

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity Megaport Limited (Megaport)
ACN 607 301 959

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Bevan Andrew Slattery
Date of last notice	21 May 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable
Date of change	22 February 2021 and 1 March 2021
No. of securities held prior to change	13,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport
Class	Fully paid ordinary shares in Megaport
Number acquired	Nil
Number disposed	1,000,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	In relation to the disposal of 500,000 shares on 22 February 2021, value of \$6,690,000 (being a price of \$13.38 per share). In relation to the disposal of 500,000 shares on 1 March 2021, \$6,440,000 (being a price of \$12.88 per share).

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No. of securities held after change	12,037,607 fully paid ordinary shares in Megaport and 100,000 options over fully paid ordinary shares in Megaport
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	<p>On 18 February 2020, Mr Slattery entered into a structured option and loan facility (which included a collar) secured by 2,000,000 of Mr Slattery's fully paid ordinary shares in Megaport (the First Funding Arrangement). Mr Slattery sold a total of 1,000,000 fully paid ordinary shares in Megaport to fund a partial repayment and extended the loan balance for a further period of approximately 12 months. In so far as the pledged shares are concerned, the First Funding Arrangement has the effect of reducing Mr Slattery's economic exposure to Megaport's share price above and below the range covered by the collar.</p> <p>On 1 March 2021, Mr Slattery entered into a further structured option and loan facility (which includes a collar) (Second Funding Arrangement), secured by a further 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport. The Second Funding Arrangement confers the right to deliver a further 1,000,000 fully paid ordinary shares in Megaport to the counterparty investment bank. In so far as the pledged shares are concerned, the Second Funding Arrangement has the effect of reducing Mr Slattery's economic exposure to Megaport's share price above and below the range covered by the collar.</p>
Nature of interest	<p>Interest under the First Funding Arrangement, which is secured by 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport.</p> <p>Interest under the Second Funding Arrangement, which is secured by a further 1,000,000 of Mr Slattery's fully paid ordinary shares in Megaport.</p>
Name of registered holder (if issued securities)	Not applicable

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Date of change	22 February 2021 and 1 March 2021
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

Part 3 – +Closed period

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

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