-Executive Director fee cap at the upcoming AGM.

Consistent with corporate governance standards, NEDs did not receive any performance-based remuneration during the FY26 period.

	FY26	
Fees	Chair	Member
Board	255,250	153,150
Audit & Risk Committee	25,525	15,315
Remuneration & Nomination Committee	25,525	15,315

8.2 NED Minimum Shareholding Requirement

To align the Non-Executive Director's interests with the interests of shareholders, the Board has established a minimum shareholding policy to encourage NEDs to progressively acquire and hold shares within five years of their appointment, with a value equal to 100% of their base fees. Direct and indirect holdings count towards the minimum shareholding target.

As at 30 June 2026, 67% of all NEDs with more than five years' tenure were compliant with the minimum shareholding policy. 29% of all NEDs (disregarding tenure) held shares with a value equal to 100% of base fees[28].

28. Based on Megaport's closing share price on 30 June 2026 (being $21.58).

REMUNERATION REPORT continued

9. Statutory Disclosures

The following tables outline the statutory accounting disclosures required under the *Corporations Act 2001* (Cth) for KMP.

9.1 NED Statutory Remuneration

The total remuneration paid to NEDs in FY25 and FY26 is disclosed below. No new Deferred Shares were granted in FY26.

		Short-term benefits		Post-employment benefits	Equity-settled benefits and rights		
Directors	Year	Salary and fees $	Non-monetary benefits[1] $	Super-annuation benefits $	Deferred Shares $	RSUs $	Total $
M Snowden	FY26	**330,880[2]**	**–**	**30,000**	**3,750**	**–**	**364,630**
	FY25	250,068	–	29,932	9,792	–	289,792
G Gordon	FY26	**183,780**	**38**	**–**	**3,750**	**–**	**187,568**
	FY25	186,465	38	–	9,792	–	196,295
M Klayko	FY26	**168,465**	**38**	**–**	**3,750**	**–**	**172,253**
	FY25	165,000	38	–	9,792	–	174,830
J Adelson	FY26	**147,926**	**3,398**	**–**	**3,750**	**25,000**	**180,074**
	FY25	172,754	2,422	–	9,792	–	184,968
M Lad	FY26	**153,150**	**19,669**	**–**	**–**	**–**	**172,819**
	FY25	78,904	21,033	–	–	–	99,937
L Hennessey[3]	FY26	**93,721**	**–**	**11,247**	**–**	**–**	**104,968**
	FY25	–	–	–	–	–	–
J Gidney[4]	FY26	**15,510**	**–**	**1,861**	**–**	**–**	**17,371**
	FY25	–	–	–	–	–	–
G Dempsey[5]	FY26	**145,545**	**–**	**17,465**	**–**	**–**	**163,010**
	FY25	64,108	–	7,605	–	–	71,713
L Williams[6]	FY26	**–**	**–**	**–**	**–**	**–**	**–**
	FY25	56,503	–	6,498	–	–	63,001
Total remuneration	FY26	**1,238,977**	**23,143**	**60,573**	**15,000**	**25,000**	**1,362,693**
	FY25	973,802	23,531	44,035	39,168	–	1,080,536

1. Non-monetary benefits relate to health insurance.
2. Includes a one off payment of $75,000 in relation to a special exertion fee in connection with the Executive governance framework review.
3. Ms Hennessey commenced her role as Non-Executive Director on 5 December 2025. Her remuneration has been pro-rated to reflect the period served. Subsequent to the reporting date, Ms Hennessey resigned as a Non-Executive Director on 31 July 2026.
4. Mr Gidney commenced his role as Non-Executive Director on 29 May 2026. His remuneration has been pro-rated to reflect the period served.
5. Mr Dempsey ceased his role as Non-Executive Director on 29 May 2026. His remuneration has been pro-rated to reflect the period served.
6. Ms Williams commenced her role as Non-Executive Director on 5 June 2024 and ceased her role on 20 September 2024. Her remuneration has been pro-rated to reflect the period served.

REMUNERATION REPORT continued

9.2 Executive KMP Statutory Remuneration

As a general principle, the Australian Accounting Standards require the value of share-based payments to be calculated at the time of grant and to be expensed over the performance period and applicable service period. The table below has been prepared in accordance with the requirements of the *Corporations Act 2001* and the relevant Australian Accounting Standards relating to the remuneration of Executive KMP for FY25 and FY26. The figures provided under the equity-settled benefits and rights columns are based on accounting values and do not reflect actual payments received by Executive KMP. As continuing employment conditions and/or performance conditions apply, not all PSRUs may vest.

		Short-term benefits			Post-employment benefits	
	Year	Salary and fees	Cash STI award	Non-monetary benefits	Super-annuation benefits	Termination benefits
Executive Director						
M Reid	FY26	**1,058,082**	**–**	**–**	**30,000**	**–**
	FY25	1,057,168	–	44	29,932	–
Other current KMP						
L Dorman	FY26	**598,244**	**–**	**605**	**30,000**	**–**
	FY25	375,051	–	660	29,932	–
Total remuneration	FY26	**1,656,326**	**–**	**605**	**60,000**	**–**
	FY25	**1,432,219**	**–**	**704**	**59,864**	**–**

1. For accounting purposes, prior to FY25, PRSUs subject to non-market performance measures are valued using the Binomial Tree Model by an independent valuer based on the share price at the grant date. From FY25 onwards, RSUs not subject to market performance conditions under the Company's Short Term Inventive ('STI') plan are based on the share price at grant date. PRSUs that contain a market performance measure are valued at the grant date using the Monte-Carlo simulation pricing model which is performed by an independent valuer and models the future security price of the Company's shares.
2. These awards relate to the CFO's grant of service-based RSUs prior to her appointment as CFO, which vested in FY25.

REMUNERATION REPORT continued

Long-term benefits	Equity-settled benefits and rights			
Long-service leave	RSUs	PRSUs[1]	Total	Remuneration based on performance (%)
35,580	**–**	**5,908,322**	**7,031,984**	**84%**
2,594	–	2,744,059	3,833,797	72%
32,147	**–**	**751,913**	**1,412,909**	**53%**
6,783	23,158[2]	461,019	896,603	51%
67,727	**–**	**6,660,235**	**8,444,893**	
9,377	**23,158**	**3,205,078**	**4,730,400**	

REMUNERATION REPORT continued

9.3 Valuation of Outstanding Equity Awards

The value of outstanding awards under equity plans are outlined below.

Performance Restricted Stock Units Plan ('PRSU Plan')

RSU series	Grant date	Settlement date	No. of outstanding units	Fair value at grant date $
PRSU Dec 2023 – 3	16-Oct-23 to 1-Nov-23	1-Sep-26	134,987	7.17 to 10.13
PRSU Dec 2023 – 4	16-Oct-23 to 1-Nov-23	1-Sep-26	557,573	4.43 to 11.05
PRSU Dec 2024 – 2	1-Dec-24	1-Sep-26	1,310	7.89
PRSU Dec 2024 – 3	22-Nov-24 to 1-Dec-24	1-Sep-27	309,658	1.54 to 7.89
PRSU Dec 2025 – 1	17-Nov-25 to 26-Nov-25	1-Sep-26	145,427	14.16 to 14.24
PRSU Dec 2025 – 2	17-Nov-25 to 26-Nov-25	1-Sep-27	145,427	14.16 to 14.24
PRSU Dec 2025 – 3	17-Nov-25 to 26-Nov-25	1-Sep-28	528,928	5.17 to 14.24
Total			**1,823,310**	

Deferred Shares Plan – Non-Executive Directors ('Deferred Shares Plan')

The final tranche was issued on 23 November 2025, and no share grants remain outstanding as of 30 June 2026.

Movement in Equity Awards

The following table details the movements in RSUs, PRSUs, Deferred Shares and Options during the financial year.

Name	Opening balance at 1 Jul 2025	Awards Granted during FY26	Grant date	Total fair value of Awards at Grant Date	Vested during FY26	Forfeited in FY26	Closing balance at 30 Jun 2026	Awards vested and exercisable at 30 Jun 2026	Closing out-standing at 30 Jun 2026
Non-Executive Directors									
M Snowden	2,009	–			(2,009)	–	–	–	–
G Gordon	2,009	–			(2,009)	–	–	–	–
M Klayko	2,009	–			(2,009)	–	–	–	–
J Adelson	2,009	1,626	1-Dec-25	23,398	(3,635)	–	–	–	–
G Dempsey	–	–			–	–	–	–	–
M Lad	–	–			–	–	–	–	–
L Hennessey	–	–			–	–	–	–	–
J Gidney	–	–			–	–	–	–	–
Executive KMP									
M Reid	1,015,643	748,066	26-Nov-25	9,108,843	(112,739)	(2,301)	1,648,669	–	1,648,669
L Dorman	144,030	71,716	17-Nov-25	886,305	(19,548)	(399)	195,799	21,158	174,641

REMUNERATION REPORT continued

9.4 KMP Shareholdings

KMP	Balance at 01 July 2025	Settlement of equity settled employee benefits	Shares Purchased	Shares Disposed	Balance at 30 June 2026
Non-Executive Directors					
M Snowden	18,018	2,009	2,297	–	22,324
G Gordon	4,018	2,009	–	–	6,027
M Klayko	4,018	2,009	–	–	6,027
J Adelson	22,018	3,635	–	(651)	25,002
G Dempsey[1]	–	–	–	–	–
M Lad	–	–	–	–	–
L Hennessey[2]	–	–	–	–	–
J Gidney	–	–	–	–	–
Executive KMP					
M Reid	222,602	112,739	–	–	335,341
L Dorman	37,688	19,548	–	–	57,236

1. Mr Dempsey ceased his role as Non-Executive Director on 29 May 2026. His balance at this date is shown.
2. Ms Hennessey commenced her role as Non-Executive Director on 5 December 2025. Subsequent to the reporting date, Ms Hennessey resigned as a Non-Executive Director on 31 July 2026.

10. Loans and Other Transactions

10.1 Loans to KMP

No loans were made to Directors of Megaport Limited or other KMP of the Group, including their close family members and entities related to them, for the financial year ended 30 June 2026 (2025: nil).

10.2 Transactions with entities related to KMP

There were no sales or purchases of goods, services, or other assets between the Group and entities related to key management personnel during the financial year ended 30 June 2026 (30 June 2025: nil).

10.3 Outstanding balances from KMP

The following balances were outstanding at the end of the year:

	Notes	2026 $	2025 $
Amounts owed by related parties			
Key management personnel	(i)	–	6,132
		–	**6,132**

Notes:

(i) Amounts owed by key management personnel relate to costs paid by the Group which the KMP has agreed to reimburse. There were no amounts owing at 30 June 2026.

There were no amounts owing to related parties at 30 June 2026 (30 June 2025: nil).

Terms and Conditions

Directors for the Group hold other directorships as detailed in the Directors' Report. Where any of these related entities are customers or suppliers of the Group, the arrangements are on similar terms to third party customers or suppliers respectively.

REMUNERATION REPORT continued

The Directors' Report is signed in accordance with a resolution of Directors made pursuant to s298(2) of the *Corporations Act 2001*.

On behalf of the Board of Directors

Melinda Snowden
Chair & Non-Executive Director

Sydney

20 August 2026

AUDITOR'S INDEPENDENCE DECLARATION

Deloitte Touche Tohmatsu
A.B.N. 74 490 121 060

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Australia

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www.deloitte.com.au

20 August 2026

The Board of Directors
Megaport Limited
Level 3
825 Ann Street
Fortitude Valley QLD 4006

Dear Board Members

Auditor's Independence Declaration to Megaport Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Megaport Limited.

As lead audit partner for the audit of the financial report of Megaport Limited for the financial year ended 30 June 2026, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- The auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU

Stephen Tarling
Partner
Chartered Accountants

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2026

	Notes	2026 $'000	2025 $'000
Continuing operations			
Revenue	7, 8	312,187	227,060
Direct network costs	9	(51,525)	(38,498)
Partner commissions	9	(31,616)	(26,515)
Gross profit		**229,046**	**162,047**
Interest income		3,690	1,623
Employee expenses		(110,369)	(74,814)
Professional fees		(6,695)	(5,707)
Marketing, events and conference expenses		(13,354)	(5,575)
Travel expenses		(6,672)	(4,003)
IT costs		(6,788)	(3,962)
Equity-settled employee costs	11,32	(33,976)	(19,543)
Depreciation and amortisation expense	11	(75,109)	(43,320)
Fair value loss on contingent consideration		(2,991)	–
Finance costs		(6,332)	(1,725)
Foreign exchange losses	11	(3,270)	(525)
Acquisition-related costs	6,11	(16,185)	–
Other expenses		(8,158)	(5,624)
Loss before income tax		**(57,163)**	**(1,128)**
Income tax benefit	10(a)	18,163	836
Net loss for the year		**(39,000)**	**(292)**
Other comprehensive (loss)/income, net of tax			
Items that may be reclassified subsequent to profit or loss:			
Exchange differences arising on the translation of foreign operations	27	(17,929)	5,412
Release of foreign currency translation reserve to profit or loss	27	–	387
Total other comprehensive (loss)/income, net of income tax		**(17,929)**	**5,799**
Total comprehensive (loss)/income for the year		**(56,929)**	**5,507**

Earnings/(loss) per share		c	c
Basic and diluted earnings/(loss) per share (cents)*	12	(21.8)	(0.2)

* Basic and diluted loss per share for the comparative period ended 30 June 2025 have been restated to reflect the bonus element resulting from the rights issue completed during the financial year ended 30 June 2026.

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2026

	Notes	2026 $'000	2025 $'000
Assets			
Current assets			
Cash and cash equivalents	13	435,398	102,067
Trade and other receivables	14	24,182	16,019
Contract assets	15	13,399	11,091
Income tax receivable	10(b)	556	108
Other financial assets	16	335	–
Prepayments and deposits	17	14,334	5,769
Total current assets		**488,204**	**135,054**
Non-current assets			
Property, plant and equipment	18	201,332	41,893
Intangible assets	19	470,090	46,542
Right-of-use assets	21(a)	78,602	14,549
Deferred tax assets	10(c)	48,839	22,166
Other financial assets	16	337	–
Prepayments and deposits	17	176,634	–
Total non-current assets		**975,834**	**125,150**
Total assets		**1,464,038**	**260,204**
Liabilities			
Current liabilities			
Trade and other payables	22	76,374	36,118
Borrowings	28	10,171	6,536
Lease liabilities	21(b)	39,986	8,400
Provisions	23	7,149	4,986
Income tax payable	10(b)	1,854	212
Contingent and deferred consideration payable on business combinations	24	71,122	–
Other liabilities	25	12,688	921
Total current liabilities		**219,344**	**57,173**
Non-current liabilities			
Trade and other payables	22	3,171	–
Borrowings	28	12,270	6,713
Lease liabilities	21(b)	37,914	6,648
Provisions	23	1,541	635
Contingent and deferred consideration payable on business combinations	24	136,992	–
Other liabilities	25	4,008	–
Deferred tax liabilities	10(c)	47,412	10,350
Total non-current liabilities		**243,308**	**24,346**
Total liabilities		**462,652**	**81,519**
Net assets		**1,001,386**	**178,685**
Equity			
Issued capital	26	1,180,247	440,882
Reserves	27	131,199	8,941
Other equity		(11,914)	(11,914)
Accumulated losses		(298,146)	(259,224)
Total equity		**1,001,386**	**178,685**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2026

	Notes	Issued capital $'000	Reserves $'000	Other equity^ $'000	Accumulated losses $'000	Total equity $'000
Balance at 1 July 2024		422,674	2,357	(11,914)	(259,037)	154,080
Loss for the year		–	–	–	(292)	(292)
Other comprehensive income	27	–	5,799	–	–	5,799
Total comprehensive income for the year		**–**	**5,799**	**–**	**(292)**	**5,507**
Transactions with owners in their capacity as owners:						
Issue of ordinary share capital	26	–	–	–	–	–
Transfer from equity-settled employee benefits reserves	26,27	18,208	(18,327)	–	105	(14)
Vesting of equity settled share based payments	27,32	–	19,112	–	–	19,112
Balance at 30 June 2025		**440,882**	**8,941**	**(11,914)**	**(259,224)**	**178,685**
Balance at 1 July 2025		440,882	8,941	(11,914)	(259,224)	178,685
Loss for the year		–	–	–	(39,000)	(39,000)
Other comprehensive loss	27	–	(17,929)	–	–	(17,929)
Total comprehensive loss for the year		**–**	**(17,929)**	**–**	**(39,000)**	**(56,929)**
Transactions with owners in their capacity as owners:						
Transfer from equity-settled employee benefits reserves	26,27	19,444	(19,522)	–	78	–
Shares issued – Institutional Placement	26	200,000	–	–	–	200,000
Shares issued – Share Purchase Plan	26	18,193	–	–	–	18,193
Shares issued – Institutional Entitlement Offer	26	519,033	–	–	–	519,033
Share issue costs	26	(17,305)	–	–	–	(17,305)
Deferred shares arising from business combinations	6	–	123,024	–	–	123,024
Equity-settled share based payments	27,32	–	36,685	–	–	36,685
Balance at 30 June 2026		**1,180,247**	**131,199**	**(11,914)**	**(298,146)**	**1,001,386**

^ Represents adjustment arising from common-control transactions, refer to Note 5 in the consolidated financial statements.

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2026

	Notes	2026 $'000	2025 $'000
Cash flows from operating activities			
Receipts from customers		340,060	246,232
Payments to suppliers and employees		(265,643)	(178,851)
Interest received		3,913	1,644
Income taxes paid		(1,736)	(779)
Proceeds from the sale of digital assets	16	5,478	–
Net cash flows from operating activities	13	**82,072**	**68,246**
Cash flows from investing activities			
Payments for acquisition of subsidiaries, net of cash acquired	6	(115,165)	–
Payments for property, plant and equipment		(139,928)	(21,493)
Advance payments for property, plant and equipment		(172,219)	–
Payments for intangible assets		(18,356)	(12,805)
Proceeds from disposal of property, plant and equipment		11	12
Proceeds from term deposits		41	–
Net cash flows used in investing activities		**(445,616)**	**(34,286)**
Cash flows from financing activities			
Proceeds from issue of new shares	26	737,226	–
Share issue transaction costs	26	(16,380)	–
Cash settlement of restricted stock units		–	14
Proceeds from borrowings	29	165,972	11,829
Repayment of borrowings	29	(159,716)	(6,756)
Payment of principal portion of lease liabilities	29	(27,449)	(9,123)
Interest and other costs of finance paid		(6,507)	(1,632)
Transaction costs related to loans and borrowings		(285)	(361)
Net cash flows from/(used in) financing activities		**692,861**	**(6,029)**
Net increase in cash and cash equivalents held		329,317	27,931
Effects of exchange rate changes on cash and cash equivalents		4,014	1,702
Cash and cash equivalents at beginning of the year		102,067	72,434
Cash and cash equivalents at end of the year	13	**435,398**	**102,067**

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Overview

The notes to the consolidated financial statements have been grouped into sections. Each section includes an introduction to outline the focus and content of the section. The related notes are grouped under that section. The accounting policies as well as key accounting estimates and judgements applied in the preparation of the consolidated financial statements which are relevant to the note are also included. The notes grouping has been done under the following sections:

- Section 1: General information and basis of preparation
- Section 2: Significant transactions
- Section 3: Business performance
- Section 4: Core assets, liabilities and working capital
- Section 5: Capital and financial risk management
- Section 6: Equity-settled employee benefits
- Section 7: Group structure and related party transactions
- Section 8: Other Information

Section 1: General information and basis of preparation

This section explains the basis of preparation of the consolidated financial statements and provides a summary of the key accounting estimates and judgements applied in the preparation of the consolidated financial statements.

1. General information

Megaport Limited ('parent entity' or 'the Company') is a listed public company, incorporated and domiciled in Australia. Megaport Limited shares are listed on the Australian Securities Exchange ('ASX').

Megaport's registered office and principal place of business is:

Level 3
825 Ann Street
Fortitude Valley, QLD 4006

The principal activities of the Company and its subsidiaries (together referred to as 'the Group', 'Megaport' or 'consolidated entity') are described in the Directors' Report.

All press releases, financial reports and other information are available at Megaport's Investor Centre at the following website address: www.megaport.com/investor.

Material accounting policies adopted in the preparation of these consolidated financial statements are included in the relevant notes to the consolidated financial statements. These policies have been consistently applied to all the periods presented, unless otherwise stated. The consolidated financial statements are for the Group for the financial year ended 30 June 2026.

The consolidated financial statements were authorised for issue by the Directors on the date of the Directors' Declaration. The Directors have the power to amend and reissue the consolidated financial statements.

2. Basis of preparation

These are general purpose consolidated financial statements which have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB'), and comply with other requirements of the law.

The consolidated financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

The Company is an entity to which section 7 of *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2026/183* applies and in accordance with that section, amounts in the consolidated financial statements are rounded off to the nearest thousand dollars ($'000), unless otherwise required.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Compliance with IFRS

The consolidated financial statements and the accompanying notes of the Group also comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'), or 'IFRS Accounting Standards'.

Sustainability reporting

The International Sustainability Standards Board ('ISSB') has issued its first two IFRS Sustainability Disclosure Standards, IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures*. In Australia during September 2024, the AASB released its first two standards, AASB S1 *General Requirements for Disclosure of Climate-related Financial Information [voluntary]* and AASB S2 *Climate-related Disclosures*. During FY26, management established governance arrangements to support implementation of Australia's mandatory climate reporting framework through a working group which included representatives of the Finance and Legal & Compliance teams. The Board and Audit & Risk Committee received regular updates on sustainability reporting readiness, climate governance, and evolving regulatory requirements.

During June 2026, following significant growth in the Group, including through acquisitions completed during FY26 and a capital raising undertaken to support large strategic customer contracts and seed the development of Megaport's on-demand GPU Pool, Megaport met the thresholds for Group 1 under the Australian mandatory sustainability reporting regime. Megaport had previously expected to commence mandatory sustainability reporting as a Group 2 entity for the financial year ending 30 June 2027 and had developed its sustainability reporting program and implementation timetable on that basis.

Megaport applied to the Australian Securities and Investments Commission (ASIC) for relief from the Group 1 sustainability reporting requirements for the financial year ended 30 June 2026. This was granted on 19 August 2026, relieving the Group of the requirement to prepare a sustainability report under subsection 292A(1) of the *Corporations Act (2001)* for the financial year ended 30 June 2026. Megaport will commence mandatory sustainability reporting for the financial year ending 30 June 2027.

Going concern

Determining whether the Group is a going concern has been evaluated through detailed budgets and cash flow forecasts which include key assumptions around future cash flows including timing of capex, forecast results and margins from operations. The Group has sufficient cash reserves and monitors the reserves through these detailed budgets and cash flow forecasts to ensure there are sufficient available funds for its operations and any planned expansion. As a result, the Directors are satisfied that the Group is able to maintain sufficient resources to continue in operation for the foreseeable future and meet its debts as they fall due. Accordingly, they have adopted the going concern basis in preparing the consolidated financial statements.

Historical cost and fair value conventions

The consolidated financial statements have been prepared on the basis of historical cost, except for certain financial instruments that are measured at fair value at the end of each reporting date, as explained in accounting policies in the relevant notes. Historical cost is generally based on the fair values of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability at the measurement date.

3. Critical accounting estimates and judgements

The preparation of the consolidated financial statements requires the use of certain accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies, make estimates and assumptions in determining carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Other specific significant management judgements and estimates used are set out in the relevant notes. These are summarised below.

Key accounting estimate and judgement	Note
Accounting for the Latitude.sh acquisition including contingent consideration arrangements	6
Estimating provision for income taxes	10
Recognition of deferred tax relating to unused tax losses	10
Determining the useful lives of property, plant and equipment and intangible assets	18 & 19
Capitalisation of internally generated intangible assets	19
Impairment of assets	20
Fair value measurements of equity-settled employee benefits	32

4. New and amended standards and interpretations adopted by the Group

(a) New and amended Australian Accounting Standards that are effective for the current year

In the current year, the Group has applied the below amendments to Australian Accounting Standards issued by the Australian Accounting Standards Board that are effective for the Group's annual reporting period that began on 1 July 2025.

Pronouncement	Impact
AASB 2023-5 *Amendments to Australian Accounting Standards – Lack of Exchangeability*	Specifies how to assess whether a currency is exchangeable and how to determine the exchange rate when it is not. The Group does not currently have operations in any country where the currency is not exchangeable. The Group will apply the amendments if it commences operations in a country where the currency is not exchangeable.
AASB 2026-1 *Amendments to Australian Accounting Standards – Disclosures about uncertainties in the financial statements*	Additional illustrative examples were added to illustrate how entities disclose information about the effects of uncertainties on the recoverable amounts of assets and provisions. Information about key assumptions used in impairment testing and measurement of provisions are disclosed in Note 20 and Note 23 respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) New and revised Australian Accounting Standards and Interpretations on issue but not yet effective

At the date of authorisation of the consolidated financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective which may have an impact on the Group's consolidated financial statements for future reporting periods:

Effective for annual reporting periods beginning on or after	Standard/Amendment	Nature of the change and expected impact
1 July 2026	AASB 2024-2 *Amendments to Australian Accounting Standards – Classification and measurement of financial instruments*	Amends AASB 9 *Financial Instruments* to introduce an option to derecognise financial liabilities settled through electronic transfer before the settlement date, clarifies how contractual cash flows should be assessed for financial assets with environmental, social and governance (ESG) and similar features, includes additional guidance in respect of non-recourse features and contractually linked instruments and amends specific disclosure requirements. The Group does not currently hold financial instruments with these characteristics and as such does not expect this amendment to have a material impact on the consolidated financial statements.
1 July 2026	AASB 2025-1 *Amendments to Australian Accounting Standards – Contracts Referencing Nature-dependent Electricity*	Amends AASB 9 *Financial Instruments* and AASB 7 *Financial Instruments: Disclosures* by introducing additional guidance for contracts referencing nature-dependent electricity (often structured as power purchase agreements), including contracts to buy or sell nature-dependent electricity and financial instruments that reference such electricity. Amendments added application guidance to AASB 9 to clarify the "own use" criteria for contracts to buy electricity generated from nature-dependent sources. In respect of hedges for forecast electricity transactions the amendments to AASB 9 permit a variable nominal amount of the forecast electricity transaction to be designated as the hedged item that is aligned with the variable amount of nature-dependent electricity expected to be delivered by the generation facility as referenced in the hedging instrument. The Group does not currently hold financial instruments with these characteristics and as such does not expect this amendment to have a material impact on the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Effective for annual reporting periods beginning on or after	Standard/Amendment	Nature of the change and expected impact
1 July 2027	AASB 18 *Presentation and Disclosure in Financial Statements*	The Group is currently assessing the impact of this Standard on its consolidated financial statements. This Standard will not change the recognition and measurement of items in the consolidated financial statements, but will affect presentation and disclosure in the consolidated financial statements, including introducing new categories and subtotals in the Consolidated Statement of Profit or Loss, requiring the disclosure of management defined performance measures, and changing the grouping of information in the consolidated financial statements.
1 July 2028	AASB 2014-10 *Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Limits the recognition of gain or loss arising for the loss of control of a subsidiary that does not contain a business in a transaction with an associate or joint venture to the extent of the unrelated investors' interest in that associate or joint venture. Similar limitations apply to remeasurements of retained interests in former subsidiaries. These amendments may impact the Group's consolidated financial statements in future periods should such transactions arise.

5. Other accounting policies not included anywhere else in the report

(i) Foreign currencies

The individual financial statements of each entity within the Group are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each individual entity within the Group are expressed in Australian dollars ('$'), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the consolidated financial statements of each individual entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at their respective functional currency spot rates at the dates the transactions first qualifies for recognition. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates at the reporting date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the functional currency spot rate at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Australian dollars using exchange rates prevailing at the end of the reporting period.

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign currency translation reserve.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

(ii) Derecognition of financial assets and liabilities

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(iii) Other taxes

Revenues, expenses and assets are recognised net of the amount of associated other taxes, including goods & services tax ('GST'), value-added tax ('VAT'), and sales and use tax, except:

- Where the amount of other taxes incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- For receivables and payables which are recognised inclusive of other taxes.

The net amount of other taxes recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the Consolidated Statement of Cash Flows on a gross basis. The other taxes component of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority are classified within operating cash flows.

Commitments and contingencies are disclosed net of the amount of other taxes recoverable from, or payable to, the taxation authority.

(iv) Common-control transactions

A business combination involving entities or businesses under common-control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that the control is not transitory. Where an entity within the Group acquires an entity under common-control, the acquirer consolidates the book value of the acquired entity's assets and liabilities from the date of acquisition. The consolidated financial statements of the Group include the acquired entity's income and expenses from the date of acquisition onwards. Any difference between the fair value of the consideration paid/transferred by the acquirer and the net assets/(liabilities) of the acquired entity are taken to the common control reserve within other equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Section 2: Significant transactions

This section provides information about business combinations, details of assets and liabilities acquired, consideration transferred, goodwill recognised, and the financial impact of recent acquisitions on the Group's results for the period.

6. Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred is measured as the fair value of the assets acquired, shares issued or liabilities incurred or assumed at the date of exchange. Acquisition-related costs are expensed in the period the costs are incurred.

Where equity instruments are issued in a business combination, the fair value of the instruments is their published market price as at the date of exchange. Transaction costs arising on the issue of equity instruments are recognised directly in equity. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

At the acquisition date, identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 *Income Taxes* and AASB 119 *Employee Benefits* respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 *Share-based Payment* at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

The excess of the consideration transferred over the net fair value of the Group's share of the identifiable net assets acquired is recognised as goodwill. If the consideration transferred for the acquisition is less than the Group's share of the net fair value of the identifiable net assets of the subsidiary, the difference is recognised as a gain in the profit and loss in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of the cash consideration is deferred, the amounts payable in the future are discounted to their present value, as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 9 *Financial Instruments*, or AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Below are the details of the acquisitions during the year ended 30 June 2026.

(a) Acquisitions of Latitude.sh LLC and Latitude.sh SA

On 26 November 2025, the Group acquired 100% of the issued share capital of Latitude.sh LLC and Latitude.sh SA (together known as 'Latitude.sh'). Latitude.sh is a globally-scalable Compute as a Service platform providing automated access to dedicated physical servers across its owned global infrastructure. It delivers high-performance compute with the control of dedicated hardware and the flexibility of cloud infrastructure, enabling customers to deploy and scale workloads without owning or managing physical servers.

(i) Fair value of identifiable assets acquired and liabilities assumed

The fair values recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below. This represents the finalised purchase price allocation.

	Note	$'000
Identifiable assets acquired and liabilities assumed at fair value		
Identifiable intangible assets		88,394
Property, plant and equipment		57,972
Other net liabilities acquired	(ii)	(30,713)
Deferred tax liabilities		(29,920)
Total identifiable assets acquired and liabilities assumed at fair value		**85,733**
Goodwill arising on acquisition	(vi)	326,258
Total purchase consideration		**411,991**
Purchase consideration		
Cash paid		85,558
Deferred equity consideration	(iv)	123,024
Contingent consideration arrangement	(v)	203,409
Total purchase consideration		**411,991**
Analysis of cash flows on acquisition		
Cash paid (included in cash flows from investing activities)		85,558
Less: Cash and cash equivalents acquired		(2,346)
Net cash outflows on acquisition		**83,212**

Identifiable intangible assets are primarily comprised of customer contracts and relationships, software, brand names, patents and other intangibles. Refer to Note 19 for further details.

(ii) Other net liabilities acquired

Other net liabilities acquired consists of cash, trade and other receivables, trade and other payables, and other assets and liabilities that have been aggregated for presentation purposes.

(iii) Acquisition-related costs

An amount of $15.0 million was included in Acquisition-related costs in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

(iv) Deferred equity consideration

Deferred equity consideration relates to 7,839,126 redeemable units that will be converted to 7,839,126 ordinary shares after the 12-month anniversary of the completion of the transaction.

(v) Contingent consideration arrangement

As part of the acquisition agreement, the Group has agreed to contingent payments of up to USD 150 million in aggregate, payable subject to the achievement of specified performance and integration milestones. The fair value of the contingent consideration at the acquisition date was $203.4 million, based on the expected timing and value of payments to be made as at the acquisition date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The arrangement comprises:

- Milestone 1 – Calendar Year 2026 ('CY2026') Performance Payment: Up to USD 50 million based on revenue of Latitude.sh for the year ending 31 December 2026. A payment of USD 25 million is triggered if revenue exceeds USD 52 million, increasing on a sliding scale to a maximum of USD 50 million if revenue reaches USD 74 million.
- Milestone 2 – Calendar Year 2027 ('CY2027') Performance Payment: Up to USD 50 million based on revenue for the year ending 31 December 2027. A payment of USD 25 million is triggered if revenue exceeds USD 81 million, increasing on a sliding scale to a maximum of USD 50 million if revenue reaches USD 115 million.
- Milestone 3 – 2028 Integration Success Payment: USD 50 million contingent upon successful completion of specified integration objectives, including integration of key infrastructure and systems, by 31 December 2028.

(vi) Goodwill

The goodwill of $326.3 million (USD $212.2 million) recognised on acquisition of Latitude.sh reflects the value associated with assets not specifically identifiable and recognisable for financial statement purposes under AASB 3 *Business Combinations*. This residual value reflected in goodwill is attributable to:

- *Assembled workforce:* The value of Latitude.sh's engineering, product and operational teams supporting ongoing service delivery.
- *Strategic synergies:* Benefits arising from integration of Latitude.sh's platform with Megaport's network.
- *Network and platform capabilities:* Access to Latitude.sh's compute capabilities.
- *Growth opportunities:* Potential for increased revenue and scale from Latitude.sh's platform and customer relationships following integration.

(vii) Impact of acquisition on the results of the Group

Included in the loss after tax for the Group is revenue of $43.9 million attributable to Latitude.sh. Latitude.sh also contributed a loss of $(10.0) million over the same period. Had the acquisition of Latitude.sh occurred on 1 July 2025, the total revenue of the Group for the year ended 30 June 2026 would have been $341.0 million, and the loss after tax would have been $41.2 million (based on Latitude.sh's income statement up to the date of acquisition).

(viii) Critical Judgements and Estimates

Business combination accounting

Accounting for the acquisition required significant management judgement in identifying and measuring the assets acquired and liabilities assumed at the acquisition date in accordance with AASB 3 *Business Combinations*.

Judgement was applied in assessing the nature of the acquired assets and liabilities assumed, including determining whether certain acquired assets met the criteria for separate recognition as identifiable intangible assets rather than being subsumed within goodwill. This assessment required consideration of the separability criteria under AASB 3, as well as the specific facts and circumstances of the acquired business.

Measurement of contingent consideration

As described above, the acquisition involved contingent consideration arrangements that are measured at fair value and subsequently remeasured at each reporting date until settlement. Determining the fair value of the contingent consideration liability requires significant judgement and estimation by management.

Key assumptions applied in measuring the liability include:

- Forecast revenues of the acquired business for CY2026 and CY2027;
- The probability of achieving the specified revenue thresholds and integration milestones;
- The timing of expected payments; and
- The discount rate applied to expected future cash flows.

The fair value measurement is inherently sensitive to changes in these assumptions. Changes in forecast revenue outcomes, milestone achievement probabilities, payment timing or discount rates may result in material changes to the carrying amount of the contingent consideration liability. Such changes will be recognised in profit or loss in future reporting periods and may result in increased earnings volatility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Valuation of identifiable intangible assets

The acquisition resulted in the recognition of identifiable intangible assets with an aggregate fair value of $88.4 million at the acquisition date. Significant judgement and estimation were required in both identifying the intangible assets recognised separately from goodwill and determining their fair values.

The valuation of these assets required the application of valuation methodologies and significant assumptions, including but not necessarily limited to:

- Forecast future revenue and cash flow projections attributable to the acquired assets;
- Customer retention and attrition assumptions used in valuing customer relationship assets; and
- Discount rates reflecting the risks associated with the expected future cash flows.

Changes in these assumptions could materially affect the fair values assigned to identifiable intangible assets and, consequently, the amount of goodwill recognised on acquisition.

(b) Acquisition of Extreme Infocom Private Limited

On 12 December 2025, the Group acquired 100% of the issued share capital of Extreme Infocom Private Limited ('Extreme IX'), Extreme IX is an Internet Exchange operator based in India. The acquisition has been accounted for using the acquisition method.

(i) Fair value of identifiable assets acquired and liabilities assumed

The fair values recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below. This represents the finalised purchase price allocation.

	Note	$'000
Identifiable assets acquired and liabilities assumed at fair value		
Intangible assets		6,907
Deferred tax liabilities		(1,639)
Other net assets acquired		1,364
Total identifiable assets acquired and liabilities assumed at fair value		**6,632**
Goodwill arising on acquisition	(iv)	28,614
Total purchase consideration		**35,246**
Purchase consideration		
Cash paid		27,098
Deferred consideration	(iii)	8,148
Total purchase consideration		**35,246**
Analysis of cash flows on acquisition		
Cash paid (included in cash flows from investing activities)		27,098
Less: Cash and cash equivalents acquired		(1,143)
Net cash outflows on acquisition		**25,955**

(ii) Acquisition-related costs

An amount of $1.2 million were included in Acquisition-related costs in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(iii) Deferred consideration

The cash consideration of $35.2 million (EUR 20 million) has been reduced by three deferred consideration mechanisms totalling $8.1 million (EUR 4.6 million):

- A Department of Telecommunications ('DoT') Holdback to indemnify the Group against pre-acquisition potential DoT regulatory claims, licensing fee disputes, and revenue miscalculations originating prior to the closing;
- An Adjusted Holdback designed to true-up the final purchase price for variances in Estimated Net Working Capital and Net Debt as determined by the Completion Accounts; and
- A withholding tax ('WHT') deduction calculated based on the tax gain computation report to satisfy statutory income tax liabilities.

As at 30 June 2026, the Adjusted Holdback and WHT deductions have been settled. The DoT Holdback remains outstanding, and will remain outstanding for a period of up to five years from the acquisition date.

(iv) Goodwill

The goodwill of $28.6 million is attributable to Extreme IX's acquired workforce and technical capabilities and anticipated future growth in revenue and scale resulting from Extreme IX's network enhanced by integration with Megaport's global network.

(v) Impact of acquisition on the results of the Group

The revenue and profit after tax of Extreme IX from the date of acquisition was $4.7 million and $0.9 million respectively. Had the acquisition of Extreme IX occurred on 1 July 2025, the total income of the Group for the year ended 30 June 2026 would have been $316.0 million, and the total loss would have been $38.6 million (based on Extreme IX's income statement up to the date of acquisition).

Section 3: Business performance

This section provides information about our results, performance of our segments, information on revenue, direct network costs, partner commissions, details of income tax expenses, details of significant expense lines and our earnings per share for the period.

7. Segment information

(a) Description of segments

AASB 8 *Operating Segments* requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. Operating segments are reported in a manner that is consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). The CODM has been identified as the Executive Key Management Personnel ('Executive KMP'), being the Chief Executive Officer and the Chief Financial Officer, who make strategic decisions on behalf of the Group.

The Group's Executive KMP examine the performance of the Group from a geographic perspective and have identified three operating segments. All operating segments generate revenue from the Group's principal activities and all operating segments are currently reportable. These segments are:

- The Americas, established in April 2016. The Americas includes the Latitude.sh entities (Latitude.sh LLC and Latitude.sh SA, based on the United States of America and Brazil respectively) which were acquired during the year. Refer to Note 6 for further details relating to the acquisition of these entities.
- Asia Pacific, including Australia, New Zealand, Hong Kong, Singapore and Japan. Asia Pacific includes the Extreme IX entity based in India, which was acquired during the year. Refer to Note 6 for further details relating to the acquisition of this entity.
- Europe, established in 2016 and subsequently acquired Megaport (Bulgaria) EAD and Megaport (Deutschland) GmbH respectively.

Other includes head office and group services, whose function is to support the operating segments and growth of the global business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Segment information provided to the Chief Operating Decision Maker

The CODM monitors the operating results of operating segments separately for the purpose of making decisions about resources to be allocated and assessing performance. Segment performance is evaluated based on Revenue, Gross profit, and EBITDA. Revenue and Gross profit are measured the same way as these items in the consolidated financial statements.

The accounting policies of the reportable segments are the same as the Group's policies.

(c) Segment performance

The following tables present information on Revenue, Gross profit, and EBITDA for the Group's operating segments as presented to the CODM. The amounts reconciling EBITDA to net loss for the year are presented on a consistent basis with the financial information presented to the CODM in the year ended 30 June 2026.

2026	The Americas $'000	Asia Pacific $'000	Europe $'000	Total operating segments $'000	Other[1] $'000	Total $'000
Revenue[2]	**198,011**	**70,063**	**44,113**	**312,187**	**–**	**312,187**
Gross profit[3]	**140,389**	**55,054**	**33,603**	**229,046**	**–**	**229,046**
EBITDA[4]	**82,575**	**44,230**	**17,427**	**144,232**	**(67,163)**	**77,069**
Interest income						3,690
Depreciation and amortisation expense						(75,109)
Equity-settled employee costs						(33,976)
Fair value loss on contingent consideration						(2,991)
Finance costs						(6,332)
Foreign exchange losses						(3,270)
Acquisition related costs						(16,185)
Non-operating expenses[5]						(59)
Income tax benefit						18,163
Net loss for the year						**(39,000)**

1. Other represents head office and group services costs, whose function is to support the operating segments and growth of the global business.
2. Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year ended 30 June 2026 or 30 June 2025.
3. Gross profit is revenue less direct network costs (comprising data centre power and space, colocation, physical cross connect fees, bandwidth and dark fibre, network operation and maintenance) which are directly related to generating revenue, and partner commissions which are indirectly related to generating revenue.
4. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
5. Non-operating income/(expenses) represent gain/loss on disposals/write offs of intangible assets, property, plant ('PPE') and equipment and right of use assets, losses on discontinuation of businesses, entity liquidation costs and release of foreign currency translation reserve to profit or loss on liquidation of foreign entities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

2025	The Americas $'000	Asia Pacific $'000	Europe $'000	Total operating segments $'000	Other[1] $'000	Total $'000
Revenue[2]	**129,673**	**60,014**	**37,373**	**227,060**	**–**	**227,060**
Gross profit[3]	**86,909**	**47,544**	**27,594**	**162,047**	**–**	**162,047**
EBITDA[4]	**55,517**	**38,339**	**14,385**	**108,241**	**(45,990)**	**62,251**
Interest income						1,623
Depreciation and amortisation expense						(43,320)
Equity-settled employee costs						(19,543)
Finance costs						(1,725)
Foreign exchange losses						(525)
Non-operating income[5]						111
Income tax benefit						836
Net loss for the year						**(292)**

1. 'Other' represents head office and group services costs, whose function is to support the operating segments and growth of the global business.
2. Segment revenue reported above represents revenue generated from external customers. There were no intersegment sales during the year ended 30 June 2026 and 30 June 2025.
3. Gross profit is revenue less direct network costs (comprising data centre power and space, colocation, physical cross connect fees, bandwidth and dark fibre, network operation and maintenance) which are directly related to generating revenue, and partner commissions which are indirectly related to generating revenue.
4. Earnings Before Interest Tax Depreciation and Amortisation ('EBITDA') represents operating results excluding equity-settled employee and related costs, foreign exchange gains and losses, gains and losses on disposal of property, plant and equipment, costs related to business acquisitions, fair value gains and losses on contingent consideration, and certain non-recurring non-operational expenses.
5. Non-operating income/(expenses) represent gain/loss on disposals/write offs of intangible assets, property, plant ('PPE') and equipment and right of use assets, losses on discontinuation of businesses, entity liquidation costs and release of foreign currency translation reserve to profit or loss on liquidation of foreign entities.

The amount of the Group's revenue from external customers broken down by major countries, based on the country of incorporation of the related group's entity, is as follows:

	2026		2025	
Location	$'000	%	$'000	%
United States of America	190,767	61.1	125,383	55.2
Australia	39,451	12.6	35,380	15.6
United Kingdom	16,939	5.4	14,238	6.3
Germany	12,035	3.9	11,178	4.9
Other countries	52,995	17.0	40,881	18.0
Total	**312,187**	**100.0**	**227,060**	**100.0**

No single customer contributed 10% or more to the Group's revenue for the financial year ending 30 June 2026 or 30 June 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The PPE, right-of-use assets and intangible assets broken down by major countries is as follows:

	2026		2025	
Location	$'000	%	$'000	%
United States of America	624,648	83.3	58,400	56.7
Australia	46,571	6.2	27,854	27.0
India	39,150	5.2	–	–
Brazil	9,699	1.3	996	1.0
Singapore	4,754	0.6	1,143	1.1
Germany	4,683	0.6	3,576	3.5
Other countries	20,519	2.8	11,015	10.7
Total	**750,024**	**100.0**	**102,984**	**100.0**

8. Revenue

Megaport derives income from the sale and provisioning of integrated on-demand high-speed data and network interconnectivity services ('Network as a Service'; 'NaaS' or 'data services'). The acquisition of Latitude.sh during the year (refer to Note 6) resulted in the addition of Compute services to the Group's service offerings. The Group derived the following revenue for the year from contracts with customers (disaggregated by geographic region and service offering).

Taking into account the nature of Megaport's integrated NaaS and Compute services and the way in which those services were billed to customers, disaggregation of revenue on the basis of two categories, geographic region and service offering, is considered to be the basis which best depicts the nature, amount, timing and uncertainty of the Group's revenue and cash flows are affected by economic factors.

	2026 $'000			
	The Americas	Asia Pacific	Europe	Total
Network Services	154,103	70,063	44,113	268,279
Compute Services	43,908	–	–	43,908
Total	**198,011**	**70,063**	**44,113**	**312,187**

	2025 $'000			
	The Americas	Asia Pacific	Europe	Total
Network Services	129,673	60,014	37,373	227,060
Compute Services	–	–	–	–
Total	**129,673**	**60,014**	**37,373**	**227,060**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(a) Revenue recognition and measurement

AASB 15 *Revenue from Contracts with Customers* establishes principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers and requires application of a five-step process to identify the contract with the customer, identify performance obligations in the contract, determine transaction price, allocate the transaction price to the performance obligations and recognise revenue when performance obligations are satisfied.

Rendering of services

Megaport derives income primarily through short and medium term contracts for the sale and provisioning of on-demand high-speed data services including network interconnectivity, facilitated through the Group's service delivery and connectivity platform. Further, following the acquisition of Latitude.sh during the current year, the Group also derives income from short-and medium-term contracts for the sale and provisioning of high-performance compute with the control of dedicated hardware and the flexibility of cloud infrastructure, enabling customers to deploy and scale workloads without owning or managing physical servers. The Group has concluded that it is the principal in its Network and Compute arrangements as it provides and controls the services to which the revenue relates. Revenue for services is recognised when the performance obligation of 'the completion of provision of service' is satisfied. The performance obligation is satisfied over time, usually on a monthly basis. Revenue from services provided but unbilled is accrued at the end of each period and unearned revenue for services to be provided in future periods is deferred and recognised in the period that the performance obligation is satisfied.

Network services

Revenue from rendering of network services is billed monthly on a usage basis with standard payment terms of 30 days. The service provided to each customer comprises a combination of elements which are billed at the beginning of the month together in one invoice. Some elements of the overall service have a fixed monthly charge billed during the month in which the service is provided, and the remaining elements are billed in the following month once actual network usage by the customer for the month is known.

Compute services

Revenue from rendering of compute services is billed under monthly, annual and usage-based arrangements. Monthly and annual services are billed and paid for in advance, while usage-based services are billed in the following month based on actual customer consumption. Revenue is recognised over the period for which the services are provided. Contract liabilities are recognised for amounts billed in advance and accrued revenue is recognised for services provided but not yet invoiced at the reporting date.

9. Direct network costs and partner commissions

Direct network costs comprise of data centre power and space, physical cross connect fees, bandwidth and dark fibre, and network operation and maintenance, which are directly related to generating the service revenue of the Group. Partner commissions comprise of commissions paid/payable to agents and resellers which are indirectly related to generating the service revenue of the Group. Agents and resellers earn a set percentage as per their Reseller Agreement on all services consumed by the customer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

10. Income tax

(a) Income tax benefit/(expense) recognised in profit or loss

(i) Major components of income tax benefit/(expense)

	2026 $'000	2025 $'000
Current income tax expense	(1,768)	(827)
Deferred income tax benefit	19,931	1,663
Total income tax benefit	**18,163**	**836**

(ii) Numerical reconciliation of income tax benefit/(expense) to prima facie tax payable or receivable.

	2026 $'000	2025 $"000
Accounting profit/(loss) before income tax	(57,163)	(1,128)
Tax at the Australian tax rate of 30% (2025: 30%)	17,149	339
Non-deductible or non-taxable amounts	(4,504)	127
Recognition of temporary differences previously not brought to account	11,533	175
Difference in overseas tax rates	(599)	(106)
Unused tax losses recognised/(not recognised)	(7,019)	200
Minimum taxes/withholding taxes	(582)	(606)
Adjustment in respect of prior years	2,185	707
Total income tax benefit	**18,163**	**836**

The income tax benefit represents the sum of the tax currently receivable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Tax consolidation – Relevance of tax consolidation to the Group

The parent entity and its wholly-owned Australian resident entities have formed a tax-consolidated group with effect from 2 August 2015 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated group is Megaport Limited. There are also tax-consolidated groups in the USA and the UK, comprising Megaport's USA and UK legal entities respectively. The members of each tax-consolidated group are identified in Note 33.

Tax benefit/expense, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of each tax-consolidated group are recognised in the separate financial statements, where applicable, of the members of the tax-consolidated groups using the 'stand-alone separate taxpayer' approach by reference to the carrying amounts in the separate financial statements of each entity, and the tax values applied under tax consolidation. Current tax liabilities and assets, and deferred tax assets arising from unused tax losses, and relevant tax credits of the members of the tax-consolidated groups are generally recognised by the head company of each tax consolidated group.

Tax funding arrangements and tax sharing agreements

The entities within the Australian tax-consolidated group have entered into a tax funding arrangement and a tax sharing agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Current tax assets and liabilities

	2026 $'000	2025 $'000
Income tax receivable	556	108
Income tax payable	(1,854)	(212)
Net current tax receivable/(payable)	**(1,298)**	**(104)**

(c) Deferred tax assets and liabilities

	2026 $'000	2025 $'000
Deferred tax assets	48,839	22,166
Deferred tax liabilities	(47,412)	(10,350)
Net deferred tax assets	**1,427**	**11,816**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax is determined using tax rates and laws that have been enacted, or substantively enacted, by the reporting date, and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are only recognised for deductible temporary differences, unused tax losses and any unused tax credits to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilised. Deferred tax assets arising from deductible temporary differences associated with investments in subsidiaries and associates are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences, and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent it is no longer probable that sufficient taxable profits will be available to allow recovery of all or part of the asset.

Deferred tax liabilities are generally recognised for all taxable temporary differences except to the extent that the deferred tax liability arises from:

- the initial recognition of assets and liabilities in a transaction (other than in a business combination) that affects neither the taxable profit nor the accounting profit;
- the initial recognition of goodwill or;
- taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, where the Group is able to control the reversal of the temporary difference and it is not probable that the temporary difference will reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(i) The following is the analysis of deferred tax assets and deferred tax liabilities presented in the Consolidated Statement of Financial Position:

30 June 2026

Deferred tax assets	Opening balance $'000	Recognised in profit or loss $'000	Acquisitions $'000	Exchange differences $'000	Closing balance $'000
Intangible assets	544	801	–	(41)	1,304
Property, plant & equipment	913	(345)	–	(70)	498
Lease liabilities	2,820	3,310	–	137	6,267
Share based remuneration and related issue costs	4,924	3,189	–	(6)	8,107
Accruals and other payables	3,758	6,268	573	(156)	10,443
Unrealised foreign exchange and others	365	2,411	–	(449)	2,327
Tax losses (non-capital)	8,842	12,259	–	(1,209)	19,892
Deferred tax assets	**22,166**	**27,893**	**573**	**(1,793)**	**48,839**

Deferred tax liabilities	Opening balance $'000	Recognised in profit or loss $'000	Acquisitions $'000	Exchange differences $'000	Closing balance $'000
Intangible assets	(908)	2,267	(24,113)	1,398	(21,356)
Property, plant & equipment	(3,508)	(11,144)	(8,019)	1,388	(21,283)
Right-of-use assets	(2,697)	(2,006)	–	90	(4,613)
Accruals and other payables	(3)	(63)	–	33	(33)
Unrealised foreign exchange and others	(3,234)	2,984	–	123	(127)
Deferred tax liabilities	**(10,350)**	**(7,962)**	**(32,132)**	**3,032**	**(47,412)**

30 June 2025

Deferred tax assets	Opening balance $'000	Recognised in profit or loss $'000	Acquisitions $'000	Exchange differences $'000	Closing balance $'000
Intangible assets	57	494	–	(7)	544
Property, plant & equipment	450	469	–	(6)	913
Lease liabilities	1,557	1,230	–	33	2,820
Share based remuneration and related issue costs	2,797	2,128	–	(1)	4,924
Accruals and other payables	2,892	845	–	21	3,758
Unrealised foreign exchange and others	6,496	(6,283)	–	152	365
Tax losses (non-capital)	3,389	5,225	–	228	8,842
Deferred tax assets	**17,638**	**4,108**	**–**	**420**	**22,166**

Deferred tax liabilities	Opening balance $'000	Recognised in profit or loss $'000	Acquisitions $'000	Exchange differences $'000	Closing balance $'000
Intangible assets	(2,677)	1,773	–	(4)	(908)
Property, plant & equipment	(1,139)	(2,389)	–	20	(3,508)
Right-of-use assets	(1,433)	(1,201)	–	(63)	(2,697)
Accruals and other payables	–	(3)	–	–	(3)
Unrealised foreign exchange and others	(2,591)	(625)	–	(18)	(3,234)
Deferred tax liabilities	**(7,840)**	**(2,445)**	**–**	**(65)**	**(10,350)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The Group has unutilised tax losses of $355.0 million at 30 June 2026 (2025: $321.8 million) which are available for carry-forward to future years. The deferred tax asset recognised in relation to unused tax losses is $19.9 million (2025: $8.8 million).

Projections of taxable profits from various sources and tax planning were used to support the recognition of these losses, and they have been recognised on the basis that it is considered probable that the Group will generate future taxable profits against which these losses can be utilised. The future projected taxable profit is underpinned by the Group's forecasts of customer and revenue growth and the anticipated timing of the increase in demand for the Group's services, particularly within the US tax consolidated group. The deferred tax asset relating to the unused tax losses will be reassessed in future periods based on the level of taxable income generated by the Group.

(ii) Unrecognised deductible temporary differences, unused tax losses and unused tax credits

	2026 $'000	2025 $'000
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
Tax losses carried forward	76,232	78,901
Total deferred tax assets not recognised	**76,232**	**78,901**

The deferred tax asset not recognised above is the result of unused tax losses in Australia of $125.8 million (2025: $126.7 million), in the United States of America of $110.8 million (2025: $119.3 million), in Ireland $11.8 million (2025: $12.9 million), in France $11.3 million (2025: $9.9 million), in Canada $6.2 million (2025: $6.5 million) and in other countries totalling $13.5 million (2025: $12.6 million).

These losses should be available to offset against future taxable profits of the companies in which the losses arose, subject to satisfying the relevant income tax loss carry forward rules and recognition criteria.

(d) Significant areas of judgement

(i) Estimating provision for income taxes

The Group is subject to income taxes in each jurisdiction that it operates. Estimation is required in determining the provision for income taxes. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group estimates its tax liabilities based on the Group's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax assets and liabilities in the period in which such determination is made.

(ii) Recognition of deferred tax relating to unused tax losses

In assessing the probability of realising income tax assets recognised, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operating activities and the application of existing tax laws in each jurisdiction. The Group considers relevant tax planning opportunities that are within the Group's control, are feasible, and within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognised. Also, future changes in tax laws could limit the Group from realising the tax benefits from the deferred tax assets. The Group reassesses unrecognised income tax assets at each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

11. Significant profit or loss items

The Group has identified a number of specific expenses and gains included in profit or loss before income tax which are significant due to their nature and/or amount. These are listed separately here to provide a better understanding of the financial performance of the Group.

	Notes	2026 $'000	2025 $'000
Income and expenses			
Depreciation and amortisation:			
Depreciation of property, plant and equipment	18	31,324	20,510
Depreciation of right-of-use assets	21(a)	26,362	9,603
Amortisation of intangible assets	19	17,423	13,207
		75,109	**43,320**
Equity-settled employee costs and related tax costs:			
Restricted stock units	32	33,961	19,493
Deferred shares plan	32	15	39
Employee share option plans	32	–	11
		33,976	**19,543**
Other items:			
Employees' superannuation expense		5,899	4,225
Foreign exchange losses	(i)	3,270	525
Interest expense on lease liabilities		3,229	878
Interest expense on term facility and capital loan interest and related costs		2,564	525
Acquisition related costs		16,185	–
Expense relating to short-term leases		4,959	2,705

Notes:

(i) The Group provides funding support to subsidiaries to invest in network equipment and fund operating losses until they become established and self-funding. As a result, the Group may be subject to foreign currency gains or losses on intercompany receivables and payables, and cash balances held in foreign currencies. Refer to Note 31 for further details.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

12. Earnings/(loss) per share

The loss and weighted average number of ordinary shares used in the calculation of basic and diluted loss per share are as follows:

	2026 $'000	2025 $'000
Loss for the year attributable to owners of the Company	(39,000)	(292)
Loss used in the calculation of basic and diluted loss per share	**(39,000)**	**(292)**

	2026 No. of Shares	2025 No. of Shares
Weighted average number of ordinary shares for the purpose of basic loss per share	**178,786,320**	**165,951,692**
Effects of dilution from:		
Restricted stock units	–	–
Deferred shares	–	–
Weighted average number of ordinary shares for the purpose of diluted loss per share	**178,786,320**	**165,951,692**

The weighted average number of ordinary shares for 2025 has been restated to reflect the impact of the bonus element of the Entitlement Offer announced on 3 June 2026. Refer to Note 26 for further information regarding the Entitlement Offer.

	2026 c	2025 c
Basic and diluted earnings/(loss) per share	(21.8)	(0.2)

Basic earnings per share ('EPS') is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted EPS adjusts the figures used in the determination of basic EPS taking into account:

- The after-tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

The current year diluted earnings per share excludes the effect of 6,303,398 restricted stock units as these are antidilutive given the Group made a loss for the year.

The 30 June 2025 diluted loss per share excludes the effect of 8,334 outstanding employee share options, 4,367,774 restricted stock units and 8,036 deferred shares as these were considered to be antidilutive given the Group made a loss for the prior year.

Section 4: Core assets, liabilities and working capital

This section provides information about our long-term tangible and intangible assets as well as our impairment assessment. Section 4 also includes information about our short-term assets and liabilities, and cash balances in support of working capital and liquidity position.

Assets and liabilities are presented in the Consolidated Statement of Financial Position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; held primarily for the purpose of trading; expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; held primarily for the purpose of trading; due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

13. Cash and cash equivalents

	Notes	2026 $'000	2025 $'000
Cash at bank	(i)	435,398	102,067
Total cash and cash equivalents		**435,398**	**102,067**

Notes:

(i) Cash at bank includes no amounts (2025: $nil) that are held under lien by the bank as security for the Group's borrowings, rental security and credit cards that would therefore not be available for use by the Group.

Cash at bank earns interest at floating rates based on daily bank deposit rates ranging 3.70% – 4.50% (2025: 3.61% – 5.10%). The weighted average interest rate for the year was 4.15% (2025: 4.42%).

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Reconciliation of loss for the year to net cash flows from/(used in) operating activities

Net cash flows from operating activities	Notes	2026 $'000	2025 $'000
Loss for the year		(39,000)	(292)
Adjustments for:			
Depreciation and amortisation expense	11	75,109	43,320
(Gain)/loss on disposal or write-off of non-current assets		3	(142)
Foreign exchange losses	11	3,270	525
Fair value loss on contingent consideration		2,991	–
Equity-settled employee costs	32	33,976	19,543
Deferred income tax (benefit)/expense	10	(19,931)	(1,663)
Other non-cash adjustment to operating profit		56	22
Finance costs		6,332	1,725
Operating cash flows before movements in working capital		**62,806**	**63,038**
Movements in working capital:			
(Increase)/decrease in trade and other receivables		(1,416)	1,219
Increase in contract assets		(2,856)	(860)
(Increase)/decrease in other assets		(8,264)	755
Increase in operating trade and other payables		21,839	2,121
Decrease in tax assets and liabilities		81	654
Increase in other liabilities and provisions		9,882	1,319
Net cash from operating activities		**82,072**	**68,246**

14. Trade and other receivables

(a) Trade and other receivables

	Notes	2026 $'000	2025 $'000
Trade receivables	(i)	24,874	17,219
Less: Allowance for expected credit losses	(ii)	(1,269)	(1,472)
		23,605	**15,747**
Interest receivable		28	234
Other receivables		549	38
Total trade and other receivables		**24,182**	**16,019**

Notes:

(i) Trade receivables are non-interest bearing and are generally payable within 30 days.

(ii) Allowances for expected credit losses ('ECL') on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Allowance for ECL

Trade receivables disclosed above include amounts (see below for aged analysis) that are past due but no expected credit loss has been recognised at the end of the reporting period.

2026	Not past due $'000	1-30 days past due $'000	31-60 days past due $'000	61+ days past due $'000	Total $'000
Gross	16,956	4,716	1,095	2,107	24,874
Past due but no ECL has been recognised	–	4,571	1,030	1,348	6,949
Allocation of ECL	301	145	65	758	1,269

2025	Not past due $'000	1-30 days past due $'000	31-60 days past due $'000	61+ days past due $'000	Total $'000
Gross	12,065	2,349	522	2,284	17,220
Past due but no ECL has been recognised	–	2,242	463	1,177	3,882
Allocation of ECL	200	107	59	1,106	1,472

Movements in the allowance for ECL are as follows:

	2026 $'000	2025 $'000
Balance at beginning of the year	1,472	1,097
Additional allowances recognised	339	983
Amounts written off during the year as uncollectable	(623)	(558)
Exchange differences	81	(50)
Balance at end of the year	**1,269**	**1,472**

(c) Recognition and measurement

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for ECL. Trade receivables are generally due for settlement within 30 days.

The effective interest rate is the rate that exactly discounts the estimated future cash receipts and payments over the expected life of the financial instrument or a shorter period where appropriate, to the net carrying amount of the financial asset/liability.

The Group recognises a loss allowance for ECL on financial assets (trade receivables and contract assets) which are measured at amortised cost. The loss allowance is recognised in profit or loss.

The Group has applied the simplified approach to measuring ECL, which uses a lifetime expected loss allowance. To measure the ECL, trade receivables and contract assets have been grouped based on days overdue. The ECL on trade receivables and contract assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Due to the short-term nature of the current receivables, their carrying amount is assumed to be the same as their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

15. Contract assets

	2026 $'000	2025 $'000
Accrued revenue	13,399	11,091
Total contract assets	**13,399**	**11,091**

(a) Recognition and measurement

Contract assets relate to the Group's right to consideration for services provided to customers but for which the Group has no unconditional rights to payment at the reporting date. The contract assets are transferred to receivables when the Group issues an invoice to the customer on the first working day of the following month which is when the rights become unconditional.

16. Other financial assets

	2026 $'000	2025 $'000
Current		
Digital assets	177	–
Investments	38	–
Derivative financial instruments	120	–
	335	–
Non-current		
Investments	337	–
	337	–
Total other financial assets	**672**	–

Digital assets consist of Stablecoins held which are redeemable for cash and are carried at amortised cost and are redeemed for cash on a periodic basis. Customers procuring compute services have the ability to make deposits on their accounts with Stablecoins which give rise to contract liabilities when received. These contract liabilities are released and revenue is recognised as services are provided to customers.

Investments consist of term deposits held with banks with original maturities ranging from 13 to 72 months. As at 30 June 2026, these deposits carry a weighted average interest rate of 6.16% and are carried at amortised cost. Because these instruments have original maturities exceeding three months from the date of acquisition, they do not meet the definition of cash and cash equivalents and are excluded from the Consolidated Statement of Cash Flows.

Derivative financial instruments consist of foreign currency forward contracts utilised by the Group to manage economic foreign exchange risk exposures. These instruments are not designated in formal hedge relationships and are classified as held for trading at fair value through profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

17. Prepayments and deposits

	2026 $'000	2025 $'000
Current		
Prepayments	13,767	5,498
Deposits and bonds	567	271
	14,334	5,769
Non-current		
Prepayments	4,155	-
Deposits and bonds	172,479	-
	176,634	-
Total other assets	**190,968**	5,769

Prepayments consist of expenditure paid for in advance, and in relation to which the economic benefits will be realised in the future. Prepayments are initially recorded as assets in the Consolidated Statement of Financial Position and subsequently expensed to the Consolidated Statement of Profit or Loss and Other Comprehensive Income or reclassified in the Consolidated Statement of Financial Position, at the time when the benefits are realised. The future economic benefit is the receipt of goods or services, rather than the right to receive cash or another financial asset.

Deposits are monies paid to various service providers as initial payments for future service or goods delivery. Deposits are usually offset against future payments. Non-current deposits relate to cash paid in relation to the acquisition of property, plant and equipment for which the risk and rewards of ownership have not yet transferred to the Group. Refer to Note 18 for details regarding capital commitments.

Bonds consist of monies paid to various service providers as security for contractual obligations of the Group. Bonds are refundable in certain circumstances, upon the discharge of contractual obligations to which they relate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

18. Property, plant and equipment

	Network equipment $'000	Furniture & office equipment $'000	Computer equipment $'000	Leasehold improve-ments $'000	Compute and server assets $'000	Assets under construction $'000	Total $'000
Year ended 30 June 2026							
Opening net book amount	**31,961**	**149**	**629**	**167**	**–**	**8,987**	**41,893**
Additions	4,440	4	1,118	25	36,920	91,819	134,326
Additions through business combinations	1,213	49	257	718	30,592	26,356	59,185
Transfers within property, plant and equipment	32,416	–	–	–	48,548	(80,964)	–
Disposals	–	–	–	–	–	–	–
Depreciation charge	(21,817)	(100)	(473)	(197)	(8,737)	–	(31,324)
Exchange differences	(731)	(4)	32	(41)	(297)	(1,707)	(2,748)
Net book value as at 30 June 2026	**47,482**	**98**	**1,563**	**672**	**107,026**	**44,491**	**201,332**
At 30 June 2026							
Cost	168,455	806	4,402	1,406	114,728	44,491	334,288
Accumulated depreciation	(120,973)	(708)	(2,839)	(734)	(7,702)	–	(132,956)
Net book value as at 30 June 2026	**47,482**	**98**	**1,563**	**672**	**107,026**	**44,491**	**201,332**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

	Network equipment $'000	Furniture & office equipment $'000	Computer equipment $'000	Leasehold improve-ments $'000	Compute and server assets $'000	Assets under construction $'000	Total $'000
Year ended 30 June 2025							
Opening net book amount	**27,651**	**262**	**492**	**–**	**–**	**7,955**	**36,360**
Additions	–	103	455	231	–	23,980	24,769
Transfers within property, plant and equipment	23,573	–	–	–	–	(23,573)	–
Disposals	–	–	(56)	–	–	(43)	(99)
Depreciation charge	(19,848)	(216)	(382)	(64)	–	–	(20,510)
Exchange differences	585	–	120	–	–	668	1,373
Net book value as at 30 June 2025	**31,961**	**149**	**629**	**167**	**–**	**8,987**	**41,893**
At 30 June 2025							
Cost	137,706	755	3,114	683	–	8,987	151,245
Accumulated depreciation	(105,745)	(606)	(2,485)	(516)	–	–	(109,352)
Net book value as at 30 June 2025	**31,961**	**149**	**629**	**167**	**–**	**8,987**	**41,893**

(a) Recognition and measurement

Each class of property, plant and equipment ('PPE') is carried at cost less, where applicable, any accumulated depreciation or impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and assets under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

PPE is depreciated using the following estimated useful lives and methods:

PPE Category	Expected Useful Life	Method
Network equipment	3 – 4 years	Straight line
Furniture & office equipment	3 – 5 years	Straight line
Computer equipment	2 – 3 years	Straight line
Leasehold assets and improvements	Over the life of the lease	Straight line
Compute and server assets	5 years	Straight line

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Assets under construction

Assets under construction are shown at historical cost. Historical cost includes directly attributable expenditures on network infrastructure, data centres and compute and server assets which at the reporting date, have not yet been finalised and/or are ready for use. Assets under construction are not depreciated. Assets under construction are transferred to the relevant class of PPE upon successful testing and commissioning.

(b) Critical accounting estimates and judgement

Useful lives of PPE

The economic life of PPE, which includes network infrastructure and compute and server assets, is a critical accounting estimate. The useful economic life is the Board's and Management's best estimate based on historical experiences and industry knowledge. The Group reviews the estimated useful lives of PPE at the end of each annual reporting period. Should the actual lives of these component parts be significantly different this would impact the depreciation expense in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

(c) Capital expenditure commitments

The Group had $485.8 million of commitments to purchase property, plant and equipment at 30 June 2026 (2025: $13.6 million). These capital expenditure commitments represent the remaining amounts outstanding for which deposits have been paid. Refer to Note 17 for further details relating to deposits paid for property, plant and equipment. These deposits and capital expenditure commitments relate to the purchase of compute and server assets which are expected to be settled in FY27.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

19. Intangible assets

	Software $'000	Customer contracts & relation-ships $'000	Telco licences & network rights $'000	IRU assets $'000	Brand names, patents & other intangibles $'000	Network addresses $'000	Goodwill $'000	Software under develop-ment $'000	Total $'000
Year ended 30 June 2026									
Opening net book amount	**12,513**	**38**	**–**	**859**	**343**	**–**	**22,375**	**10,414**	**46,542**
Additions	663	–	–	–	–	1,442	–	16,166	18,271
Additions through business combinations	13,349	57,620	6,907	994	16,431	–	354,872	–	450,173
Transfers	10,018	–	–	–	–	–	–	(10,018)	–
Disposals	–	–	–	–	–	–	–	–	–
Amortisation charge	(12,220)	(4,519)	(180)	(436)	(68)	–	–	–	(17,423)
Exchange differences	(904)	(3,311)	(450)	(84)	(931)	–	(21,785)	(8)	(27,473)
Net book value as at 30 June 2026	**23,419**	**49,828**	**6,277**	**1,333**	**15,775**	**1,442**	**355,462**	**16,554**	**470,090**
At 30 June 2026									
Cost	82,776	55,065	7,347	5,214	16,282	1,442	355,462	16,554	540,142
Accumulated amortisation	(59,357)	(5,237)	(1,070)	(3,881)	(507)	–	–	–	(70,052)
Net book value as at 30 June 2026	**23,419**	**49,828**	**6,277**	**1,333**	**15,775**	**1,442**	**355,462**	**16,554**	**470,090**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

	Software $'000	Customer contracts & relation-ships $'000	Telco licences & network rights $'000	IRU assets $'000	Brand names, patents & other intangibles $'000	Network addresses $'000	Goodwill $'000	Software under develop-ment $'000	Total $'000
Year ended 30 June 2025									
Opening net book amount	**20,259**	**67**	**–**	**1,263**	**413**	**–**	**21,839**	**4,827**	**48,668**
Additions	–	–	–	–	–	–	–	10,389	10,389
Transfers	4,772	–	–	–	–	–	–	(4,772)	–
Disposals	–	–	–	–	–	–	–	(16)	(16)
Amortisation charge	(12,656)	(34)	–	(447)	(70)	–	–	–	(13,207)
Exchange differences	138	5	–	43	–	–	536	(14)	708
Net book value as at 30 June 2025	**12,513**	**38**	**–**	**859**	**343**	**–**	**22,375**	**10,414**	**46,542**
At 30 June 2025									
Cost	59,965	773	970	4,482	785	–	22,375	10,414	99,764
Accumulated amortisation	(47,452)	(735)	(970)	(3,623)	(442)	–	–	–	(53,222)
Net book value as at 30 June 2025	**12,513**	**38**	**–**	**859**	**343**	**–**	**22,375**	**10,414**	**46,542**

Additional information relating to software intangible assets

Qualifying costs relating to the software development team's time spent developing software and products is capitalised. Costs incurred in relation to the development of new and existing products, and software code that enhances, modifies or creates additional capability to existing on-premise systems and meets the definition criteria of an intangible are capitalised. The portion of their time spent on researching new development opportunities and maintaining existing software is expensed. The total cost incurred for this time for the year ended 30 June 2026 was $1.6 million (2025: $1.0 million), which is included in employee expenses in the Consolidated Statement of Profit or Loss.

(a) Recognition and measurement

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives which are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Network addresses

IPv4 address blocks acquired separately are recognised as intangible assets where the Group controls the rights associated with the addresses, the assets are identifiable, and future economic benefits are expected to flow to the Group. IPv4 address blocks are initially measured at cost and subsequently carried at cost less accumulated impairment losses. The address blocks are considered to have an indefinite useful life and are tested for impairment annually or whenever there is an indication that the asset may be impaired.

Telecommunications licences

Telecommunications licences obtained from regulatory authorities are recognised as intangible assets where the Group obtains legal rights to operate, the licences are identifiable, and future economic benefits are expected to flow to the Group. These assets are initially measured at cost.

Telecommunications licences with finite useful lives are subsequently measured at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over the term of the licence, being 20 years, which reflects the period over which the Group expects to derive economic benefits from the licence. The useful lives and amortisation methods are reviewed at each reporting period end, with changes accounted for prospectively.

Brand names

Brand names acquired in a business combination are recognised as intangible assets where they are identifiable and controlled by the Group. Brand names are initially recognised at fair value at the acquisition date. Where a brand name is assessed to have an indefinite useful life, no amortisation is recognised. Such assets are tested for impairment annually or whenever indicators of impairment exist.

Software as a Service (SaaS) arrangements

SaaS arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. Costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received.

Some of these costs incurred are for the development of software code that enhances or modifies, or creates additional capability to, existing on-premise systems and meets the definition of and recognition criteria for an intangible asset. These costs are recognised as intangible software assets and amortised over the useful life of the software on a straight-line basis. The useful lives of these assets are reviewed at least at the end of each financial year, and any change accounted for prospectively as a change in accounting estimate.

Indefeasible rights to use assets

Indefeasible rights to use ('IRUs') and long-term agreements of capacity are recognised at cost, being the present value of future cash flows payable for the right. Costs are deferred and amortised on a straight line basis over the life of the contract.

In 2017, Megaport entered into long term IRUs agreements for dark fibre services with a lump-sum payment arrangement. Management has classified the IRUs as intangible assets in the form of IRU capacity assets under AASB 138 *Intangible Assets* as the provider has the right to substitute, modify or replace the fibre cores and pathways used by Megaport.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- The intention to complete the intangible asset and use or sell it;
- The ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Amortisation of intangible assets

A summary of the amortisation policies applied to the Group's intangible assets is as follows:

Category	Method	Internally generated/acquired
Patents and trademarks	Straight line – the length of the approved application	Acquired
Software	Straight line – 3 years	Acquired / Internally generated
Telecommunications Licenses	Straight line – the license period	Acquired
Brand names	Straight line – 2 – 10 years (if not indefinite life)	Acquired
Customer contracts & relationships	Straight line – 5 – 10 years	Acquired
Network rights	Straight line – 3 years	Acquired
IRU assets	Straight line – 10 years (the life of the contract)	Acquired

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in profit or loss when the asset is derecognised.

(b) Critical accounting estimates and judgements

(i) Useful lives of intangible assets

The economic life of intangible assets, which includes internally generated software, is a critical accounting estimate. The useful economic life is the Board's and Management's best estimate based on historical experiences and industry knowledge. The Group reviews the estimated useful lives of intangible assets at the end of each annual reporting period. Should the actual lives of these component parts be significantly different this would impact the amortisation expense in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

(ii) Capitalisation of internally generated intangible assets

The Group develops network software internally. The Group captures the reasonable time spent by key employees on the development of the software, then capitalises the labour cost of the estimated time spent developing the asset. These costs are included in software under development.

(c) Capital expenditure commitments

The Group had no commitments to purchase intangible assets at 30 June 2026 (2025: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

20. Impairment assessment

(a) Impairment of goodwill

(i) Recognition and measurement

Goodwill acquired in a business combination is initially measured at cost, being the excess of the consideration transferred for the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. Following initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to the Group's cash-generating unit or group of cash-generating units, (CGU) that is expected to benefit from the synergies of the combination. Goodwill is allocated to The Americas CGU ('The Americas'), the Europe CGU ('Europe') and the APAC CGU ('APAC'), which align to the defined operating segments outlined in Note 7. During the year, goodwill arising from the Latitude.sh acquisition (refer to Note 6) was allocated to The Americas, reflecting the expected benefits from the acquired operations in that region. Goodwill arising from the Extreme IX acquisition (refer to Note 6) was allocated to the APAC CGU. This allocation is consistent with the lowest level within the Group at which the goodwill is monitored for internal management purposes.

A CGU to which goodwill has been allocated is reviewed for impairment annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of the CGU to which the goodwill relates. The recoverable amount is the higher of its value in use or its fair value less cost of disposal. If the recoverable amount of the CGU is less than the carrying amount, an impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro rata based on the carrying amount of each asset in the CGU. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Disposed goodwill in this circumstance is measured on the basis of the relative values of the disposed operation and the portion of the CGU retained.

(ii) Impairment testing

An impairment test is required to be performed for CGUs with indefinite life intangible assets, goodwill or where there is an indication of impairment. All CGUs were tested for impairment for the year ended 30 June 2026, as all have goodwill allocated to them.

The Americas contains goodwill recognised on acquisition of InnovoEdge, Inc., which was acquired historically, and Latitude.sh, which was acquired during the year. APAC contains goodwill recognised on acquisition of Extreme IX, which was acquired during the year. Europe contains goodwill on acquisition of Megaport (Deutschland) GmbH, which was acquired historically. Refer to Note 6 for further information regarding the current year Latitude.sh and Extreme IX business combinations.

The carrying amount of goodwill is as follows:

CGU	Note	2026 $'000	2025 $'000
Europe		1,632	1,779
The Americas		327,388	20,596
APAC		26,442	–
Total goodwill	19	**355,462**	**22,375**

Goodwill is tested for impairment annually. The Group performed its annual impairment test using the carrying value as at 30 June 2026. The recoverable amount of each CGU has been determined using a value in use calculation, based on the Board-approved budget set for the next financial year and management's earnings and cash flow projections for subsequent years.

An impairment assessment has been performed for the Europe, APAC and The Americas CGUs. In each case, the recoverable amount exceeded the carrying amount of the CGU and the headroom is at such a level that the model is not sensitive to reasonable changes in key assumptions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Key assumptions used for value-in-use calculation

As the goodwill in The Americas and APAC represent the most significant proportion of the total recorded goodwill, the disclosure of key assumptions is focused on those used in determining the recoverable amount for those CGUs.

For The Americas, the value in use model incorporates key cash flow assumptions comprising a revenue compound annual growth rate ('CAGR') of 42.0% over the forecast period from FY26 to FY31. Other key assumptions included in the model include an average EBITDA margin of 44.1% across the forecast years, a terminal growth rate of 2.1%, and a post-tax discount rate of 14.4%.

For APAC, the value in use model incorporates key cash flow assumptions comprising a revenue CAGR of 23.5% over the forecast period from FY26 to FY31. Other key assumptions included in the model include an average EBITDA margin of 31.8% across the forecast years, a terminal growth rate of 1.8%, and a post-tax discount rate of 9.7%.

The forecast cash flows are based on existing revenue streams and currently contracted or established service offerings. The forecast incorporates the expected contribution from recently secured contracts with customers, with the associated revenue forecasted to be recognised as the contracted infrastructure is delivered and commissioned.

The directors have determined that any reasonable change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of any CGU. As a result of the impairment testing performed, no impairment expense was recognised for the year ended 30 June 2026 (30 June 2025: nil).

(b) Impairment of tangible and intangible assets other than goodwill

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified. For the year ended 30 June 2026, no indicators of impairment were noted.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(c) Critical accounting estimates and judgements – impairment assessment on goodwill

The impairment assessment and value-in-use model requires management to make a number of assumptions, judgements and estimates throughout the process. Details of these key assumptions, judgements and estimates include the following:

- Management judgement is applied to establish the CGUs. The CGUs are the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.
- The value in use model utilises a discounted cash flow analysis of five-year cashflows plus a terminal value. The five-year cash flows are based on the budget for the 12 months ending 30 June 2027 and a further four-year projection based on management estimates of revenue, expenses, capital expenditure and cash flows for each CGU. The budget is management's best estimate of the future business performance and outlook. It is based on projected key performance indicators that include new customer logos, net revenue retention, annual recurring revenue ('ARR'), total revenue, gross margin, EBITDA, as well as foreign currency exposure.
- Corporate expenses and corporate assets whose function is to support the operations of the CGUs (including other CGUs to which goodwill has not been allocated) are allocated to the CGUs on the basis of their carrying value. The relative carrying amounts are a reasonable indication of the proportion of the corporate support provided to each CGU.
- Other key assumptions include the variables used to estimate the weighted average cost of capital and assumptions around factors such as credit margins, equity risk-premiums and terminal growth rates.

21. Leases

The Group has lease contracts for various items of compute and network infrastructure, compute and server assets and properties used in its operations. All leases have terms between 1 and 10 years.

The Group also has certain leases of compute and network infrastructure with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for property leases and compute and network infrastructure leases.

The Consolidated Statement of Financial Position includes the following amounts relating to leases:

(a) Right-of-use assets

	2026 $'000	2025 $'000
Compute and network infrastructure	57,924	13,630
Compute and server assets	19,979	–
Properties	699	919
Total right-of-use assets	**78,602**	**14,549**

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Compute and Network infrastructure $'000	Compute and Server assets $'000	Properties $'000	Total $'000
As at 1 July 2024	4,803	–	2,093	6,896
Additions	17,523	–	–	17,523
Depreciation expense	(8,447)	–	(1,156)	(9,603)
Terminations	(381)	–	–	(381)
Exchange differences	132	–	(18)	114
As at 30 June 2025	**13,630**	**–**	**919**	**14,549**
Additions	47,844	–	481	48,325
Amounts acquired through business combination	19,390	23,660	109	43,159
Depreciation expense	(21,913)	(3,659)	(790)	(26,362)
Terminations	(547)	–	–	(547)
Exchange differences	(480)	(22)	(20)	(522)
As at 30 June 2026	**57,924**	**19,979**	**699**	**78,602**

(b) Lease liabilities

	2026 $'000	2025 $'000
Current	39,986	8,400
Non-current	37,914	6,648
Total lease liabilities	**77,900**	**15,048**

The Group had total cash outflows for leases of $35.6 million in 2026 (2025: $13.1 million).

Refer to Note 31 for undiscounted contractual future rental payments that are included in the lease term.

The options to extend or terminate leases are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. In assessing lease terms, management considers relevant facts and circumstances when determining whether any extension or termination options are expected to be exercised.

The Group has various lease contracts that have not yet commenced as at 30 June 2026. The future lease payments for these non-cancellable lease contracts are $0.4 million within one year and $0.7 million within five years (2025: $0.2 million within one year and $0.8 million within five years).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(c) Recognition and measurement

The Group evaluates whether a contract includes a lease at the start of the agreement. For all leases where the Group is the lessee, it records a right-of-use asset and a lease liability, unless the lease is short-term or for a low-value asset. In those cases, lease payments are treated as operating expenses and spread evenly over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated over the shorter period of the lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

Depreciation is calculated over right-of-use assets using the following estimated useful lives and methods:

Right-of-use Asset Category	Expected Useful Life	Method
Compute and network infrastructure	1 – 10 years	Straight line
Compute and server assets	1 – 10 years	Straight line
Properties	1 – 5 years	Straight line

22. Trade and other payables

	Notes	2026 $'000	2025 $'000
Current			
Trade payables	(i)	17,456	1,750
Accrued expenses	(i)	34,142	15,973
Employee entitlements	(ii),(iv)	16,775	12,995
Goods and services tax payable		4,408	4,405
Other payables		710	461
Network maintenance financing	(iii)	2,883	534
		76,374	**36,118**
Non-current			
Network maintenance financing	(iii)	3,171	–
		3,171	**–**
Total trade and other payables		**79,545**	**36,118**

Notes:

(i) Trade payables and accrued expenses are non-interest bearing and are normally settled on terms ranging from 14 to 30 days.

(ii) Employee entitlements includes employee benefits payable. The entire balance is presented as a current liability as the Group does not have an unconditional right to defer settlement for any of these obligations.

(iii) The outstanding balance comprises amounts payable in connection with the acquisition of support and maintenance costs. The balance is repayable via equal instalments over 36 months from drawdown date. Interest is charged at 2.75% (2025: 0%) The Group has classified these costs under trade and other payables to reflect the substance of the arrangement. The associated cash inflows and outflows of the arrangement have been included in operating cash flows on a gross basis as the Group acts as a principal and has the right to the cash inflows and the obligation to settle the underlying liability.

(iv) Includes an amount of $3.7 million (2025: $3.2 million) for employee bonuses and $0.4 million (2025: $0.3 million) of commissions to be paid in the form of restricted stock units, refer to Note 32 for further information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(a) Recognition and measurement

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Employee entitlements include the following:

(i) Retirement employment obligations

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments is applicable.

(ii) Bonus plans

The Group recognises a provision for future bonus payments where it is contractually obliged or where there is a past practice that has created a constructive obligation. The bonus in relation to the year ended 30 June 2026 will be paid out in restricted stock units that will settle during FY27.

Due to the short-term nature of trade and other payables, their carrying value is assumed to approximate the fair value.

(b) Interest rate risk and liquidity risk

The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms. Information regarding interest rate risk and liquidity risk exposure is set out in Note 31.

23. Provisions

	2026 $'000	2025 $'000
Current		
Annual leave provision	6,895	4,847
Long service leave provision	254	139
	7,149	**4,986**
Non-current		
Long service leave provision	1,541	635
	1,541	**635**
Total provisions	**8,690**	**5,621**

(a) Recognition and measurement

Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Short-term employee obligations

Liabilities for annual leave and any accumulating sick leave accrued up until the reporting date that are expected to be settled within 12 months are measured at the amounts expected to be paid when the liabilities are settled. The obligation for non-accumulated sick leave is recognised when the leave is taken and is measured at the rates paid or payable. Liabilities for unpaid wages and salaries including non-monetary benefits are recognised as employee entitlements under trade and other payables.

(c) Long-term employee obligations

Liabilities in respect of long-term employee benefits are recognised in the provision for employee benefits and measured at the present value of expected future payments to be made in respect of services provided by the employees up to the reporting date, using the projected unit credit method. Consideration is given to the expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using high quality corporate bond rates at the reporting date with terms to maturity and currencies that match, as closely as possible, the estimated future cash flows.

24. Contingent and deferred consideration payable on business combinations

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are initially measured at fair value.

Contingent consideration arising from business combinations is classified as a financial liability and recognised at fair value at the acquisition date in accordance with AASB 3 *Business Combinations*. Subsequent to initial recognition, it is remeasured to fair value at each reporting date in accordance with AASB 9 *Financial Instruments*. Any resulting gain or loss arising from remeasurement is recognised immediately in profit or loss.

Deferred consideration payable represents unconditional obligations to pay fixed or determinable consideration at a future date in connection with business acquisitions. It is initially recognised at fair value, being the present value of the fixed future cash outflow discounted using a market interest rate. Subsequent to initial recognition, it is measured at fair value, with any changes in fair value recognised in profit or loss.

	Notes	2026 $'000	2025 $'000
Current			
Contingent consideration payable	(i)	71,122	–
Deferred consideration payable	(ii)	–	–
		71,122	**–**
Non-current			
Contingent consideration payable	(i)	135,279	–
Deferred consideration payable	(ii)	1,713	–
		136,992	**–**
Total contingent and deferred consideration payable on business combinations		**208,114**	**–**

Notes:

(i) Contingent consideration payable refers to amounts recognised in relation to the acquisition of Latitude.sh during the year. The current portion of $71.1 million represents the fair value of the Milestone 1 payment, which is expected to be settled within 12 months of the reporting date based on forecasted post-acquisition performance. The remaining $135.3 million is classified as non-current as settlement is expected beyond 12 months and is payable subject to achievement of specified performance and integration milestones. Refer to Note 6 for further details regarding the terms and key performance metrics associated with the contingent consideration relating to the Latitude.sh acquisition.

(ii) Deferred consideration payable refers to amounts recognised in relation to the acquisition of Extreme IX. Refer to Note 6 for further details on the Extreme IX acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

25. Other liabilities

	Notes	2026 $'000	2025 $'000
Current			
Contract liabilities	(i)	12,688	921
		12,688	**921**
Non-current			
Contract liabilities	(i)	715	–
Contingent liability on acquisition	(ii)	3,293	–
		4,008	**–**
Total other liabilities		**16,696**	**921**

Notes:

(i) Contract liabilities represent amounts collected in advance from customers. These amounts are released to revenue as services are performed over time. Refer to Note 8 for further detail.

(ii) The contingent liability on acquisition represents a contingent liability recognised at fair value as part of the acquisition accounting required by AASB 3 Business Combinations in relation to the Latitude.sh acquisition. Refer to Note 6 for further details in relation to the Latitude.sh acquisition.

Movements in contract liabilities are as follows:

	Contract liabilities $'000
Balance at 1 July 2024	794
Additions through business combinations	–
Billings in advance	2,109
Revenue recognised	(1,996)
Exchange differences	14
Balance at 30 June 2025	**921**
Additions through business combinations	5,862
Billings in advance	38,042
Revenue recognised	(30,676)
Exchange differences	(746)
Balance at 30 June 2026	**13,403**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Section 5: Capital and financial risk management

This section outlines our capital structure that includes equity and debt, policies and procedures that management applies in capital management as well as financial risks that we are exposed to and how we manage those risks.

26. Issued capital

	Number of shares		$'000	
	2026	2025	2026	2025
Ordinary shares	214,064,935	160,790,123	1,175,758	439,223
Own shares	429,196	151,209	4,489	1,659
Total issued capital	**214,494,131**	**160,941,332**	**1,180,247**	**440,882**

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Group, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle the holder to one vote, either in person or by proxy, at a meeting of the Company.

The movement in fully paid ordinary shares is summarised below:

	Notes	Number of shares	Total $'000
Balance at 1 July 2024		159,500,813	422,674
Shares issued – Deferred shares settlement		8,036	66
Shares issued – Restricted stock units settlement		1,124,634	10,876
Own shares exercised and transferred to ordinary shares		81,640	849
Innovoedge – Contingent consideration settled		75,000	4,758
Balance at 30 June 2025		**160,790,123**	**439,223**
Shares issued – Deferred shares settlement		8,036	67
Shares issued – Restricted stock units settlement		963,422	10,291
Own shares exercised and transferred to ordinary shares		628,401	6,256
Shares issued – Institutional Placement	(a)	13,986,014	200,000
Shares issued – Share Purchase Plan	(a)	1,392,952	18,193
Shares issued – Institutional Entitlement Offer	(b)	36,295,987	519,033
Share issue costs		–	(17,305)
Balance at 30 June 2026		**214,064,935**	**1,175,758**

(a) Institutional Placement and Share Purchase Plan

On 11 November 2025, the Company announced a fully underwritten Institutional Placement to raise $200.0 million with an issue price of $14.30 per share and a non-underwritten Share Purchase Plan to raise up to $20.0 million. In relation to the institutional placement, 13,986,014 shares were issued to raise $200.0 million to partly fund the acquisition of Latitude.sh (refer to Note 6 for further details). In relation to the share purchase plan, 1,392,952 shares were issued to raise $18.2 million.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Entitlement Offer

On 3 June 2026, the Company announced a 1 for 3.08 pro-rata accelerated Entitlement Offer of new Megaport shares to raise $827.3 million. This Entitlement Offer comprised of an Institutional Entitlement Offer and a Retail Entitlement Offer. On 15 June 2026, the Company issued 36,295,987 ordinary shares at an issue price of $14.30 per share, raising $519.0 million in gross proceeds in relation to the Institutional Entitlement Offer. Subsequent to the reporting date, on 6 July 2026, the Company issued 21,570,700 ordinary shares at an issue price of $14.30 per share, raising $308.5 million in gross proceeds in relation to the Retail Entitlement Offer. The issue price of $14.30 per share represented a discount of 13.9% to the last close price of $16.61 on closing ex-dividend share price on 1 June 2026, being the past trading date prior to the announcement of the Entitlement Offer.

Basic and diluted earnings per share figures have been restated for the comparative period, by adjusting the weighted average number of shares for a factor of 1.0349 to reflect the bonus element of the Entitlement Offer, in accordance with AASB 133 *Earnings Per Share*. Refer to Note 12.

(c) Own Shares

Own shares represent shares issued by the Company upon vesting of restricted stock units ('RSUs') with rights to deferred exercise ('vested RSUs'), and are held by the Megaport Employee Share Plan Trust ('the Trust'). Own shares are transferred to ordinary shares when the eligible participant exercises their vested RSUs. Vested RSUs will expire (and no own shares will transfer to the participant) if they are not exercised by the earlier date of 15 years from the date the original RSUs were issued or the one year anniversary of the cessation of the participant's employment with Megaport.

The movement in own shares is summarised below:

	Number of shares	Total $'000
Balance at 1 July 2024	–	–
Shares issued – Restricted stock units settlement	232,849	2,508
Own shares exercised and transferred to ordinary shares	(81,640)	(849)
Balance at 30 June 2025	**151,209**	**1,659**
Shares issued – Restricted stock units settlement	906,388	9,086
Own shares exercised and transferred to ordinary shares	(628,401)	(6,256)
Balance at 30 June 2026	**429,196**	**4,489**

27. Reserves

The components of the Group's reserves balance is as below.

	Notes	2026 $'000	2025 $'000
Foreign currency translation reserve	(i)	(23,321)	(5,392)
Employee share option reserve	(ii)	–	49
Employee restricted stock units reserve	(iii)	31,496	14,232
Contingent consideration shares reserve	(iv)	–	–
Deferred consideration reserve	(v)	123,024	–
Directors' shares reserve	(vi)	–	52
Total reserves		**131,199**	**8,941**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The following table shows a breakdown of the movements in the reserves balance during the year. A description of the nature and purpose of each reserve is provided below.

	Foreign currency translation reserve $'000	Employee share option reserve $'000	Employee restricted stock units reserve $'000	Contingent consider-ation shares reserve $'000	Deferred consider-ation reserve $'000	Directors shares reserve $'000	Total $'000
Balance at 1 July 2024	(11,191)	78	8,633	4,758	–	79	2,357
Exchange differences arising on translation of foreign operations	5,412	–	–	–	–	–	5,412
Amounts released to profit or loss on liquidation of foreign operations	387	–	–	–	–	–	387
Equity settled share based payments	–	11	19,062	–	–	39	19,112
Transfer to ordinary shares	–	–	(10,876)	(4,758)	–	(66)	(15,700)
Transfer to own shares	–	–	(2,508)	–	–	–	(2,508)
Amounts settled via cash payment	–	–	(14)	–	–	–	(14)
Amounts released to retained earnings	–	(40)	(65)	–	–	–	(105)
Balance at 30 June 2025	**(5,392)**	**49**	**14,232**	**–**	–	**52**	**8,941**
Exchange differences arising on translation of foreign operations	(17,929)	–	–	–	–	–	(17,929)
Deferred shares arising from business combinations	–	–	–	–	123,024	–	123,024
Equity settled share based payments	–	–	36,670	–	–	15	36,685
Transfer to ordinary shares	–	–	(10,291)	–	–	(67)	(10,358)
Transfer to own shares	–	–	(9,086)	–	–	–	(9,086)
Amounts released to retained earnings	–	(49)	(29)	–	–	–	(78)
Balance at 30 June 2026	**(23,321)**	**–**	**31,496**	**–**	**123,024**	**–**	**131,199**

(i) Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Australian Dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve (in respect of translating the net assets of foreign operations) are reclassified to profit or loss on the disposal or discontinuation of foreign operations. Amounts released to profit or loss on liquidation of foreign operations during the prior period relate to the closure of branches of the Company's subsidiaries. The operations previously occurring in these branches now occur in Megaport (Ireland) Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(ii) Employee share option reserve

The employee share option reserve relates to share options granted by the Company to its employees and employees of its subsidiaries under the employee share option plan ('ESOP General'). Amounts are transferred out of the reserve into issued capital when the options are exercised. The current year transfer out of the employee share options reserve represents the fair value of the expired options from the inception of the plans to date. Further information about employee share option plans is set out in Note 32.

(iii) Employee restricted stock units reserve ('RSU')

The employee restricted stock units reserve relates to restricted stock units granted by the Company to its employees and employees of its subsidiaries under its RSU plans. Amounts are transferred out of the reserve into issued capital when the RSUs are settled. Further information about RSUs is set out in Note 32.

(iv) Contingent consideration shares reserve

The contingent consideration shares reserve represents equity-settled consideration payable for business combinations where the issuance of shares is dependent on specific future events or completion conditions. This reserve related to equity consideration for the acquisition of InnovoEdge, Inc on 16 August 2022, which was fully settled through the issuance of 75,000 ordinary shares in Megaport Limited as final consideration during the year ended 30 June 2025.

(v) Deferred consideration reserve

The deferred consideration reserve relates to equity consideration commitments for business combinations where the issuance of shares is deferred to a future date. On 26 November 2025, the Group acquired 100% of the issued capital of Latitude.sh. The consideration for this acquisition involved the issuance of 7,839,126 redeemable units that will be converted to 7,839,126 ordinary shares after the 12-month anniversary of the completion of the transaction. Refer to Note 6 for further details relating to the acquisition of Latitude.sh.

(vi) Director shares reserve

The Director shares reserve relates to shares issued under the employee share plan ('ESP') to the Company's Directors. Amounts are transferred out of the reserve into issued capital when the shares are issued. Further information about the employee share plan is set out in Note 32.

28. Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as when the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

	Notes	2026 $'000	2025 $'000
Current			
Network financing	(i)	10,171	6,536
		10,171	**6,536**
Non-current			
Network financing	(i)	12,270	6,713
		12,270	**6,713**
Total borrowings		**22,441**	**13,249**

Notes:

(i) Network financing represents the outstanding balance for the purchase of network equipment and payment of software licenses. This is governed by a number of Instalment Purchase Agreements. The stated interest rate is between 0% and 2.75% (2025: 0% and 2.75%) and the Group has applied an imputed rate between 2.75% and 6% (2025: 2.75% and 6%). These agreements are separately repayable via equal instalments over 36 months from each drawdown date. No bank guarantees are currently in place over the agreements (2025: No bank guarantees were in place over the agreements.) At inception, the fair value of the loan is recognised using an estimate of a market borrowing rate. The associated cash inflows and outflows of the arrangement have been included in financing and investing cash flows on a gross basis as the Group acts as a principal and has the right to the cash inflows and the obligation to settle the underlying liability.

The Group also has access to a multi-currency revolving credit facility established with a limit of $30.0 million in February 2025, which was uplifted in May 2026 to a total facility limit of $150.0 million. The facility permits drawdowns in Australian Dollars as well as specified foreign currencies (USD and EUR). The facility has a remaining duration of 1.7 years (maturing February 2028). The outstanding amount at the end of the reporting period is nil, excluding the amount of utilised guarantees of $1.0 million, is nil (2025: nil).

29. Change in liabilities arising from financing activities

The following table presents the changes in liabilities arising from financing activities:

	Lease liabilities $'000	Borrowings $'000	Total $'000
Balance at 1 July 2024	7,433	8,354	15,787
Additions (cash)	–	11,829	11,829
Additions (non-cash)	17,523	–	17,523
Interest accretion	878	458	1,336
Repayment (cash)	(10,434)	(7,213)	(17,647)
Terminations (non-cash)	(400)	–	(400)
Exchange differences	48	(179)	(131)
Balance at 30 June 2025	**15,048**	**13,249**	**28,297**
Additions (cash)	–	165,972	165,972
Additions (non-cash)	48,325	–	48,325
Amounts acquired through business combination	43,159	–	43,159
Interest accretion	3,228	784	4,012
Repayment (cash)	(30,677)	(160,500)	(191,177)
Terminations (non-cash)	(571)	–	(571)
Exchange differences	(612)	2,936	2,324
Balance at 30 June 2026	**77,900**	**22,441**	**100,341**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

30. Capital management

The Group maintains a conservative funding structure that allows it to meet its operational and regulatory requirements, while providing the capital to fund the future strategic growth plan.

When determining dividend returns to shareholders the Board considers a number of factors, including the Group's anticipated cash requirements to fund its growth, operational plan, and current and future economic conditions. The Group is not bound by externally imposed capital requirements. Based on the current strategic plan being executed and anticipated cash focus, the Board's current policy is to not issue dividends.

	2026 $'000	2025 $'000
Total borrowings*	100,341	28,297
Total equity	1,001,386	178,685
Gearing ratio	**10.0%**	**15.8%**

* Total borrowings includes lease liabilities accounted for under AASB 16 Leases. At 30 June 2026, other external borrowings comprised the $22.4 million network financing agreements in relation to capital expenditure items (2025: $13.2 million).

31. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Board reviews and agrees policies for managing any risks that are considered significant to the Group, which are summarised in this note.

The Group holds the following financial instruments:

	Notes	2026 $'000	2025 $'000
Financial assets – at amortised cost			
Cash and cash equivalents	13	435,398	102,067
Trade and other receivables	14	24,182	16,019
Contract assets	15	13,399	11,091
Other financial assets	16	552	–
Prepayments and deposits	17	567	271
Financial assets – at fair value			
Other financial assets	16	120	–
Total financial assets		**474,218**	**129,448**
Financial liabilities – at amortised cost			
Lease liabilities	21	77,900	15,048
Trade and other payables	22	79,545	36,118
Borrowings	28	22,441	13,249
Deferred consideration payable	24	1,713	–
Financial liabilities – at fair value			
Contingent consideration payable	24	206,401	–
Total financial liabilities		**388,000**	**64,415**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk, foreign exchange risk, price risk and interest rate risk.

(i) Foreign exchange risk

The Group operates internationally and is subject to foreign exchange risk arising from exposure to foreign currencies. The Group's earnings and cash flows are influenced by a wide variety of currencies due to the geographic diversity of the Group's sales and the countries in which it operates. The Australian Dollar (AUD), US Dollar (USD), European Union Euro (EUR) and British Pound Sterling (GBP) are the currencies in which the majority of the Group's sales are denominated. Operating costs and capital expenditure are influenced by the currencies of those countries where the Group's data centres and fibre and connectivity links are located.

In the current year, the USD, the EUR and the GBP were the most important currencies (apart from the AUD) influencing costs. In any particular year, currency fluctuations may have a significant impact on the Group's financial results. A strengthening of the AUD against the currencies in which the Group's revenue, costs and capital expenditure are partly determined has a negative effect on the Group's net profit or loss and a weakening of the AUD has a positive effect on the Group's net profit or loss. A strengthening of the AUD does reduce the value of non-AUD denominated net assets, and therefore total equity.

The AUD is the currency in which financial results are presented both internally and externally. It is also the most appropriate currency for financing the Group's operations.

Certain AUD cash reserves and other financial assets and liabilities, including intercompany balances, are held in currencies other than the functional currency of the relevant subsidiary. This results in an accounting exposure to exchange gains and losses as the financial assets and liabilities are translated into the functional currency of the subsidiary that holds those assets and liabilities. These exchange gains or losses are recorded in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

The majority of the Group's cash and cash equivalents are denominated in AUD and USD. The table below summarises the Group's cash and cash equivalents by currency:

Currency funds held in	2026 $'000	2025 $'000
Australian Dollar (AUD)	33,005	37,378
United States Dollar (USD)	381,147	46,495
Indian Rupee (INR)	6,921	–
European Union Euro (EUR)	5,005	6,186
British Pound Sterling (GBP)	1,822	5,555
Singapore Dollar (SGD)	1,845	1,038
New Zealand Dollar (NZD)	1,414	1,111
Swiss Franc (CHF)	287	549
Hong Kong Dollar (HKD)	1,124	449
Canadian Dollar (CAD)	52	945
Others	2,776	2,361
Total cash and cash equivalents	**435,398**	**102,067**

The Group manages foreign currency risk by:

- Forecasting of future cash flows;
- Economically hedging significant known foreign currency cashflows; and
- Monitoring natural hedges arising from trading operations.

The forecasting process ensures that the appropriate amount of operating costs and specified capital expenditure amounts are held in currencies significant to the Group.

Sensitivity

The table below estimates the impact of a 10% change in the closing exchange rate of the AUD against significant currencies, on financial assets and financial liabilities. The impact is expressed in terms of the effect on net profit or loss.

(ii) Cash and Cash equivalents

The sensitivities below are based on cash and cash equivalents held at 30 June 2026, where balances are not denominated in the functional currency of the subsidiary.

	Effect on net profit/(loss)	
10% strengthening/weakening of AUD	2026 $'000	2025 $'000
USD	(4,236)/4,236	(2,334)/2,334
INR	(485)/485	–
EUR	(73)/73	(164)/164

(iii) Financial assets and Financial liabilities

The Group holds financial assets and financial liabilities denominated in foreign currencies, including cash and cash equivalents denominated in the functional currencies of the Group's subsidiaries, resulting in a net foreign currency exposure. The impact is expressed in terms of the effect on profit or loss. The impact of a 10% change in foreign exchange rates against these balances would impact net profit after tax by $15.5 million, primarily comprising $14.8 million from the US Dollar, $0.4 million from the Indian Rupee and $0.3 million from the Euro. A strengthening of the AUD would decrease net profit, whereas a weakening would increase net profit by an equal amount.

The Group's exposure to movement in other foreign currencies is not material.

(iv) Price risk

The Group is not exposed to any equity securities price risk or commodity price risk.

(v) Cash flow and fair value interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates.

The Group's main interest rate risk arises from the interest earned on various short-term deposits and cash at bank accounts (refer to Note 13).

Sensitivity

At 30 June 2026, if interest rates had increased/decreased by 100 basis points from the year end and rates with all other variables held constant, post-tax loss for the year would have been $622k lower/$622k higher (2025: loss would have been $257k lower/$257k higher), mainly as a result of higher/lower interest income from cash and cash equivalents.

(b) Credit risk

Credit risk mainly arises from cash and cash equivalents and trade receivables.

(i) Cash and cash equivalents

With respect to cash and cash equivalents, the Group's exposure to credit risk arises from a potential default of the deposit counter party, with a maximum exposure equal to the carrying amount of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The Group's cash (refer to Note 13), is held at financial institutions with the following credit ratings:

	2026		2025	
	$'000	Credit Rating*	$'000	Credit Rating*
Australia	85,778	A+	33,113	A+
Australia	217,957	AA-	28,655	AA-
The Americas	104,603	A+	14,212	A+
The Americas	–	A	740	A
The Americas	2,615	AAA	–	–
The Americas	258	AA-	1,440	AA-
Asia	206	A	420	A
Asia	6,926	AAA	–	–
Asia	6,670	AA-	7,527	AA-
Europe	9,931	A+	15,068	A+
Europe	–	BBB+	892	BBB+
Europe	454	A-	–	A-
Total cash and cash equivalents	**435,398**		**102,067**	

* In determining the credit quality of these financial assets, the Group has used the long-term rating from Standard & Poor's, Moody's, ICRA Limited, India and Kroll Bond Rating Agency as of June 2026 (2025: Standard & Poor's as of June 2025).

(ii) Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. The Group does not require collateral in respect of financial assets. Outstanding customer receivables are monitored regularly.

The Group's credit risk is low due to the large volume of customers with individual transactions typically being small in value. To illustrate this, at 30 June 2026, 80% of the trade receivable balance was due from 502 customers (2025: 80% from 483 customers). Also, no single customer accounts for more than 10% of total revenue. Receivable balances are monitored on an ongoing basis with the intention that the Group's exposure to allowances for credit loss is minimised.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

At the end of the year, the Group held cash and cash equivalents of $435.4 million (2025: $102.1 million).

The Group manages liquidity risk by monitoring cash flows and estimating future operational draws on cash reserves. At 30 June 2026, the Group had network financing in relation to working capital items (Note 22) and capital expenditure (Note 28) with a total amount outstanding of $28.5 million (2025: $13.8 million) to manage liquidity risk. The Group also had access to an undrawn bank facility of $150 million (2025: $30 million), available to fund future operating and capital expenditure (refer to Note 28 for further details). There were no other significant financing facilities (excluding lease liabilities) at 30 June 2026.

(i) Maturities of financial liabilities

The Group's financial liabilities comprise trade and other payables, borrowings and lease liabilities, and no derivative financial instruments are held. The undiscounted cash flows for the respective future periods are included in the following table. Cash flows for financial liabilities without fixed amounts or timing are based on the conditions existing at 30 June 2026.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The table below details the Group's remaining contractual maturity for its non-derivative financial liabilities within agreed repayment periods. The table sets out undiscounted cash flows of financial liabilities based on the earliest estimated date on which the Group can be required to pay. The table includes both interest and principal cash flows for interest bearing liabilities.

	Weighted average effective interest rate %	Less than 1 month $'000	1-3 months $'000	3 months to 1 year $'000	1-5 years $'000	Total $'000	Carrying amount $'000
Trade and other payables	–	27,595	46,326	2,200	3,424	79,545	79,545
Lease liabilities	6.0	3,495	10,395	25,654	43,527	83,071	77,900
Borrowings	2.6	922	1,845	7,820	12,541	23,128	22,441
Contingent and deferred consideration payable on business combinations	2.0	–	–	72,531	146,775	219,306	208,114
Total at 30 June 2026		**32,012**	**58,566**	**108,205**	**206,267**	**405,050**	**388,000**
Trade and other payables	–	12,521	23,548	49	–	36,118	36,118
Lease liabilities	6.0	890	2,475	5,695	6,927	15,987	15,048
Borrowings	3.6	643	1,832	4,392	6,870	13,737	13,249
Total at 30 June 2025		**14,054**	**27,855**	**10,136**	**13,797**	**65,842**	**64,415**

Section 6: Equity-settled employee benefits

This section provides information about our equity-settled benefits.

32. Equity-settled employee benefits expense

(a) Recognition and measurement

Equity-settled employee benefit transactions and other costs for providing similar services are measured at the fair value of the equity instruments on the grant date. This fair value is expensed evenly over the vesting period, based on the Group's estimate of how many awards are expected to vest. A matching increase is recognised in equity.

At each reporting date, the Group updates its estimate of the number of awards expected to vest. Any change in estimate is recognised in profit or loss, so that the cumulative expense reflects the latest estimate. Adjustments are recorded in the equity-settled employee benefits reserve.

Fair value is determined using market data where available. Estimates take into account factors like non-transferability, exercise restrictions, and the likelihood of meeting vesting conditions. Volatility assumptions are based on historical share price data from comparable companies.

Equity-settled employee benefit transactions with non-employees are measured at the fair value of the goods or services received, unless this cannot be reliably estimated. In that case, it is measured using the fair value of the equity instruments granted, at the date the goods or services are received.

For cash-settled equity instruments, a liability is recognised at initial fair value. This is remeasured at each reporting date and on settlement. Changes in fair value are recognised in profit or loss.

If an award is forfeited during the vesting period, the previously recognised expense is reversed, unless the forfeiture is due to not meeting a market performance condition, in which case the full expense remains, and the unvested portion is transferred to retained earnings.

If an award is cancelled, any remaining unrecognised cost is immediately expensed. Upon expiry of unexercised options, their value is transferred to retained earnings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(b) Restricted stock units

The Company has restricted stock unit ('RSU') plans for executives and employees of the Company and its subsidiaries. The number of RSUs granted is specific to that employee's RSU plan agreement and is granted at the Board's discretion. The RSUs reward executives and employees subject to meeting agreed service conditions or performance conditions specific to the individual's agreement.

The RSUs are equity settled and are settled in full on the vesting date and carry neither rights to dividends nor voting rights.

(i) Restricted Stock Units General-Units Plan ('RSU General-Units Plan')

During the year ended 30 June 2024, the Company introduced the RSU General-Units Plan for executives and employees of the Company and its subsidiaries. The number of RSUs granted is specific to that employee's RSU plan agreement and is granted at the Board's discretion. The RSUs reward executives and employees subject to meeting agreed service conditions specific to the individual's agreement. The number of shares granted in the future will equal a fixed number of RSUs.

The following arrangements under the RSU General-Units Plan were in existence as of 30 June 2026.

RSU series	Grant date	Settlement date	No. of outstanding units	Fair value at grant date $
Sep 2023 – 3	16-Aug-23 to 22-Aug-23	1-Sept-26	52,379	10.38 to 12.15
Dec 2023 – 3	28-Aug-23 to 17-Nov-23	1-Sep-26 to 1-Dec-26	159,939	9.96 to 11.72
Mar 2024 – 3	22-Nov-23 to 16-Feb-24	1-Dec-26 to 1-Mar-27	65,963	8.9 to 13.31
Jun 2024 – 3	12-Mar-24 to 20-May-24	01-June-27	34,368	13.5 to 15.06
Sep 2024 – 3	21-May-24 to 23-Jul-24	01-June-27	13,091	11.11 to 14.99
Dec 2024 – 2	10-Aug-24 to 27-Nov-24	1-Sep-26 to 1-Dec-26	385,052	6.81 to 10.24
Dec 2024 – 3	10-Aug-24 to 27-Nov-24	1-Mar-27 to 1-Dec-27	662,153	6.81 to 10.24
Dec 2024 – 4	19-Nov-24 to 27-Nov-24	1-Mar-28 to 1-Dec-28	385,021	7.57 to 8.4
Mar 2025 – 2	11-Nov-24 to 18-Feb-25	1-Dec-26 to 1-Mar-27	30,660	7.13 to 9.39
Mar 2025 – 3	11-Nov-24 to 18-Feb-25	1-Dec-27 to 1-Mar-28	30,664	7.13 to 9.39
Jun 2025 – 2	3-Mar-25 to 2-May-25	1-Sep-26 to 1-Jun-27	73,568	9.31 to 11.57
Jun 2025 – 3	3-Mar-25 to 2-May-25	1-Sep-27 to 1-Jun-28	73,579	9.31 to 11.57
Jun 2025 – 4	03-Mar-25	1-Sep-28 to 1-Jun-29	59,532	11.29
Sep 2025 – 1	21-May-25 to 20-Aug-25	01-Sept-26	29,080	12.39 to 15.01
Sep 2025 – 2	20-May-25 to 20-Aug-25	1-Dec-26 to 1-Sep-27	53,670	12.39 to 15.01
Sep 2025 – 3	20-May-25 to 20-Aug-25	1-Dec-27 to 1-Sep-28	44,729	12.4 to 15.01
Dec 2025 – 1	20-Aug-25 to 26-Nov-25	1-Sep-26 to 1-Dec-26	255,550	12.85 to 17.71
Dec 2025 – 2	20-Aug-25 to 26-Nov-25	1-Mar-27 to 1-Dec-27	334,433	12.85 to 17.71
Dec 2025 – 3	20-Aug-25 to 26-Nov-25	1-Mar-28 to 1-Dec-28	340,714	12.85 to 17.71
Mar 2026 – 1	10-Dec-25 to 20-Feb-26	1-Sep-26 to 1-Mar-27	248,986	9.65 to 13.71
Mar 2026 – 2	10-Dec-25 to 20-Feb-26	1-Jun-27 to 1-Mar-28	308,351	9.65 to 13.71
Mar 2026 – 3	10-Dec-25 to 20-Feb-26	1-Jun-28 to 1-Mar-29	242,431	9.65 to 13.71
Jun 2026 – 1	3-Mar-26 to 6-May-26	1-Sep-26 to 1-Mar-27	128,332	7.33 to 9.17
Jun 2026 – 2	17-Feb-26 to 8-May-26	1-Jun-27 to 1-Mar-28	170,914	7.33 to 10.92
Jun 2026 – 3	17-Feb-26 to 8-May-26	1-Jun-28 to 1-Mar-29	170,921	7.33 to 10.92
Jun 2026 – 4	17-Feb-26 to 8-May-26	1-Jun-29 to 1-Mar-30	126,308	8.08 to 10.92
Total			**4,480,388**	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

The following reconciles outstanding units under the RSU General-Units Plan at the beginning and end of the year:

	Units	
	2026	2025
Balance at beginning of the year	3,130,323	1,247,277
Granted during the year	2,937,561	2,694,119
Forfeited during the year	(149,316)	(130,531)
Vested during the year	(1,438,180)	(680,542)
Balance at end of the year	**4,480,388**	**3,130,323**

Included in the balance at end of the year above is 125,629 RSUs (30 June 2025: 105,753 RSUs) granted to employees and executives as settlement for commissions earned on a quarterly basis. These RSUs convert to ordinary shares in the following quarter. The RSUs were valued between $8.34 and $17.71 (30 June 2025: $6.78 and $12.68).

In addition to the above reconciliation, 360,631 RSUs (30 June 2025: 151,209 RSUs) were vested and exercisable at 30 June 2026 where employees elected to defer exercise. The underlying ordinary shares corresponding to these rights are held as own shares to satisfy future delivery upon final exercise by the employee. For further information, refer to Note 26.

Fair value of RSUs granted in the year

The Group recognises the fair value at the grant date of equity settled securities as an employee benefit expense proportionally over the vesting period with a corresponding increase in equity. The fair value of RSUs granted under the RSU General-Units Plan are based on the share price at the grant date.

(ii) Performance Restricted Stock Units Plan ('PRSU Plan')

During the year ended 30 June 2024, the Company introduced the PRSU Plan for executive key management personnel of the Company and its subsidiaries. The number of RSUs granted is specific to that employee's RSU plan agreement and is granted at the Board's discretion. The RSUs reward executives and employees subject to meeting agreed service and performance conditions specific to the individual's agreement. The number of shares granted in the future will equal a fixed number of RSUs. The following arrangements under the PRSU Plan were in existence as of 30 June 2026.

RSU series	Grant date	Settlement date	No. of outstanding units	Fair value at grant date $
PRSU Dec 2023 – 3	16-Oct-23 to 1-Nov-23	1-Sep-26	134,987	7.17 to 10.13
PRSU Dec 2023 – 4	16-Oct-23 to 1-Nov-23	1-Sep-26	557,573	4.43 to 11.05
PRSU Dec 2024 – 2	1-Dec-24	1-Sep-26	1,310	7.89
PRSU Dec 2024 – 3	22-Nov-24 to 1-Dec-24	1-Sep-27	309,658	1.54 to 7.89
PRSU Dec 2025 – 1	17-Nov-25 to 26-Nov-25	1-Sep-26	145,427	14.16 to 14.24
PRSU Dec 2025 – 2	17-Nov-25 to 26-Nov-25	1-Sep-27	145,427	14.16 to 14.24
PRSU Dec 2025 – 3	17-Nov-25 to 26-Nov-25	1-Sep-28	528,928	5.17 to 14.24
Total			**1,823,310**	

The following reconciles outstanding units under the PRSU Plan at the beginning and end of the year:

	Units	
	2026	2025
Balance at beginning of the year	1,159,673	1,077,573
Granted during the year	819,782	332,126
Forfeited during the year	(2,700)	(8,127)
Vested during the year	(153,445)	(241,899)
Balance at end of the year	**1,823,310**	**1,159,673**

In addition to the above reconciliation, 21,158 PRSUs (30 June 2025: nil) were vested and exercisable at 30 June 2026 where executives elected to defer exercise. The underlying ordinary shares corresponding to these rights are held as own shares to satisfy future delivery upon final exercise by the executives. For further information, refer to Note 26.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Fair value of RSUs granted in the year

The Group recognises the fair value at the grant date of equity settled securities above as an employee benefit expense proportionally over the vesting period with a corresponding increase in equity.

Under the PRSU Plan, prior to FY25, the fair value of RSUs not subject to market performance conditions were measured at the grant date using the Binomial Tree Model by an independent valuer. From FY25 onwards, RSUs not subject to market performance conditions under the Company's Short Term Inventive ('STI') plan are based on the share price at grant date. The fair value of RSUs that contain a market performance condition are measured at grant date using the Monte-Carlo simulation pricing model which is performed by an independent valuer and models the future security price of the Company's shares.

Non-market vesting conditions are determined with reference to the underlying financial or non-financial performance measures to which they relate.

Key inputs to the pricing models are shown in the table below:

RSU series	Volatility	Risk-free interest rate	Dividend yield
PRSU Dec 2023 – 3	60.00%	4.42% – 4.45%	0%
PRSU Dec 2023 – 4	60.00%	3.91% – 4.37%	0%
PRSU Dec 2024 – 2	55.00%	3.87% – 4.00%	0%
PRSU Dec 2024 – 3	55.00%	3.87% – 4.00%	0%
PRSU Dec 2025 – 1	50.00%	3.80%	0%
PRSU Dec 2025 – 2	50.00%	3.80%	0%
PRSU Dec 2025 – 3	50.00%	3.80%	0%

(iii) Employee Bonuses settled as RSUs ('Employee Bonus Plans')

During the year, the Company granted RSUs to its employees and executives as payment of employee bonuses in relation to the financial year ended 30 June 2025. $2.9 million worth of RSUs representing a fixed monetary value were granted on 2 September 2025 and 1 December 2025, which vested via issue of 164,371 shares on 3 September 2025 and issue of 50,369 shares on 2 December 2025 respectively. The number of shares granted was computed based on the total fair value at grant date divided by $13.42, being the VWAP in the five day trading period prior to 1 September 2025 and divided by $14.027, being the VWAP in the five day trading period prior to 1 December 2025.

Out of the total RSUs granted above, 47,407 RSUs were vested and exercisable at 30 June 2026 where employees and executives elected to defer exercise. The underlying ordinary shares corresponding to these rights are held as own shares to satisfy future delivery upon final exercise by the employees and executives. For further information, refer to Note 26.

During the prior year, the Company granted RSUs to its employees and executives as payment of employee bonuses in relation to the financial year ended 30 June 2024. The RSUs were granted between 26 August 2024 and 28 August 2024, which settled in full (i.e. were vested and exercised) via issue of 262,388 shares on 1 September 2024. The settlement of the RSUs was contingent on the employee's continued service during the vesting period. The number of shares granted on settlement equalled the number of RSUs granted to the employee.

Fair value of RSUs granted in the year

The fair value is determined based on the fixed monetary amount to be received discounted for the time value of money.

(iv) Restricted Stock Units General Plan ('RSU General Plan')

Under the RSU General Plan, the number of shares granted in the future will equal a fixed monetary amount.

There were no arrangements in existence under the RSU General Plan as of 30 June 2026.

The following reconciles the total fair value of the RSU General Plan outstanding at the beginning and end of the year:

	Fair value ($)	
	2026	2025
Restricted stock units		
Balance at beginning of the year	155,025	1,927,142
Forfeited during the year	–	(26,815)
Settled during the year	(155,025)	(1,745,301)
Balance at end of the year	**–**	**155,025**

Fair value of RSUs granted in the year

The fair value is determined based on the fixed monetary amount to be received discounted for the time value of money.

(v) Restricted Stock Units Executive Plan ('RSU Executive Plan')

Under the RSU Executive Plan, the number of shares granted in the future will equal a fixed number of RSUs.

There were no arrangements in existence under the RSU Executive Plan as of 30 June 2026.

The following reconciles outstanding units under the RSU Executive Plan at the beginning and end of the year:

	Units	
	2026	2025
Balance at beginning of the year	52,357	57,839
Forfeited during the year	(1,876)	–
Settled during the year	(50,481)	(5,482)
Balance at end of the year	**–**	**52,357**

Fair value of RSUs granted in the year

The Group recognises the fair value at the grant date of equity settled securities above as an employee benefit expense proportionally over the vesting period with a corresponding increase in equity.

The fair value of RSUs with a service condition are based on the share price at the date of issue. The fair value of RSUs that contain a market vesting condition are measured at grant date using the Monte-Carlo simulation pricing model which is performed by an independent valuer and models the future security price of the Company's shares.

Non-market vesting conditions are determined with reference to the underlying financial or non-financial performance measures to which they relate.

(c) Deferred Shares Plan — Non-Executive Directors ('Deferred Shares Plan')

On 23 November 2022, resolutions were passed by the shareholders in the FY22 Annual General Meeting to issue, transfer or allocate 6,027 Megaport shares worth $50,000 to each non-executive director in three tranches under the ESP for no consideration. The final tranche was issued on 23 November 2025, and no share grants remain outstanding as of 30 June 2026. This grant of shares forms part of their remuneration for services provided as members of the Board.

The following reconciles outstanding units under the Deferred Shares Plan at the beginning and end of the year:

	Deferred shares	
	2026	2025
Balance at beginning of the year	8,036	16,072
Forfeited during the year	–	–
Settled during the year	(8,036)	(8,036)
Balance at end of the year	**–**	**8,036**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(d) Share options granted under Megaport's employee share option plan ('ESOP General')

(i) Details of the ESOP General of the Company

The parent entity has a share option scheme for executives and employees of the Company and its subsidiaries. In accordance with the terms of the plan, as approved by the Directors on 2 November 2015, executives and employees of the Group may be granted options to purchase ordinary shares at the Board's discretion.

Each employee share option converts into one ordinary share of the Company on exercise. Amounts are paid or payable by the recipient on exercising the options, and are individual to that employee's option plan agreement. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is specific to that employee's option plan agreement and is granted at the Board's discretion. The options reward executives and employees subject to meeting agreed service conditions or performance conditions specific to the individual's agreement.

There were no arrangements in existence under the ESOP General as of 30 June 2026.

All options are exercisable from their vesting date to their expiry date, or 60 days after the resignation of the executive or employee, or 30 days on termination for a serious breach, whichever is the earlier.

Fair value of share options granted in the year

There were no share options issued during the year. Options were priced using a Black-Scholes pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting service and/or performance conditions attached to the option), and behavioural considerations. Expected volatility is based on either the historical share price volatility of the life of the Company or comparative company volatility.

Movements in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

	2026		2025	
	Number of options	Weighted average exercise price $	Number of options	Weighted average exercise price $
Balance at beginning of the year	8,334	19.70	16,667	19.70
Expired during the year	(8,334)	19.70	(8,333)	19.70
Exercised during the year	–	–	–	–
Balance at end of the year	**–**		**8,334**	**19.70**

The number of options that have vested and become exercisable in the current reporting year was nil (2025: 8,334).

Share options outstanding at the end of the year

There were no share options outstanding at the end of the year. As at 30 June 2025, outstanding options had a weighted average exercise price of $19.70 and a weighted average remaining contractual life of 131 days.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(e) Expenses arising from equity-settled employee benefit transactions

Total expenses arising from equity-settled employee benefit transactions recognised during the year as part of employee expenses were as follows:

	Note	2026 $'000	2025 $'000
Restricted stock units	(i)	33,961	19,493
Deferred shares		15	39
Share options		–	11
Total expenses		**33,976**	**19,543**

(i) Included in this amount is $3.7 million relating to accrued employee bonuses to be paid in the form of RSUs in relation to the year ending 30 June 2026 (2025: $3.2 million) and $0.4 million relating to accrued employee commissions to be paid in the form of RSUs for the final quarter of the year ending 30 June 2026 (2025: $0.3 million).

(f) Critical accounting estimates and judgements – Fair value measurements of equity settled employee benefits

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value the Group uses a Black-Scholes model for options under ESOP General, the Binomial Tree Model for RSUs not subject to market performance conditions, and the Monte-Carlo model for RSUs subject to market performance conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Section 7: Group structure and related party transactions

This section provides information on our Group structure, controlled entities, ownership interest of the Group subsidiaries and the parent entity information. It outlines the accounting policies applied in accounting for the Group transactions including the basis of consolidation. Other information detailed here include disclosures on related party transactions in the year and balances outstanding at the reporting date.

33. Interests in other entities

(a) Group subsidiaries

The Group's subsidiaries at 30 June 2026 are set out in the following table. Unless otherwise stated, the subsidiaries are controlled by the Group, either through direct ownership of issued shares or through capital contributions. The proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

			Ownership interest held by the Group	
Name of entity	Notes	Place of business/ country of incorporation	2026 %	2025 %
Megaport (Australia) Pty Ltd	(i)	Australia	100	100
Megaport (Services) Pty Ltd	(i)	Australia	100	100
Megaport (New Zealand) Limited		New Zealand	100	100
Megaport (Singapore) Pte Ltd		Singapore	100	100
Megaport (Hong Kong) Limited		Hong Kong	100	100
Megaport Japan K.K		Japan	100	100
Extreme Infocom Private Limited	(v)	India	100	–
Megaport (USA) Inc.	(ii)	United States of America	100	100
Megaport (Canada) Inc.		Canada	100	100
InnovoEdge, Inc.	(ii)	United States of America	100	100
Megaport Compute, USA Inc		United States of America	100	–
Latitude.sh LLC	(vi)	United States of America	100	–
Megaport Networks Mexico S.A. de C.V.		Mexico	100	100
Megaport Telecomunicacoes Brasil Ltda.		Brazil	100	100
Latitude.sh SA	(vi)	Brazil	100	–
Megaport (UK) Limited	(iii)	United Kingdom	100	100
Megaport (Europe) Limited	(iii)	United Kingdom	100	100
European Voice Link Limited	(iii)(iv)	United Kingdom	–	100
Megaport (Deutschland) Gmbh		Germany	100	100
Megaport (Netherlands) B.V.		Netherlands	100	100
Megaport (Ireland) Limited		Republic of Ireland	100	100
Megaport (Schweiz) AG		Switzerland	100	100
Megaport (Sweden) AB		Sweden	100	100
Megaport Bulgaria EAD		Republic of Bulgaria	100	100
Megaport (France) SaS		France	100	100

(i) This entity is part of the Australia tax-consolidated group, for which Megaport Limited is the head entity.
(ii) This entity is part of the US tax-consolidated group, for which Megaport (USA) Inc. is the head entity.
(iii) This entity is part of the UK tax-consolidated group.
(iv) This entity was deregistered on 23 September 2025.
(v) This entity was acquired on 12 December 2025. Refer to Note 6 for further details relating to the acquisition of this entity.
(vi) This entity was acquired on 26 November 2025. Refer to Note 6 for further details relating to the acquisition of this entity.

The Company, Megaport (Australia) Pty Ltd and Megaport (Services) Pty Ltd are parties to a deed of cross guarantee ('the Deed') under which each company guarantees the debts of the others. By entering into the Deed, the wholly owned entities have been relieved from the requirement to prepare a financial report and Directors' Report under *ASIC Corporations (Wholly-owned Companies) Instrument 2016/785*. The Deed was entered into on 9 March 2022.

The above companies represent a 'Closed Group' for the purposes of the Class Order, and as there are no other parties to the Deed that are controlled by Megaport Limited, they also represent the 'Extended Closed Group'.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Set out below and on the following page is a Consolidated Statement of Profit or Loss and Other Comprehensive Income, a Consolidated Statement of Financial Position and a Summary of Movements in Consolidated Accumulated Losses for the year ended 30 June 2026 of the Closed Group:

Consolidated Statement of Profit or Loss and Other Comprehensive Income	2026 $'000	2025 $'000
Continuing operations		
Revenue	39,451	35,380
Direct network costs	(5,120)	(4,700)
Partner commissions	(1,335)	(1,051)
Gross profit	**32,996**	**29,629**
Other income	6,023	3,938
Management fee income	43,598	32,232
Employee expenses	(31,341)	(22,581)
Professional fees	(4,345)	(3,786)
Marketing expenses	(2,366)	(941)
Travel expenses	(2,140)	(1,304)
IT costs	(4,149)	(2,783)
Equity settled employee costs and related tax costs	(17,807)	(10,725)
Depreciation and amortisation expense	(14,494)	(14,280)
Finance costs	(1,550)	(985)
Foreign exchange (losses)/gains	(3,771)	5,213
Fair value loss on contingent consideration	(2,991)	–
Acquisition Related Costs	(15,036)	–
Other expenses	(4,248)	(3,259)
Management fee expense	(19,573)	(15,097)
Loss before income tax	**(41,194)**	**(4,729)**
Income tax benefit	8,949	1,912
Net loss for the year	**(32,245)**	**(2,817)**
Other comprehensive income, net of tax		
Total other comprehensive income, net of income tax	–	–
Total comprehensive loss for the year	**(32,245)**	**(2,817)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Consolidated Statement of Financial Position	Notes	2026 $'000	2025 $'000
Assets			
Current assets			
Cash and cash equivalents		86,142	61,768
Trade and other receivables		2,529	1,967
Contract assets		1,975	1,754
Other financial assets		120	–
Other assets		3,265	2,936
Total current assets		**94,031**	**68,425**
Non-current assets			
Investment in subsidiaries	(i)	810,882	172,434
Property, plant and equipment		9,827	7,409
Intangible assets		25,650	18,421
Right-of-use assets		11,096	2,023
Other assets		217	–
Deferred tax assets		11,264	5,296
Amounts due from related parties		463,581	89,589
Total non-current assets		**1,332,517**	**295,172**
Total assets		**1,426,548**	**363,597**
Liabilities			
Current liabilities			
Trade and other payables		11,169	6,737
Provisions		3,644	2,536
Borrowings		2,449	4,697
Lease liabilities		5,780	1,407
Contingent and deferred consideration payable on business combinations		71,122	—
Other liabilities		382	174
Total current liabilities		**94,546**	**15,551**
Non-current liabilities			
Provisions		1,541	635
Borrowings		691	3,138
Lease liabilities		5,587	839
Deferred tax liabilities		442	3,530
Contingent and deferred consideration payable on business combinations		136,992	–
Amounts due to related parties		5,417	1,845
Total non-current liabilities		**150,670**	**9,987**
Total liabilities		**245,216**	**25,538**
Net assets		**1,181,332**	**338,059**
Equity			
Issued capital		1,180,247	440,882
Reserves		150,408	14,333
Accumulated losses		(149,323)	(117,156)
Total equity		**1,181,332**	**338,059**

Notes:

(i) Included in the current year movement in investment in subsidiaries is a net capital contribution of $276.8 million (2025: $146.9 million) to Megaport (USA) Inc., the Company's subsidiary. The capital contribution did not result in a change of ownership interest.

(ii) During the prior year, the Group implemented a quarterly settlement process for managing intercompany balances. Under this process, intercompany balances are settled on a quarterly basis. Settlement may be financed through a loan from the parent entity or another entity in the Group. As at 30 June 2026, there are no current amounts due to or due from related parties, as all balances have been fully settled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Movement in accumulated losses	2026 $'000	2025 $'000
Accumulated losses as at beginning of the financial year	(117,156)	(82,216)
Transfers from equity-settled employee benefits reserves	78	105
Net loss	(32,245)	(2,817)
Intercompany interest reversals recognised directly in accumulated losses	–	(32,228)
Accumulated losses as at end of the financial year	**(149,323)**	**(117,156)**

During the prior year, the Group reversed historical interest on intra-group loans in line with Megaport's transfer pricing policy. These balances were reversed via an adjustment to accumulated losses in that year.

Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of Megaport Limited ('the Company') and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

34. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

(a) Parent entity

The ultimate parent entity of the Group is Megaport Limited.

(b) Subsidiaries

Interest in subsidiaries are set out in Note 33.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

(c) Compensation of key management personnel ('KMP')

The remuneration of directors and other members of key management personnel during the year was as follows:

	2026 $	2025 $
Short-term benefits	2,919,051	2,430,256
Post-employment benefits	120,573	103,899
Long-term benefits	67,727	9,377
Termination benefits	–	–
Equity-settled employee costs	6,700,235	3,267,404
Total	**9,807,586**	**5,810,936**

The remuneration of directors and key executives is determined by the Remuneration & Nomination Committee and approved by the Board.

Detailed remuneration disclosures are provided in the Remuneration Report in the Directors' Report.

(d) Transactions with other related parties

There were no sales or purchases of goods, services, or other assets between the Group and non-consolidated related parties during the financial year ended 30 June 2026 (30 June 2025: nil).

(e) Outstanding balances arising from other related parties

The following balances were outstanding from related parties at the end of the year:

	Notes	2026 $	2025 $
Amounts owed by related parties			
Key management personnel	(i)	-	6,132
		-	**6,132**

Notes:

(i) Amounts owed by key management personnel relate to costs paid by the Group which the KMP has agreed to reimburse. There were no amounts owing at 30 June 2026.

There were no amounts owing to related parties at 30 June 2026 (30 June 2025: nil).

(f) Terms and conditions

Directors for the Group hold other directorships as detailed in the Directors' Report. Where any of these related entities are customers or suppliers of the Group, the arrangements are on similar terms to third party customers or suppliers respectively.

All transactions were made on normal commercial terms and conditions and at market rates.

Outstanding balances are unsecured and are repayable in cash.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

35. Parent entity financial information

(a) Summary financial information

The individual financial statements of the parent entity show the following aggregate amounts:

	Notes	2026 $'000	2025 $'000
Statement of Financial Position			
Current assets		81,571	58,720
Non-current assets		1,491,736	414,166
Total assets		**1,573,307**	**472,886**
Current liabilities	(i)	72,282	198
Non-current liabilities		139,696	4,569
Total liabilities		**211,978**	**4,767**
Net assets		**1,361,329**	**468,119**
Shareholders' equity			
Issued capital		1,180,247	440,882
Reserves		154,520	14,333
Retained earnings		26,562	12,904
Shareholders' equity		**1,361,329**	**468,119**
Net profit for the year		**13,581**	**12,061**
Total comprehensive income for the year		**13,581**	**12,061**

Notes:

(i) During the prior year, the Group implemented a quarterly settlement process for managing intercompany balances. Under this process, intercompany balances are settled on a quarterly basis. Settlement may be financed through a loan from the parent entity or another entity in the Group. As at 30 June 2026, there are no current amounts due to or due from related parties, as all balances have been fully settled.

(b) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2026 (2025: nil).

(c) Contractual commitments

The parent did not have any contractual commitments at 30 June 2026 (2025: nil).

The financial information for the parent entity, Megaport Limited, has been prepared on the same basis as the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued

Section 8: Other Information

This section provides information on other required or voluntary disclosures not included in other sections.

36. Auditors' remuneration

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2026 $	2025 $
Deloitte Touche Tohmatsu Australia		
Audits and review of the financial reports – Group	673,900	372,750
Audits of the financial reports – Subsidiary entities	100,000	83,000
Total remuneration of Deloitte Touche Tohmatsu Australia	**773,900**	**455,750**
Other Deloitte network firms:		
Audits of the subsidiary entities' financial reports	110,668	96,656
Tax compliance, tax advisory and other non-audit services of subsidiaries	9,333	–
Total remuneration of Deloitte network firms	**120,001**	**96,656**
Other auditors and their related network firms:		
Audits of the subsidiary entities' financial reports	16,297	18,857
Total remuneration of other firms	**16,297**	**18,857**

37. Contingencies

The Group operates across multiple jurisdictions and is subject to a broad range of laws, regulations and licensing requirements, including those relating to telecommunications, information security, privacy and data protection, employment and workplace matters, taxation, occupational health and safety, competition and consumer protection, and other regulatory obligations.

In the ordinary course of business, the Group may become involved in actual or potential claims, disputes, investigations, audits, reviews, or proceedings with customers, suppliers, telecommunications carriers, employees, contractors, regulatory authorities, taxation authorities and other stakeholders. These matters may include, but are not limited to, employment-related claims, contractual disputes, regulatory compliance matters, privacy or cyber security incidents, taxation matters, and other legal or commercial claims.

The Group recognises a provision where it is probable that an outflow of economic resources will be required to settle an obligation arising from past events and the amount can be reliably estimated. Where an obligation is possible but not probable, or where the amount of any obligation cannot be reliably measured, no provision is recognised and the matter is disclosed as a contingent liability where required by accounting standards.

The Directors are not aware of any individual matter or class of matters that is expected to have a material adverse effect on the Group's financial position. However, due to the inherent uncertainty associated with such matters, future outcomes may differ from management's assessments and could result in liabilities that are not currently recognised in the financial statements.

38. Events occurring after the financial year

Subsequent to 30 June 2026, the Group completed the Retail Entitlement Offer, resulting in the issuance of 21,570,700 shares for gross proceeds of $308.5 million. Refer to Note 26 of the consolidated financial statements for further details.

Further, subsequent to 30 June 2026, the Group has secured binding commitments for an $825 million syndicated debt facility. This includes refinancing of the $150 million existing facility with HSBC (refer to Note 28 of the consolidated financial statements). Once these agreements are formally executed, this will provide the Group with up to $675 million of incremental available funding.

Subsequent to 30 June 2026, the Group has executed material fixed-term customer contracts and variations across the compute and storage product offerings on similar terms to previously announced strategic contracts. These contracts have a total contract value of $506.2 million.

The Group is not aware of any other matters or circumstances that have arisen since the end of the year which have significantly affected or may significantly affect the Group's operations and results or state of affairs of the Group.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

AS AT 30 JUNE 2026

Name of entity	Notes	Entity type	Body Corporates: Place formed or incorporated	Body Corporates: Percentage (%) of share capital held	Tax residency: Australian tax resident	Tax residency: Foreign jurisdiction
Megaport Limited	(i)	Body Corporate	Australia	100	Yes	N/A
Megaport (Australia) Pty Ltd	(i)	Body Corporate	Australia	100	Yes	N/A
Megaport (Services) Pty Ltd	(i)	Body Corporate	Australia	100	Yes	N/A
Megaport (New Zealand) Limited		Body Corporate	New Zealand	100	No	New Zealand
Megaport (Singapore) Pte Ltd		Body Corporate	Singapore	100	No	Singapore
Megaport (Hong Kong) Limited		Body Corporate	Hong Kong	100	No	Hong Kong
Megaport Japan K.K		Body Corporate	Japan	100	No	Japan
Extreme Infocom Private Limited		Body Corporate	India	100	No	India
Megaport (USA) Inc.	(ii)	Body Corporate	United States of America	100	No	United States of America
Megaport (Canada) Inc.		Body Corporate	Canada	100	No	Canada
InnovoEdge, Inc.	(ii)	Body Corporate	United States of America	100	No	United States of America
Megaport Compute, USA Inc	(ii)	Body Corporate	United States of America	100	No	United States of America
Latitude.sh LLC	(ii)	Body Corporate	United States of America	100	No	United States of America
Megaport Networks Mexico S.A. de C.V.		Body Corporate	Mexico	100	No	Mexico
Megaport Telecomunicacoes Brasil Ltda.		Body Corporate	Brazil	100	No	Brazil
Latitude.sh SA		Body Corporate	Brazil	100	No	Brazil
Megaport (UK) Limited	(iii)	Body Corporate	United Kingdom	100	No	United Kingdom
Megaport (Europe) Limited	(iii)	Body Corporate	United Kingdom	100	No	United Kingdom
Megaport (Deutschland) Gmbh		Body Corporate	Germany	100	No	Germany
Megaport (Netherlands) B.V.		Body Corporate	Netherlands	100	No	Netherlands
Megaport (Ireland) Limited		Body Corporate	Republic of Ireland	100	No	Republic of Ireland
Megaport (Schweiz) AG		Body Corporate	Switzerland	100	No	Switzerland
Megaport (Sweden) AB		Body Corporate	Sweden	100	No	Sweden
Megaport Bulgaria EAD		Body Corporate	Republic of Bulgaria	100	No	Republic of Bulgaria
Megaport (France) SaS		Body Corporate	France	100	No	France

Notes:

(i) This entity is part of the Australia tax-consolidated group, for which Megaport Limited is the head entity.

(ii) This entity is part of the US tax-consolidated group, for which Megaport (USA) Inc. is the head entity.

(iii) This entity is part of the UK tax-consolidated group.

DIRECTORS' DECLARATION

The Directors declare that, in the Directors' opinion:

a. The attached consolidated financial statements and notes of Megaport Limited ('the Company' or 'the Group') are in accordance with the *Corporations Act 2001*, including:

   i. Giving a true and fair view of the Group's financial position as at 30 June 2026 and its performance for the year ended on that date, and

   ii. Complying with the Accounting Standards and the *Corporations Regulations 2001.*

b. At the date of this declaration, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

c. At the date of this declaration, the Company is within the class of companies affected by *ASIC Corporations (Wholly owned Companies) Instrument 2016/785*. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each credit payment in full of any debt in accordance with the deed of cross guarantee. In the Directors' opinion, there are reasonable grounds to believe that the Company and the companies to which *ASIC Corporations (Wholly owned Companies) Instrument 2016/785* applies, as detailed in Note 33 to the consolidated financial statements will, as a group, be able to meet any liabilities to which they are, or may become, subject because of the deed of cross guarantee.

d. The attached consolidated entity disclosure statement is true and correct.

Note 2 in Section 1 confirms that the consolidated financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001.*

This declaration is made in accordance with a resolution of the Directors made pursuant to s295(5(a)) of the *Corporations Act 2001.*

On behalf of the Board of Directors

Melinda Snowden
Chair & Non-Executive Director

Sydney

20 August 2026

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MEGAPORT LIMITED

Deloitte.

Deloitte Touche Tohmatsu
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Independent Auditor's Report to the Members of Megaport Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Megaport Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Company's and Group's financial position as at 30 June 2026 and of their financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional & Ethical Standards Board Limited (the Code) that are relevant to audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT continued

Deloitte.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key Audit Matters	**How the scope of our audit responded to the Key Audit Matters**
Acquisition of Latitude.sh Refer to Note 6 – Business combinations. On 26 November 2025, the Group completed the acquisition of Latitude.sh SA and Latitude.sh LLC (together, Latitude.sh). The transaction was accounted for as a business combination under AASB 3 *Business Combinations* ('AASB 3'). The acquisition involved significant judgement in determining the fair value of consideration transferred, identifying and measuring the fair value of acquired intangible assets, and determining the residual goodwill recognised on acquisition. Significant acquired intangible assets included customer relationships, software and brand assets, while the purchase consideration also included contingent consideration arrangements. Due to the complexity of the acquisition accounting, the significant estimates involved in the purchase price allocation, and the use of valuation methodologies requiring judgement over future cash flows and other assumptions, we determined this to be a key audit matter.	In conjunction with our valuation and taxation specialists, our procedures included but were not limited to: • Reviewing the terms and conditions in the Share Purchase Agreement to assess the accounting implications of the acquisition and verify the consideration transferred; • Evaluating management's assessment that the acquisition represented a business combination in accordance with AASB 3; • Assessing the competency, capabilities and objectivity of management's external valuation and accounting transaction experts and evaluating the scope of their work; • Evaluating the methodologies adopted to valuation of acquired intangible assets including customer relationships, software and brand assets and assessing whether these methodologies were consistent with market practice and the requirements of AASB 3; • Assessing the methodology and assumptions used to determine the fair value of contingent consideration, including relevant probability assessments and discount rates; • Assessing the nature of transaction costs incurred in connection with the acquisition, testing selected amounts to supporting documentation and evaluating whether the costs were appropriately recognised as an expense in the period; and • Assessing the adequacy of the business combination disclosures included in Note 6 of the financial statements, including the significant judgements and assumptions applied in determining the acquisition-date fair values.

Deloitte.

Key Audit Matters	How the scope of our audit responded to the Key Audit Matters
Accuracy of Network Services revenue Refer to Note 8 – Revenue. The Group recognised Network Services revenue of $268.3 million for the year ended 30 June 2026. The accuracy of Network Services revenue was considered to be a key audit matter due to: • The significance of Network Services revenue to the financial statements; and • The high volume of customer configuration, network usage and pricing data used in calculating Network Services revenue.	Our procedures included, but were not limited to: • Assessing whether the Group's accounting policies for Network Services revenue were in accordance with the requirements of AASB 15 *Revenue from Contracts with Customers*; • Evaluating the design and implementation of relevant controls relating to the measurement of Network Services revenue; • Performing statistical substantive analytical procedures using revenue-generating key performance indicators as a predicting factor and testing the reliability of the underlying data; and • Performing substantive testing on a sample of transactions to verify accuracy of the sales transactions and tracing these through to subsequent cash receipts from customers. We also assessed the adequacy of the disclosures in Note 8 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2026 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors are responsible:

- For the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT continued

Deloitte.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group financial report. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT continued

Deloitte.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 29 to 70 of the Directors' Report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Megaport Limited, for the year ended 30 June 2026, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Stephen Tarling
Partner
Chartered Accountants

Brisbane, 20 August 2026

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable at 31 July 2026.

(a) Issued capital

236,064,831 issued shares, which includes 235,707,532 fully paid ordinary shares held by 19,272 individual shareholders, and 357,299 own shares held by Megaport Employee Share Plan Trust ('the Trust'), which contains vested restricted stock units with rights to deferred exercise granted to 96 individual holders.

All issued shares carry one vote per share. Own shares held by the Trust do not carry voting rights while unexercised.

(b) Restricted stock units issued as units

6,303,698 restricted stock units are held by 242 individual holders.

Restricted stock units issued as units do not carry a right to vote.

(c) Distribution of holders of equity securities

Analysis of numbers of equity security holders by size of holding:

	Issued Capital					
	Ordinary shares			Own shares		
Holding	Number of holders	Number of issued shares	% of ordinary shares	Number of holders	Number of issued shares	% of own shares
1 – 1,000	11,377	3,504,173	1.49	42	17,701	4.95
1,001 – 5,000	5,690	13,544,595	5.75	43	105,474	29.52
5,001 – 10,000	1,275	9,012,701	3.82	5	34,750	9.73
10,001 – 100,000	883	19,438,037	8.25	6	199,374	55.80
100,001 and over	47	190,208,026	80.70	–	–	–
Total	**19,272**	**235,707,532**	**100.00**	**96**	**357,299**	**100.00**

	RSUs		
	Units		
Holding	Number of holders	Number of units	% of RSU units
1 – 1,000	3	1,996	0.03
1,001 – 5,000	100	283,031	4.49
5,001 – 10,000	51	363,425	5.77
10,001 – 100,000	74	1,435,690	22.78
100,001 and over	14	4,219,556	66.94
Total	**242**	**6,303,698**	**100.00**

The number of shareholders holding less than the marketable parcel of fully paid ordinary shares is 492.

SHAREHOLDER INFORMATION continued

(d) Substantial shareholders

Substantial shareholders of 5% or more of the fully paid ordinary shares in the Company (based on the substantial holder notices submitted to the ASX) are set out as follows:

Name	Number held	Percentage of issued shares
Ordinary shares		
AustralianSuper Pty Ltd	16,551,709	9.34
Vanguard Group	10,712,185	6.02
State Street Group	14,101,694	5.97
Citigroup Group	10,241,588	5.75
Pinnacle Investment Management Group	12,185,428	5.16

(e) Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of equity securities are listed as follows:

	Fully paid issued shares	
Name	Number held	Percentage of issued shares
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	55,224,123	23.39
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	46,575,662	19.73
CITICORP NOMINEES PTY LIMITED	45,843,389	19.42
BNP PARIBAS NOMS PTY LTD	9,600,587	4.07
BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	6,416,176	2.72
BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS>	4,387,763	1.86
ARGO INVESTMENTS LIMITED	3,492,745	1.48
BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	2,523,199	1.07
MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT>	1,966,102	0.83
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	1,611,631	0.68
BNP PARIBAS NOMS (NZ) LTD	1,466,967	0.62
UBS NOMINEES PTY LTD	1,167,977	0.49
CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	979,350	0.41
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	765,907	0.32
WARBONT NOMINEES PTY LTD <SETTLEMENT ENTREPOT A/C>	732,940	0.31
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	695,934	0.29
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	680,017	0.29
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	484,223	0.21
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	387,221	0.16
BEEBEE HOLDINGS PTY LTD	387,003	0.16
	185,388,916	**78.53**

Unquoted equity securities

	Number on issue	Number of holders
Restricted stock units under Restricted Stock Units General-Units Plan to take up issued shares	4,480,388	240
Restricted stock units under Performance Restricted Stock Units Plan to take up issued shares	1,823,310	2

CORPORATE DIRECTORY

Megaport Limited

ABN 46 607 301 959

Board of Directors

Melinda Snowden, Chair & Non-Executive Director
Michael Reid, Managing Director and Chief Executive Officer
Glo Gordon, Non-Executive Director
Michael Klayko, Non-Executive Director
Jay Adelson, Non-Executive Director
Mohit Lad, Non-Executive Director
Jon Gidney, Non-Executive Director

Company Secretary

Celia Pheasant

Principal Registered Office in Australia

Level 3, 825 Ann Street
Fortitude Valley QLD 4006

Email: investor@megaport.com

Share Registry

Computershare Investor Services Pty Limited

Level 1, 200 Mary Street
Brisbane QLD 4000

Phone: 1300 850 505

International: +61 3 9415 4000

Website: computershare.com

Auditor

Deloitte Touche Tohmatsu

Level 23, 123 Eagle Street
Brisbane QLD 4000

Stock Exchange Listing

Megaport Limited shares are listed on the Australian Securities Exchange (ASX).

Website Address

www.megaport.com

ABN 46 607 301 959

Megaport

megaport.com