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11 November 2025

EQUITY RAISING TO FUND ACQUISITIONS AND ACCELERATE NETWORK EXPANSION

- A$200 million underwritten placement to fund acquisition of Latitude.sh and accelerate India network land and expand
- Acquisition of Latitude.sh, a global, automated infrastructure platform delivering Compute-as-a-Service
  - Create the global platform that unifies connectivity and high-performance compute infrastructure to power critical workloads
  - Upfront Consideration of US$150 million and up to US$150 million of Contingent Consideration linked to revenue and integration targets
  - Compelling entry value, with Upfront Consideration equivalent to a multiple of 3.5x Sep-25 ARR[1] and 8.3x FY25 Adj. EBITDA[2]
  - Network + Compute – a logical extension of Megaport's core capability of automating network infrastructure for hybrid cloud
  - Strategic market entry into adjacent US$13bn Compute-as-a-Service market, expected to grow at a 20% CAGR over 3 years[3]
  - Attractive CPU unit economics with 18-month payback and 3x money multiple
  - Enhanced financial metrics, with Revenue uplift of over 20% and Adj. EBITDA uplift of over 40% (on a historical pro forma FY25 basis)
  - Undertaking to invest a total of US$86 million in capex over CY26 and CY27 to support the growth in Latitude.sh revenue
  - Acquisition expected to complete on or before 31 December 2025
- Investment of approximately A$43 million to achieve an accelerated India network land and expand, including acquisition of a leading network operator with a local team and hardware deployment in 40 data centres
- Strong YTD performance with Oct-25 ARR of A$260.1 million (+22% vs pcp[4]), NRR increasing to 109% (+3 percentage points vs pcp[5]) and Q1 FY26 Revenue of A$62.9 million (+21% vs pcp[6])
- FY26 guidance unchanged[7]

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[1] Based on Upfront Consideration of US$150 million divided by Latitude.sh Annual Recurring Revenue (**ARR**) for September 2025 of US$43.1 million.

[2] Based on Upfront Consideration of US$150 million divided by Latitude.sh FY25 Adj. EBITDA of US$18.0 million (refer to page 35 of the Investor Presentation for further details, which presents Latitude.sh financials in A$ assuming A$:US$ FX rate of 0.65).

[3] Represents estimated growth in addressable market between 2024 and 2027.

[4] Compared to Oct-24 (up 19% on a constant currency basis).

[5] Compared to Oct-24.

[6] Compared to Oct-24.

[7] Refers to guidance on page 26 of FY25 full year results investor presentation lodged with ASX on 21-Aug-25, and excludes the impact of the Latitude.sh acquisition and India network land and expand.

Brisbane, AUSTRALIA, Megaport Limited (**Megaport** or **Company**) (**ASX:MP1**), the world's leading Network-as-a-Service (**NaaS**) provider, today announced a fully underwritten A$200 million institutional placement (**Placement**) to fund the acquisition of Latitude.sh and accelerate Megaport's network expansion into India.

ACQUISITION OF LATITUDE.SH

Megaport has agreed to acquire Latitude.sh, a leading global Compute-as-a-Service company delivering high-performance compute infrastructure, for Upfront Consideration of US$150 million and Contingent Consideration of up to US$150 million (the **Acquisition**).

The Acquisition creates a global software platform where networks and compute converge to connect critical workloads. The logical expansion of connecting automated networks with automated compute accelerates Megaport's strategy of automating network infrastructure to power the cloud, AI and data centre ecosystems.

By integrating Latitude.sh into Megaport's global private high-speed network, enterprises will be able to spin up compute and seamlessly interconnect with clouds, partners, and data centers worldwide, on-demand.

"*Megaport has long been trusted by the world's largest enterprises to move workloads seamlessly between data centres and the cloud*" said Michael Reid, CEO of Megaport. "*By bringing Latitude.sh into the fold, we're extending that promise beyond the network – into high-performance, optimised compute.*"

"*This acquisition marks a new chapter for Megaport*" Mr. Reid continued. "*We are building a global platform where network and compute converge. This positions Megaport at the heart of the hybrid cloud and AI-driven future.*"

ABOUT LATITUDE.SH

Latitude.sh is a globally scalable Compute-as-a-Service platform. It provides automated high-performance compute infrastructure that enables customers to scale their workloads.

Latitude.sh provides its services through a highly differentiated automation platform serving over 1,150 customers across 10 countries. Its services are offered through a modern fleet of over 7,700 servers[8], with its CPUs having an 18-month payback period[9] and generating a 3x money multiple[10].

Latitude.sh has relied on its product-led growth strategy to grow ARR at a CAGR of over

[8] As at 30-Sep-25.
[9] For CPUs assuming a 7-year useful life. CPU server payback refers to month required for cumulative EBITDA to exceed initial server capex.
[10] Money multiple defined as the expected returns for every $1 of investment. For example, a 3x money multiple represents a $3 return on every $1 on CPU server investment.

50% per annum[11]. Latitude.sh's ARR as at Sep-25 was US$43.1 million.

For the six months ending 30-Jun-26 (H2 FY26), Latitude.sh estimates to achieve revenue of US$25-30 million.

LATITUDE.SH ACQUISITION RATIONALE

The Acquisition is highly strategic and financially compelling for the following key reasons:

- ***Strong alignment with our guiding principles:*** Latitude.sh is a globally scalable, high-performance software platform that automates infrastructure. It is similar to Megaport and offers customers Compute-as-a-Service which can be provisioned on demand.
- ***Strategic entry into high-growth market:*** extends Megaport beyond the network into a US$13 billion compute market that is expected to grow at 20% CAGR[12]. The market is being supported by customers increasingly seeking to run critical workloads globally, with low latency. Latitude.sh's CPU / GPU capabilities support deployed inference and training workloads closest to users, partners and data centres.
- ***High growth and profitable***: represents a high-growth and profitable acquisition for Megaport, with its product-led growth strategy allowing it to grow ARR at a historical CAGR of over 50% per annum[13]. Latitude.sh is also profitable and generating Adj. EBITDA margins of ~50%[14], with sustaining capex expected to be ~14% of revenue.
- ***Compelling valuation and strong alignment of incentives***: compelling acquisition price and derisked 50/50 transaction structure. Upfront Consideration of US$150 million equivalent to 3.5x Sep-25 ARR of US$43.1 million and 8.3x FY25 Adj. EBITDA of US$18.0 million[15]. There is also strong alignment of incentives with the Contingent Consideration of up to US$150 million dependent on achievement of revenue milestones and value creative integration targets, which reduces the Acquisition revenue multiple as they are achieved.
- ***High returning and enhanced financial metrics***: acquisition enhances financial metrics across Revenue and EBITDA, with positive contribution to free cash flow planned beyond our "Accelerate Revenue" phase, focusing on near-term growth opportunity. On a historical FY25 pro forma basis,[16] Revenue increases by more than 20% and Adj. EBITDA increases by more than 40%.

[11] Based on ARR CAGR from Sep-22 to Sep-25.
[12] Represents estimated growth in addressable market between 2024 and 2027.
[13] Based on ARR CAGR from Sep-22 to Sep-25.
[14] Adj. EBITDA margin of 50% for Latitude.sh based on expected margins in the near-term, reflecting due diligence undertaken by Megaport as well as investments required under Megaport ownership.
[15] Based on Upfront Consideration of US$150 million divided by Latitude.sh FY25 Adj. EBITDA of US$18.0 million (refer to page 35 of the Investor Presentation for further details, which presents Latitude.sh financials in A$ assuming A$:US$ FX rate of 0.65).
[16] Based on FY25 pro-forma financials. EBITDA based on Adj. EBITDA margin of 50% for Latitude.sh based on expected margins in the near-term, reflecting due diligence undertaken by Megaport as well as investments required under Megaport ownership.

NEW COMPUTE DIVISION

As part of the Acquisition and to continue to provide transparent financial disclosure to shareholders, Megaport will establish a new 'Compute Division' under which Latitude.sh will operate. Latitude.sh's CEO will be appointed as Head of the Compute Division, reporting directly to Megaport's CEO.

The new Compute Division will share the benefit of Megaport's go-to-market support and corporate services. Megaport intends to invest in a specialist Compute sales team to further support Compute enterprise sales.

INDIA NETWORK LAND AND EXPAND STRATEGY

Megaport today also announced an investment of approximately A$43 million to achieve an accelerated India network land and expand, through:

- Acquisition of a leading network operator with a local team, approximately 400 active customers, 40 data centre locations and ARR of approximately A$6 million.
- Investment into the build-out of the existing sites in India with Megaport NaaS hardware, allowing for the sale of Megaport product vertical in addition to its existing offerings.
- Strong demand from existing Megaport customers for access to India.

TRADING UPDATE AND FY26 GUIDANCE

Through the first four months of FY26, Megaport has demonstrated strong financial performance and is pleased to report the following:

- Annual Recurring Revenue (**ARR**) of A$260.1 million for Oct-25, up +22% compared to Oct-24 (+19% on a constant currency basis);
- Net Revenue Retention (**NRR**) has increased to 109% for Oct-25, up +3 percentage points compared to Oct-24; and
- Q1 FY26 Revenue of A$62.9 million, up +21% compared to Q1 FY25 ending 30-Sep-24.

Megaport's FY26 guidance (excluding any impact of the Acquisition and India network land and expand) remains unchanged from the guidance provided at the FY25 full year results on 21 August 2025.

LATITUDE.SH ACQUISITION DETAILS

Under the terms of the Acquisition, Megaport to acquire 100% of the equity interests in two Latitude.sh entities in the USA and Brazil (collectively, **Latitude.sh**) for:

- Total upfront consideration of US$150 million comprising US$70 million in cash (**Upfront Cash**) and issuance of approximately 7.8 million Megaport shares equivalent to US$80 million[17] (**Upfront Shares**), (together the **Upfront Consideration**); and

- up to an additional US$150 million of contingent consideration (**Contingent Consideration**).

Upfront Consideration

The Upfront Cash will be funded with cash raised under the Placement and payable on completion of the Latitude.sh Acquisition (**Completion**). The Upfront Shares will be issued following the first anniversary of completion which acts like a 12-month voluntary escrow[18].

The Upfront Consideration implies a multiple of 3.5x Sep-25 ARR of US$43.1 million and 8.3x FY25 Adj. EBITDA of US$18.0 million[19].

Contingent Consideration

In addition to the Upfront Consideration, Latitude.sh vendors are also eligible for up to US$150 million of Contingent Consideration. The Contingent Consideration is split equally into three US$50 million milestones over the next three years based on revenue targets and successful integration of the Latitude.sh business[20].

Subject to the achievement of the Contingent Consideration milestones, Megaport can elect to pay in any combination of cash and Megaport shares at its sole discretion[21].

Performance Payments

To derisk the Latitude.sh Acquisition for Megaport shareholders and incentivise key members of the Latitude.sh management team, up to US$100 million of the Contingent Consideration is subject to Latitude.sh meeting specific revenue performance targets over the next two years (the **Performance Payments**):

- CY26 Performance Payment: a base revenue performance payment of US$25 million if CY26 revenue of US$51.9 million is achieved with the payment increasing to up to US$50 million for outperformance if CY26 revenue of $74.2 million is achieved; and
- CY27 Performance Payment: a base revenue performance payment of US$25 million if CY27 revenue of US$80.5 million is achieved with the payment increasing to up to

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[17] The number of Shares comprising the scrip component of the Upfront Consideration has been fixed based on the 30-day VWAP for Megaport of A$15.61 and the 30-day average A$:US$ exchange rate of 0.6537 up to and including 10-Nov-25 and will be issued under Megaport's existing Listing Rule 7.1 capacity.

[18] Megaport may defer timing of issuance of the shares by up to a further 3 weeks from the 12-month anniversary of completion to manage cleansing requirements.

[19] Based on Upfront Consideration of US$150 million divided by Latitude.sh FY25 Adj. EBITDA of US$18.0 million (refer to page 35 of the Investor Presentation for further details, which presents Latitude.sh financials in A$ assuming A$:US$ FX rate of 0.65).

[20] To remain entitled to any part of the Contingent consideration, a Latitude.sh vendor must not be a bad leaver at the relevant testing date (including, in the case of the Integration Payment, at the final testing date of 31-Dec-28, even if the integration targets are achieved at an earlier testing date).

[21] Megaport's ability to pay the Contingent Consideration in Shares is conditional upon receiving Shareholder approval under ASX Listing Rule 7.1. Megaport will seek that approval in CY2026 and intends to cap the maximum number of Shares at 14,591,316 (representing 9.0% of existing shares on issue of 161,811,366 as at 10-Nov-25). If that number of Shares is insufficient to fund the full value of the Contingent Consideration payable, the balance will be paid in cash. Megaport will apply for a waiver of Listing Rule 7.3.4 from ASX to be able to seek shareholder approval of the issue these shares at a single shareholder meeting that will be more than 3 months prior to the date of issuance of those shares. If the waiver is granted, a separate announcement will be provided to ASX by Megaport setting out a summary of that waiver.

US$50 million for outperformance if CY27 revenue of $115.0 million is achieved.

Latitude.sh shareholders are eligible for a catch-up payment if CY27 revenue exceeds US$115.0 million and maximum CY26 Performance Payment is not achieved in full[22].

To support the achievement of the Performance Targets, Megaport undertakes to make available approved capex[23] of US$38.5 million in CY26 and US$47.0 million in CY27 (the **Capex Undertaking**).

Latitude.sh may be eligible for a capex shortfall payment where Megaport does not comply with the Capex Undertaking and Performance Targets are not achieved in full[24].

The CY26 and CY27 capex spend is expected to be mostly self-funded from Latitude.sh operating cash flows, with typical payback of 18 months on CPUs assuming 7-year useful life.

Integration Payment

US$50 million is payable if new servers are deployed globally after closing and integrated with Megaport's network backbone by 31 December 2028 (the **Integration Payment**). This payment is on an all-or-nothing basis.

Minimal Conditionality

Completion of the Latitude.sh Acquisition is subject to customary conditions including standard business waivers and consents and there being no material adverse change to Latitude.sh. No regulatory approvals are required.

Completion is expected to occur on or before 31 December 2025.

Further details on the key transaction terms can be found in Appendix B of the Investor Presentation.

EQUITY RAISING DETAILS

Megaport today launched a fully underwritten A$200 million institutional Placement to:

- Fund the Upfront Cash of US$70 million to acquire Latitude.sh, equivalent to approximately A$108 million[25];
- Fund the India network land and expand strategy for total investment of approximately A$43 million;
- Fund one-off transaction costs of approximately A$20 million; and
- Raise approximately A$29 million of additional cash to retain as cash liquidity.

Following the Placement, Megaport will have total pro forma liquidity of A$161 million (excluding proceeds from the SPP), comprising pro forma cash of A$131 million[26] and

[22] Subject to a cap of no more than US$100 million of Performance Payments.
[23] Capex needs be approved by Megaport and invested with the aim of increasing revenue of the Compute Division.
[24] The aggregate of any capex shortfall payment and Performance Payments will be capped at a maximum of US$100 million.
[25] US$70 million converted to A$ at an assumed A$:US$ exchange rate of 0.65.
[26] Megaport A$102 million of cash and cash equivalents as at 30-Jun-25, plus A$29 million of cash to balance sheet.

A$30 million of undrawn debt facilities prior to any potential increase in facility limits. This, in addition to operating cash, is expected to provide sufficient liquidity to fund the Capex Undertakings and the Contingent Consideration (if achieved in full and if Megaport elects, in its sole discretion, to fully cash fund) and retain optionality to accelerate growth.

Placement

The Placement will be conducted at a fixed offer price of A$14.30 per new share (**Placement Price**) representing a 6.5% discount to Megaport's last close price of A$15.30 on 10 November 2025.

The Placement will result in approximately 14.0 million new fully paid ordinary shares (**New Shares**) being issued, representing around 8.6% of existing shares on issue[27].

It is intended that eligible institutional shareholders who bid for an amount less than or equal to their 'pro rata' share of New Shares under the Placement will be allocated their full bid, on a best endeavours basis[28].

The Placement and the issuance of the Upfront Shares is within the Company's existing placement capacity under ASX Listing Rule 7.1.

Share Purchase Plan

Megaport will also offer eligible Australian and New Zealand shareholders the opportunity to participate in a non-underwritten Share Purchase Plan (**SPP**), targeting to raise up to A$20 million.

Any funds raised under the SPP will be used for general corporate and working capital purposes.

Under the SPP, eligible shareholders will be entitled to subscribe to up to A$30,000 worth of New Shares (the **SPP Shares**), free of transaction and brokerage costs and subject to scale back in accordance with the policy set out in the SPP offer booklet. Further details of the SPP and the SPP offer booklet will be released in due course.

SPP Shares will be issued at the lower of the Placement Price and a 2.5% discount to the 5-day VWAP of Megaport shares up to and including the closing date of the SPP offer period, to the nearest cent.

SPP Record Date is 7.00pm (Sydney time) on 10 November 2025. SPP Shares will rank equally with existing Megaport ordinary shares from their issue date. An SPP booklet with

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[27] Based on Megaport's existing ordinary shares on issue of 161,811,366. The Placement is not conditional on shareholder approval and will be undertaken utilising Megaport's existing Listing Rule 7.1 placement capacity.

[28] For this purpose, an eligible institutional shareholder's 'pro rata' share will be estimated by reference to Megaport's beneficial register on 24-Oct-25, but without undertaking any reconciliation and ignoring any New Shares that may be issued under the SPP. Accordingly, unlike in a rights issue, this may not truly reflect the participating shareholder's actual pro rata share. Nothing in this announcement gives a shareholder a right or entitlement to participate in the Placement, which remains solely at the determination and discretion of Megaport, and Megaport has no obligation to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining a shareholder's 'pro rata' share. To the maximum extent permitted by law, Megaport and the underwriters disclaim all and any duty or liability (including for negligence) in respect of the determination of a shareholders 'pro rata' share. Eligible institutional shareholders who bid for more than their 'pro rata' share of New Shares are expected to be allocated at least their 'pro rata' share of New Shares on a best endeavours basis, and any excess may be subject to scaleback.

further details on the SPP is expected to be sent to eligible shareholders, in accordance with their communications election, on or around 18 November 2025.

For questions regarding the SPP, please call the SPP information line during the SPP Offer period (expected to commence on 18 November 2025) on 1300 850 505 (for callers within Australia) or +61 3 9415 4000 (for callers outside Australia), between 8.30am to 5.30pm (Sydney time) Monday to Friday, excluding public holidays.

Indicative Timetable for Placement and SPP

Event	Date
Record date for SPP (7:00pm)	Monday, 10 November 2025
Trading halt, announcement of Latitude.sh Acquisition, Placement and SPP	Tuesday, 11 November 2025
Placement bookbuild	Tuesday, 11 November 2025
Announcement of the completion of the Placement	Wednesday, 12 November 2025
Trading halt lifted	Wednesday, 12 November 2025
Settlement of New Shares issued under the Placement	Friday, 14 November 2025
Allotment and normal trading of New Shares issued under the Placement	Monday, 17 November 2025
Despatch of SPP Booklet and expected SPP offer opening date (9:00am)	Tuesday, 18 November 2025
Expected SPP offer closing date (5:00pm)	Thursday, 4 December 2025
Announcement of results of SPP	Thursday, 11 December 2025
Issue and allotment of New Shares issued under the SPP	Thursday, 11 December 2025
Normal trading of New Shares under the SPP	Friday, 12 December 2025
Despatch of holding statements in respect of New Shares issued under the SPP	Early January 2026

The timetable is indicative only and the dates and times are subject to change. All dates and times refer to Sydney, Australia times.

ADDITIONAL INFORMATION

Further details of the transaction to acquire Latitude.sh and the equity raising are set out in the Investor Presentation also lodged on the ASX today.

The Investor Presentation contains important information including key transaction terms as well as key risks, a summary of the terms of underwriting of the Placement and foreign selling restrictions with respect to the equity raising.

ADVISERS

BofA Securities acted as financial adviser to Megaport on its acquisition of Latiude.sh, and Cooley LLP, Pinheiro Neto Advogados and Gilbert + Tobin respectively acted as US, Brazilian and Australian legal counsel on the acquisition of Latiude.sh. BofA Securities and UBS Securities Australia Limited are the Joint Lead Managers and Underwriters to the Placement and Gilbert + Tobin acted as legal adviser to Megaport on the equity raising.

Citizens JMP Securities, LLC acted as financial adviser to Latitude.sh and Linklaters LLP, Allens, BMA Advogados respectively acted as US, Australian and Brazilian counsel to Latitude.SH. BZCP Advogados acted as Brazilian counsel to the Latitude.sh founders.

Authorised by the Board of Megaport Limited.

SUPPORTING REFERENCES

- Visit Megaport: https://megaport.com
- Subscribe for ASX announcements here
- Follow Megaport on LinkedIn
- Learn more about MCR and MVE
- For definitions refer to the Glossary for Investors in our Business Overview

ABOUT MEGAPORT

Megaport is changing how businesses connect their infrastructure, with one smart and simple platform to manage every connection. Build secure, scalable, and agile networks in just a few clicks, accessing global endpoints and creating private paths in minutes. Trusted by the world's leading companies, Megaport partners with global service providers, DC operators, systems integrators, and managed services companies, and operates in 1,000+ enabled locations worldwide. Megaport is ISO/IEC 27001 certified. Join the network revolution at megaport.com.

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IMPORTANT NOTICES

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Future performance and forward-looking statements

This announcement may contain certain forward-looking statements, forecasts, estimates, projections and comments about future events, including Megaport's beliefs, assumptions and expectations regarding plans, strategies and objectives of management, the completion and the effect of the acquisition of Latitude.sh, the timetable and outcome of the Placement and SPP and the use of the proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "goals", "aims", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance (including after the acquisition of Latitude.sh) are also forward-looking statements. Forward looking statements involve inherent risks and uncertainties, both general and specific, including the risk factors described under the "Key risks" section of the Investor Presentation relating to the acquisition of Latitude.sh, and there is a risk that such predictions, forecasts, projections and other forward-looking statements will not be achieved. A number of important factors, both known and unknown, could cause the Megaport's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements, and many of these factors are beyond the Megaport's control, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. As such, there can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

Any forward-looking statements are provided as a general guide only and should not be relied on as an indication or guarantee or predictions of future performance. As such, no undue reliance should be placed on any forward-looking statement, particularly in light of the current economic climate and certain geopolitical tensions. Past performance is not necessarily a guide to future performance, and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward-looking statements or other forecast. Nothing contained in this announcement or any other information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Megaport. None of Megaport, the underwriters, their respective related companies and/or related bodies corporate (as applicable), securityholders or affiliates, or any of their respective officers, directors, employees, affiliates, partners, representatives, consultants, agents or advisers (each a **Limited Party**) makes any representation or warranty as to the accuracy of any forward-looking statements contained in this announcement. Forward looking statements speak only as at the date of this announcement, and the Limited Parties disclaim any obligations or undertakings to release any update of, or revisions to, any forward-looking statements in this announcement (including to reflect any change in expectations or assumptions), except as required by law or regulation (including the ASX Listing Rules).

General

Nothing contained in this announcement constitutes financial product, legal, tax or other advice or recommendation. It does not take into account the investment objectives, financial situation or needs of any particular investor. Before making any investment decision in respect of Megaport, prospective investors should consider the appropriateness of the information in this announcement and Megaport's other announcements having regard to their own investment objectives, financial situations and needs and with their own professional advice. Megaport is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.