



# Megaport

## **Appendix 4D**

Half-year Financial Report

For the half-year ended  
31 December 2025

## Appendix 4D

The following information sets out the requirements of the Appendix 4D of Megaport Limited ('the Company') and its controlled entities ('the Group') with the stipulated information either provided here or cross referenced to the report for the half-year ended 31 December 2025 ('half-year financial report').

This Appendix 4D covers the reporting period from 1 July 2025 to 31 December 2025. The previous corresponding period is 1 July 2024 to 31 December 2024.

## Results for Announcement to the Market

### Summary of Financial Information

	1 July 2025 to 31 December 2025 \$'000	1 July 2024 to 31 December 2024 \$'000	Change \$'000	Change %
Revenue from ordinary activities	134,858	106,757	28,101	26 %
Gross profit	97,635	74,650	22,985	31 %
EBITDA	35,280	27,581	7,699	28 %
Net (loss)/profit after tax	(19,072)	886	(19,958)	n.m

### Dividends

No dividend has been proposed or declared in respect of the period ended 31 December 2025.

### Explanation of revenue and (loss)/profit from ordinary activities

Refer to the Director's Report 'Review of Operations' section in the half-year financial report for commentary on the results for the period and explanations to understand the Group's revenue and profit from ordinary activities.

### Net Tangible Asset Backing

	31 December 2025 cents	31 December 2024 cents
Net tangible asset backing per share on issue^	14.92	78.91

^Calculates as net assets less intangible assets divided by the number of shares on issue

The number of Megaport shares on issue at 31 December 2025 was 177,543,365 shares (31 December 2024: 160,375,680 shares).

### Entities over which control has been gained or lost during the period

During the half year, 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.

The Group also acquired 100% of the issued share capital of Extreme Infocom Private Limited ('Extreme IX'), an Internet Exchange operator based in India.

Further details of these transactions are disclosed under Note 13 to the half-year financial statements.

## Appendix 4D (continued)

### Information about review

The information provided in the Appendix 4D is based on the half-year financial report, which has been prepared in accordance with Australian Accounting Standards and has been reviewed by the Group's auditor, Deloitte Touche Tohmatsu. A copy of the auditor's unqualified review report is included as part of the half-year financial statements.

# HALF-YEAR FINANCIAL REPORT

For the half-year ended 31 December 2025

**Registered Office:**

Level 3

825 Ann Street

Fortitude Valley, QLD 4006

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## 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 half-year ended, 31 December 2025.

### Directors and Company Secretary

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

- Melinda Snowden
- Michael Reid
- Jay Adelson
- Michael Klayko
- Glo Gordon
- Mohit Lad
- Grant Dempsey
- Lisa Hennessy (Appointed: 5 December 2025)

Celia Pheasant was Company Secretary during the period.

### Principal activities

The Group's principal activity is the provisioning of on-demand infrastructure and interconnection services. Megaport'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 and connectivity, fully-automated and delivered on demand. Latitude.sh combines high-performance GPU and CPU instances with a global private backbone, powering mission-critical AI workloads from LLM-training to inference at scale.

### Review of operations

#### Group overview

Megaport's vision is to revolutionise global automated infrastructure. The Group's mission is to be the global leading automated infrastructure platform and Network as a Service ('NaaS') provider, changing how businesses build and connect, with one smart and simple platform to manage every connection. Customers use Megaport to 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, data centre operators, systems integrators, and managed services companies, and operates in 1,034 enabled locations worldwide.

Megaport's platform uses Software Defined Networking to enable customers to rapidly connect to hundreds of leading service providers in a flexible, on-demand, and cost-effective way. The first of its kind and the leader in the market, the Group's platform has changed the way businesses consume connectivity services by creating a model that mirrors cloud-buying capabilities and is therefore more intuitive and customer-centric than the offerings from traditional telecommunications companies.

In order to align its services closely with cloud compute and storage consumption models, the Group provides a self-serve environment for interconnection. Megaport enables customers to rapidly and flexibly connect to its partner data centres, cloud service providers, network service providers, and managed service providers, collectively known as the Ecosystem.

## Review of operations (continued)

### Group overview (continued)

Customers connect to the Ecosystem by acquiring 'Megaport's' ('Ports') and building Virtual Cross Connects ('VXCs') to their chosen destinations or services across the Megaport Network. Connectivity services can be directly controlled by customers via mobile devices and desktop environments through Megaport's portal, and its open Application Programming Interface ('API').

Latitude.sh is a globally scalable Compute as a Service platform. It provides automated high-performance compute infrastructure that enables customers to rapidly scale their workloads globally. Latitude.sh's dedicated CPU and GPU capabilities support deployed inference and training workloads closest to users, partners, and data centres.

Megaport Cloud Router ('MCR') enables customers to provision and control virtual routers through Megaport's web-based portal. Enterprises and service providers can unlock powerful use cases such as cloud-to-cloud networking and deploy Virtual Points of Presence ('VPoPs') without the need to purchase or maintain physical routing equipment. MCR enables customers to rapidly deploy services, granularly control traffic, and reduce total cost of ownership. Leading cloud service providers advocate MCR as a reference service for enabling connectivity between their cloud solutions and third-party cloud platforms.

Megaport Virtual Edge ('MVE') takes our platform beyond data centres and helps enterprises accelerate their journey into SD-WAN and Secure Access Service Edge ('SASE'). MVE enables customers to connect branch locations like office buildings, corporate campuses, and storefronts to the Megaport ecosystem of service providers. Since its launch in March 2021 Megaport has continued to accelerate the integration of MVE with many of the global leading SD-WAN providers to deliver maximum flexibility for our customers.

Megaport utilises its ecosystem of services and service providers to offer a wide range of solutions to its customers. Megaport's Hybrid Cloud solution allows customers to provision their desired hybrid network architecture utilising secure, resilient, and scalable connectivity in just a few clicks. Megaport's Cross Cloud solution allows customers to efficiently connect between multiple cloud service providers which can be managed in the one portal. Megaport's Virtual PoP solution provides customers the ability to create a secure personalised network which can be extended closer to the edge in real time, without the need to deploy hardware. Megaport Internet allows customers to utilise existing ports, MCRs, or MVEs to connect to the public internet, with scalable, flexible, internet connections activated on-demand and in less than a minute.

MegaX provides direct interconnection across a shared Layer 2 fabric for streamlined peering to both local and distant networks, while Data Centre Interconnection allows customers to connect their organisation between key metro locations with simple, fast, and direct campus connections in real time. Megaport's Global WAN as a Service solution offers customers a holistic approach to networking, combining three solutions: Hybrid Cloud Connectivity, Cross Cloud Connectivity, and Virtual PoPs across the globe, providing customers an agile, secure network that is ready to meet the high-speed demands of the digital and AI age.

Megaport generates its revenue from end-user customers and through or from external partner resellers. 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. Megaport is an ISO/IEC 27001-certified company.

## Review of operations (continued)

### Revenue-Generating Key Performance Indicators<sup>1</sup>

	Half-Yearly Performance			Trailing 12 Month Performance		
	30 June 2025	31 December 2025	Change <sup>2</sup>	31 December 2024	31 December 2025	Change <sup>3</sup>
<b>Megaport Network:<sup>4</sup></b>						
Annual Recurring Revenue ('ARR') in millions <sup>5</sup>	\$ 243.8	\$ 263.4	8 %	\$ 226.6	\$ 263.4	16 %
Net Revenue Retention - Account <sup>6</sup>	107 %	110 %	3 %	107 %	110 %	3 %
Net Revenue Retention - Logo <sup>7</sup>	109 %	111 %	2 %	108 %	111 %	3 %
Customer Logos <sup>8</sup>	2,873	3,040	6 %	2,720	3,040	12 %
Large Customers <sup>9</sup>	629	676	7 %	588	676	15 %
Total Services <sup>10</sup>	33,894	37,077	9 %	31,677	37,077	17 %
<b>Megaport Compute:<sup>11</sup></b>						
Annual Recurring Revenue ('ARR') in millions (USD) <sup>12</sup>	n/a	\$ 45.0	n.m.	n/a	\$ 45.0	n.m.

n.m. = not meaningful

<sup>1</sup> Revenue-generating key performance metrics are those with billed revenue in the period, and active at the end of the period. Megaport's historical Revenue-generating KPIs can be found on our website at <https://www.megaport.com/investor/business-overview/#kpis>.

<sup>2</sup> Change in the 6-month performance at 31 December 2025 to the prior corresponding period ended 30 June 2025.

<sup>3</sup> Change in the 12-month performance at 31 December 2025 to the prior corresponding period ended 31 December 2024.

<sup>4</sup> Network refers to Megaport's pre-existing NaaS business and does not include any contribution from the acquisition of Latitude.sh.

<sup>5</sup> 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.

<sup>6</sup> Net Revenue Retention ('NRR') - Account is the percentage of revenue retained from existing individual customer accounts after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period. This measure will be replaced by the logo definition going forward.

<sup>7</sup> Net Revenue Retention ('NRR') - Logo is the percentage of revenue retained from existing customer logos after accounting for expansion and churn. NRR is measured in constant currency over a 12 month period.

<sup>8</sup> Customer Logos reflect a consolidation of revenue generating customer accounts, where those accounts are owned by the parent company.

<sup>9</sup> Large Customers are customers whose ARR contribution is equal to or greater than \$100,000.

<sup>10</sup> Total Megaport Network Services comprises revenue-generating Ports, Virtual Cross Connections (VXCs), Internet Exchange (IX), Megaport Cloud Router (MCR), and Megaport Virtual Edge (MVE).

<sup>11</sup> Compute refers only to the contribution of Latitude.sh (which was acquired in November 2025) to the Megaport business

<sup>12</sup> 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.



## Review of operations (continued)

### Financial Performance

During the half-year ended 31 December 2025, Megaport Network drove consistent growth across key metrics including ARR<sup>13</sup>, Customer Logos<sup>14</sup>, Large Customers<sup>15</sup> and Total Megaport Network Services<sup>16</sup>. The Group's consolidated revenue, including Compute services, for the period was \$134.9 million (31 December 2024: \$106.8 million), an increase of \$28.1 million or 26%. The Americas grew by 34%, Asia Pacific by 13%, and Europe by 23%. Reported revenue by operating segment for the half-year ended 31 December is set out below:

Operating segment	31 December 2025		31 December 2024	
	\$M	%	\$M	%
The Americas	81.2	60 %	60.8	57 %
Asia Pacific	32.1	24 %	28.5	27 %
Europe	21.6	16 %	17.5	16 %
<b>Total</b>	<b>134.9</b>	<b>100 %</b>	<b>106.8</b>	<b>100 %</b>

Gross profit for the half-year ended 31 December 2025 was \$97.6 million (31 December 2024: \$74.7 million), an increase of 31%. The Group has reported a gross margin of 72% for the period ended 31 December 2025 (31 December 2024: 70%).

EBITDA<sup>17</sup> for the period was \$35.3 million (31 December 2024: \$27.6 million). The Group's net loss for the period amounted to \$19.1 million (31 December 2024: profit of \$0.9 million). When excluding acquisition related costs of \$15.8 million, the Group's net loss after tax was \$3.3 million.

### Financial Position

Megaport holds a strong financial position with net current assets of \$101.2 million (30 June 2025: \$77.9 million), cash and cash equivalents balance of \$206.3 million (30 June 2025: \$102.1 million), Net Cash<sup>18</sup> of \$177.0 million (30 June 2025: \$87.8 million) and total equity of \$497.9 million (30 June 2025: \$178.7 million).

### Business Highlights - Megaport Network<sup>19</sup>

In December 2025, Megaport Network generated ARR<sup>13</sup> of \$263.4 million, and reached 3,040 Customer Logos<sup>14</sup> (30 June 2025: 2,873) across 1,034 Enabled Data Centres (30 June 2025: 983) in 201 cities (30 June 2025: 185 cities). Of these Data Centres, 582 were located in The Americas, 277 in Europe, and 175 in Asia Pacific.

Total Megaport Network Services<sup>16</sup> at 31 December 2025 was 37,077, up 9% compared to 30 June 2025.

Megaport continues to invest in its go-to-market ('GTM') capability, product and engineering, global network, and data centre footprint during the half-year, to drive top-line growth:

- Increased investment in GTM capability, product innovation, global network, ecosystem, compute platform and data centre footprint to accelerate growth in ARR<sup>13</sup> over the medium term, particularly in The Americas.
- Megaport Network<sup>19</sup> services are available in a total of 26 countries. When including Latitude.sh's global footprint and the acquisition of Extreme IX in India, the total number of countries is 30.
- Megaport passed 1,000 enabled locations worldwide in August, which means that Megaport is available in over 10% of all data centres globally. A current list of the 1,000+ locations today can be found using the [Megaport Enabled Locations](#) tool.
- Launch of 400G ports with immediate customer adoption: This addition to the Megaport network offering gives enterprises, cloud builders, and service providers access to ultra-high bandwidth on demand, ideal for customers running dense interconnect, HPC, AI workloads, or large data pipelines.
- Megaport added two new Internet markets, Italy and Sweden, and expanded 100G Internet into 16 metros.

<sup>13</sup> 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.

<sup>14</sup> Customer Logos reflect a consolidation of revenue generating customer accounts, where those accounts are owned by the parent company.

<sup>15</sup> Large Customers are customers whose ARR contribution is equal to or greater than \$100,000.

<sup>16</sup> Total Megaport Network Services comprises revenue-generating Ports, Virtual Cross Connections (VXCs), Internet Exchange (IX), Megaport Cloud Router (MCR), and Megaport Virtual Edge (MVE).

<sup>17</sup> 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). Refer Note 2 'Segment information' in the half-year financial statements for the reconciliation from EBITDA to the net profit/(loss) for the half year.

<sup>18</sup> Net Cash is cash at bank less debt (including the network financing liability). Net Cash as at 31 December 2025 comprises cash at bank of \$206.3 million less the amount outstanding under the network finance facility of \$29.4 million.

<sup>19</sup> Network refers to Megaport's pre-existing NaaS business and does not include any contribution from the acquisition of Latitude.sh.

## Review of operations (continued)

### Business Highlights (continued)

- Megaport expanded its high-speed 100G Virtual Cross Connects ('VXCs') to 802 locations, giving customers unmatched geographical freedom to manage data-heavy applications and large-scale cloud migrations.
- Enterprise-grade security and control products: Megaport added packet filtering to MCR, introduced IPsec tunnels, introduced console access for MVE, and added SCION with Anapaya to the MVE platform.
- Megaport acquired Latitude.sh, a global Compute as a Service platform that delivers high-performance, dedicated CPU and GPU infrastructure on demand.
- Announced investment of c. A\$43 million to accelerate our network expansion in India. This included the acquisition of Extreme IX, India's leading Internet Exchange operator.
- Megaport raised \$218.2 million in equity on ASX via a fully underwritten \$200 million institutional placement and \$18.2 million via a Share Purchase Plan.

## Rounding off of amounts

The Company is a company of the kind referred to in ASIC Corporations (Rounding in Financials/Directors' Reports) Instrument 2016/191, dated 24 March 2016 (Corporate Instrument). In accordance with the Corporations Instrument, amounts in the Directors' Report and the half-year financial statements are rounded off to the nearest thousand dollars (\$'000), unless otherwise indicated.

## Auditor's independence declaration

A copy of the auditor's independence declaration is required under section 307C of the *Corporations Act 2001* and is set out on page 7.

Signed in accordance with a resolution of the Directors made pursuant to s306(3) of the *Corporations Act 2001*.

On behalf of the Directors



**Melinda Snowden**

Chair & Non-Executive Director  
20 February 2026

20 February 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 review of the half year financial report of Megaport Limited for the half year ended 31 December 2025, 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 review; and
- Any applicable code of professional conduct in relation to the review.

Yours faithfully

  
DELOITTE TOUCHE TOHMATSU



**Stephen Tarling**  
Partner  
Chartered Accountants

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	31 December 2025 \$'000	31 December 2024 \$'000
<b>Continuing operations</b>			
Revenue	2, 3	134,858	106,757
Direct network costs		(22,035)	(19,471)
Partner commissions		(15,188)	(12,636)
<b>Gross profit</b>		<b>97,635</b>	<b>74,650</b>
Interest income		1,711	774
Employee expenses		(47,189)	(35,570)
Professional fees		(2,562)	(2,446)
Marketing, events and conference expenses		(3,962)	(2,030)
Travel expenses		(2,706)	(2,019)
IT costs		(2,571)	(1,883)
Equity-settled employee costs		(12,892)	(8,497)
Depreciation and amortisation expense		(26,162)	(18,099)
Fair value gain on contingent consideration		4,858	–
Finance costs		(1,920)	(644)
Foreign exchange losses		(3,234)	(1,547)
Acquisition related costs	13	(15,791)	–
Other expenses		(3,388)	(3,668)
<b>Loss before income tax</b>		<b>(18,173)</b>	<b>(979)</b>
Income tax (expense)/benefit		(899)	1,865
<b>Net (loss)/profit for the period</b>		<b>(19,072)</b>	<b>886</b>
<b>Other comprehensive income/(loss), net of tax</b>			
<b>Items that may be reclassified subsequent to profit or loss:</b>			
Exchange differences arising on the translation of foreign operations	11	(11,466)	10,760
<b>Total other comprehensive (loss)/income, net of income tax</b>		<b>(11,466)</b>	<b>10,760</b>
<b>Total comprehensive (loss)/income for the period</b>		<b>(30,538)</b>	<b>11,646</b>
<b>(Loss)/earnings per share</b>			
		<b>\$</b>	<b>\$</b>
Basic and diluted (loss)/earnings per share		(0.12)	0.01

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

## Condensed Consolidated Statement of Financial Position

		31 December 2025 \$'000	30 June 2025 \$'000
	Notes		
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		206,322	102,067
Trade and other receivables		20,039	16,019
Contract assets		9,716	11,091
Income tax receivable		590	108
Other assets		11,558	5,769
<b>Total current assets</b>		<b>248,225</b>	<b>135,054</b>
<b>Non-current assets</b>			
Property, plant and equipment	4	118,228	41,893
Intangible assets	5	471,443	46,542
Right-of-use assets	6	68,800	14,549
Deferred tax assets		22,217	22,166
Other assets		6,125	–
<b>Total non-current assets</b>		<b>686,813</b>	<b>125,150</b>
<b>Total assets</b>		<b>935,038</b>	<b>260,204</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	7	88,217	36,118
Borrowings	9	8,576	6,536
Lease liabilities	6	28,873	8,400
Provisions		5,905	4,986
Income tax payable		1,813	212
Other financial liabilities	10	6,389	–
Other liabilities		7,296	921
<b>Total current liabilities</b>		<b>147,069</b>	<b>57,173</b>
<b>Non-current liabilities</b>			
Trade and other payables	7	4,749	–
Borrowings	9	12,172	6,713
Lease liabilities	6	34,881	6,648
Provisions		729	635
Other financial liabilities	10	200,315	–
Other liabilities		738	–
Deferred tax liabilities		36,456	10,350
<b>Total non-current liabilities</b>		<b>290,040</b>	<b>24,346</b>
<b>Total liabilities</b>		<b>437,109</b>	<b>81,519</b>
<b>Net assets</b>		<b>497,929</b>	<b>178,685</b>
<b>Equity</b>			
Issued capital	8	666,473	440,882
Reserves		121,588	8,941
Other equity		(11,914)	(11,914)
Accumulated losses		(278,218)	(259,224)
<b>Total equity</b>		<b>497,929</b>	<b>178,685</b>

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

## Condensed Consolidated Statement of Changes in Equity

	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
Profit for the period		—	—	—	886	886
Other comprehensive income		—	10,760	—	—	10,760
<b>Total comprehensive income for the period</b>		<b>—</b>	<b>10,760</b>	<b>—</b>	<b>886</b>	<b>11,646</b>
Transactions with owners in their capacity as owners:						
Transfer from equity-settled employee benefits reserves		8,135	(8,240)	—	105	—
Vesting of equity-settled share based payments		—	9,871	—	—	9,871
<b>Balance at 31 December 2024</b>		<b>430,809</b>	<b>14,748</b>	<b>(11,914)</b>	<b>(258,046)</b>	<b>175,597</b>
Balance at 1 July 2025		440,882	8,941	(11,914)	(259,224)	178,685
Loss for the period		—	—	—	(19,072)	(19,072)
Other comprehensive loss		—	(11,466)	—	—	(11,466)
<b>Total comprehensive loss for the period</b>		<b>—</b>	<b>(11,466)</b>	<b>—</b>	<b>(19,072)</b>	<b>(30,538)</b>
Transactions with owners in their capacity as owners:						
Shares issued - Institutional placement	8	200,000	—	—	—	200,000
Shares issued - Share purchase plan	8	18,193	—	—	—	18,193
Share issue costs	8	(4,812)	—	—	—	(4,812)
Transfer from equity-settled employee benefits reserves	8	12,210	(12,288)	—	78	—
Deferred shares arising from business combinations	13	—	123,024	—	—	123,024
Vesting of equity-settled share based payments		—	13,377	—	—	13,377
<b>Balance at 31 December 2025</b>		<b>666,473</b>	<b>121,588</b>	<b>(11,914)</b>	<b>(278,218)</b>	<b>497,929</b>

^Represents adjustment arising from common-control transactions

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

## Condensed Consolidated Statement of Cash Flows

	Notes	31 December 2025 \$'000	31 December 2024 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers		150,226	116,147
Payments to suppliers and employees		(115,345)	(85,190)
Interest received		1,625	806
Income taxes paid		(487)	(87)
<b>Net cash flows from operating activities</b>		<b>36,019</b>	<b>31,676</b>
<b>Cash flows from investing activities</b>			
Payments for acquisition of subsidiaries, net of cash acquired		(107,711)	–
Payments for property, plant and equipment		(24,883)	(11,479)
Payments for intangible assets		(9,196)	(5,554)
Proceeds from disposal of property, plant and equipment		457	7
<b>Net cash flows used in investing activities</b>		<b>(141,333)</b>	<b>(17,026)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of new shares		218,193	–
Share issue transaction costs		(4,775)	–
Proceeds from borrowings		11,329	6,000
Repayment of borrowings		(3,621)	(3,435)
Payment of principal portion of lease liabilities		(8,672)	(2,761)
Interest and other costs of finance paid		(1,654)	(610)
Transaction costs related to loans and borrowings		(97)	–
<b>Net cash flows from/(used in) financing activities</b>		<b>210,703</b>	<b>(806)</b>
Net increase in cash and cash equivalents held		105,389	13,844
Effects of exchange rate changes on cash and cash equivalents		(1,134)	3,526
Cash and cash equivalents at beginning of the period		102,067	72,434
<b>Cash and cash equivalents at end of the period</b>		<b>206,322</b>	<b>89,804</b>

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

## Notes to the Condensed Consolidated Financial Statements

### 1. Significant accounting policies

#### (a) Statement of compliance

The half-year Condensed Consolidated Financial Statements ('half-year financial statements') are general purpose financial statements prepared in accordance with the Corporations Act 2001 and AASB 134 *Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

#### (b) Basis of preparation

The half-year financial statements do not include notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual financial report.

The accounting policies and methods of computation adopted in the preparation of the half-year financial statements are consistent with those adopted and disclosed in the Group's annual financial report for the year ended 30 June 2025, unless otherwise indicated. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

In the current half-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 <i>Amendments to Australian Accounting Standards – Lack of Exchangeability</i>	<p>Specifies how to assess whether a currency is exchangeable and how to determine the exchange rate when it is not.</p> <p>The Group does not currently have operations in any countries where the currency is not exchangeable. This pronouncement did not have a material impact on the Group's half-year financial statements.</p>

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The Company is a company of the kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, dated 24 March 2016, and in accordance with that Corporations Instrument amounts in the financial report are rounded off to the nearest thousand dollars (\$'000), unless otherwise indicated.

#### (b) 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 consideration of forecast results and margins from operations. The Group has sufficient cash reserves and monitors reserves through these 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. Accordingly, they have adopted the going concern basis in preparing the half-year financial statements.



## 2. Segment information

The following tables present information on revenue and results for the Group's operating segments as presented to the Chief Operating Decision Maker ('CODM').

Half-year ended 31 December 2025	The Americas \$'000	Asia Pacific \$'000	Europe \$'000	Total operating segments \$'000	Other <sup>1</sup> \$'000	Total \$'000
<b>Revenue<sup>2</sup></b>	<b>81,161</b>	<b>32,092</b>	<b>21,605</b>	<b>134,858</b>	<b>–</b>	<b>134,858</b>
<b>Gross profit<sup>3</sup></b>	<b>55,748</b>	<b>25,368</b>	<b>16,519</b>	<b>97,635</b>	<b>–</b>	<b>97,635</b>
<b>EBITDA<sup>4</sup></b>	<b>33,248</b>	<b>21,163</b>	<b>8,476</b>	<b>62,887</b>	<b>(27,607)</b>	<b>35,280</b>
Interest income						1,711
Depreciation and amortisation expense						(26,162)
Equity-settled employee costs						(12,892)
Fair value gain on contingent consideration						4,858
Finance costs						(1,920)
Foreign exchange losses						(3,234)
Acquisition related costs						(15,791)
Non-operating expenses <sup>5</sup>						(23)
Income tax expense						(899)
<b>Net loss for the period</b>						<b>(19,072)</b>

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. Intersegment sales during the half-year ended 31 December 2025 comprised transactions between Asia Pacific and The Americas and between Europe and the Americas have been eliminated on consolidation.
3. Gross profit is revenue less direct network costs (comprising data centre power and space, 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 benefits, foreign exchange gains/(losses), costs related to business acquisitions, fair value gains/(losses) on contingent consideration, and non-operating income/(expenses).
5. Non-operating expenses represent restructuring costs, gain/loss on disposal/write off of intangible assets, property, plant and equipment and right of use assets, and losses on discontinuation of businesses.

## 2. Segment information (continued)

Half-year ended 31 December 2024	The Americas \$'000	Asia Pacific \$'000	Europe \$'000	Total operating segments \$'000	Other <sup>1</sup> \$'000	Total \$'000
Revenue <sup>2</sup>	60,752	28,490	17,515	106,757	–	106,757
Gross profit <sup>3</sup>	38,642	22,639	13,369	74,650	–	74,650
EBITDA <sup>4</sup>	24,179	17,925	7,093	49,197	(21,616)	27,581
Interest income						774
Depreciation and amortisation expense						(18,099)
Equity-settled employee costs						(8,497)
Finance costs						(644)
Foreign exchange losses						(1,547)
Non-operating expenses <sup>5</sup>						(547)
Income tax benefit						1,865
<b>Net profit for the period</b>						<b>886</b>

- 'Other' represents head office and group services costs, whose function is to support the operating segments and growth of the global business.
- Segment revenue reported above represents revenue generated from external customers. There were no intersegment sales during the half-year ended 31 December 2024.
- Gross profit is revenue less direct network costs (comprising data centre power and space, 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.
- 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).
- Non-operating expenses represent restructuring costs, gain/loss on disposal/write off of intangible assets, property, plant and equipment and right of use assets, and losses on discontinuation of businesses.

## 3. Revenue

Megaport's standalone business 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 period (refer to Note 13) resulted in the addition of Compute Services to the Group's service offerings. The Group derived the following revenue for the period from contracts with customers (disaggregated by geographic region and service offering).

	31 December 2025 \$'000			
	The Americas	Asia Pacific	Europe	Total
Network Services	75,410	32,092	21,605	129,107
Compute Services	5,751	—	—	5,751
<b>Total</b>	<b>81,161</b>	<b>32,092</b>	<b>21,605</b>	<b>134,858</b>

	31 December 2024 \$'000			
	The Americas	Asia Pacific	Europe	Total
Network Services	60,752	28,490	17,515	106,757
Compute Services	—	—	—	—
<b>Total</b>	<b>60,752</b>	<b>28,490</b>	<b>17,515</b>	<b>106,757</b>

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

## 4. Property, plant and equipment

	\$'000
<b>Year ended 30 June 2025</b>	
Net book value at 1 July 2024	36,360
Additions	24,769
Disposals/write-down	(99)
Depreciation charge	(20,510)
Exchange differences	1,373
<b>Net book value as at 30 June 2025</b>	<b>41,893</b>
<b>Period ended 31 December 2025</b>	
Net book value at 1 July 2025	41,893
Additions	31,683
Additions through business combinations	59,106
Disposals/write-down	—
Depreciation charge	(11,799)
Exchange differences	(2,656)
<b>Net book value at 31 December 2025</b>	<b>118,228</b>

## 5. Intangible assets

	\$'000
<b>Year ended 30 June 2025</b>	
Net book value at 1 July 2024	48,668
Additions	10,389
Disposals	(16)
Amortisation charge	(13,207)
Exchange differences	708
<b>Net book value as at 30 June 2025</b>	<b>46,542</b>
<b>Period ended 31 December 2025</b>	
Net book value at 1 July 2025	46,542
Additions	7,757
Additions through business combinations	434,992
Disposals	(6)
Amortisation charge	(6,560)
Exchange differences	(11,282)
<b>Net book value at 31 December 2025</b>	<b>471,443</b>

## 6. Leases

### (a) Right-of-use assets

	\$'000
<b>Year ended 30 June 2025</b>	
Net book value at 1 July 2024	6,896
Additions	17,523
Depreciation charge	(9,603)
Terminations	(381)
Exchange differences	114
<b>Net book value as at 30 June 2025</b>	<b>14,549</b>
<b>Period ended 31 December 2025</b>	
Net book value at 1 July 2025	14,549
Additions	17,715
Additions through business combinations	45,498
Depreciation charge	(7,803)
Terminations	(316)
Exchange differences	(842)
<b>Net book value as at 31 December 2025</b>	<b>68,800</b>

## 6. Leases (continued)

### (b) Lease liabilities

	31 December 2025 \$'000	30 June 2025 \$'000
Current	28,873	8,400
Non-current	34,881	6,648
<b>Total lease liabilities</b>	<b>63,754</b>	<b>15,048</b>

## 7. Trade and other payables

	Notes	31 December 2025 \$'000	30 June 2025 \$'000
<i>Current</i>			
Trade payables	(i)	38,057	1,750
Accrued expenses	(i)	26,073	15,973
Employee entitlements		15,044	12,995
Goods and services tax payable		4,176	4,405
Other payables		2,491	461
Network maintenance financing	(ii)	2,376	534
		<b>88,217</b>	<b>36,118</b>
<i>Non-current</i>			
Network maintenance financing	(ii)	4,749	—
		<b>4,749</b>	<b>—</b>
<b>Total trade and other payables</b>		<b>92,966</b>	<b>36,118</b>

### Notes:

- (i) The increase in trade and other payables and accrued expenses is a result of the inclusion of amounts payable by Latitude.sh LLC., Latitude.sh SA, and Extreme Infocom Private Limited which were acquired by the Group during the period and amounts payable by the Group in relation to these acquisitions, refer to Note 13 for further details on these acquisitions.
- (ii) 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% (30 June 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.

## 8. Issued capital

	Number of shares		\$'000	
	31 December 2025	30 June 2025	31 December 2025	30 June 2025
Ordinary shares	177,010,381	160,790,123	661,418	439,223
Own shares	532,984	151,209	5,055	1,659
<b>Total issued capital</b>	<b>177,543,365</b>	<b>160,941,332</b>	<b>666,473</b>	<b>440,882</b>

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:

	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
Innovoeedge – Contingent consideration settled	75,000	4,758
<b>Balance at 30 June 2025</b>	<b>160,790,123</b>	<b>439,223</b>
Shares issued – Deferred shares settlement	8,036	67
Shares issued – Restricted stock units settlement	591,287	6,244
Own shares exercised and transferred to ordinary shares	241,969	2,503
Shares issued - Institutional placement	13,986,014	200,000
Shares issued - Share purchase plan	1,392,952	18,193
Share issue costs	–	(4,812)
<b>Balance at 31 December 2025</b>	<b>177,010,381</b>	<b>661,418</b>

Own shares represent the value of shares issued by the Company upon vesting of Restricted Stock Units ('RSU') 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)
<b>Balance at 30 June 2025</b>	<b>151,209</b>	<b>1,659</b>
Shares issued – Restricted stock units settlement	623,744	5,899
Own shares exercised and transferred to ordinary shares	(241,969)	(2,503)
<b>Balance at 31 December 2025</b>	<b>532,984</b>	<b>5,055</b>

## 9. Borrowings

	Notes	31 December 2025 \$'000	30 June 2025 \$'000
<i>Current</i>			
Network financing	(i)	8,576	6,536
		<b>8,576</b>	<b>6,536</b>
<i>Non-current</i>			
Network financing	(i)	12,172	6,713
		<b>12,172</b>	<b>6,713</b>
<b>Total borrowings</b>		<b>20,748</b>	<b>13,249</b>

### 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% (30 June 2025: 0% and 2.75%) and the Group has applied an imputed rate between 2.75% and 6% (30 June 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 (30 June 2025: None). 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.

## 10. Other financial liabilities

	Notes	31 December 2025 \$'000	30 June 2025 \$'000
<i>Current</i>			
Deferred consideration payable	(ii)	6,389	—
		<b>6,389</b>	<b>—</b>
<i>Non-current</i>			
Contingent consideration payable	(i)	198,555	—
Deferred consideration payable	(ii)	1,760	—
		<b>200,315</b>	<b>—</b>
<b>Total other financial liabilities</b>		<b>206,704</b>	<b>—</b>

### Notes:

- (i) The contingent consideration payable refers to amounts recognised in relation to the acquisition of Latitude.sh during the period. Refer to Note 13 for further details on the acquisition.
- (ii) Deferred consideration payable refers to amounts recognised in relation to the acquisition of Extreme IX. Refer to Note 13 for further details on the acquisition.

## 11. Foreign exchange differences

### (a) Exchange differences on monetary items recognised in profit or loss

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 countries in which the Group operates.

The US Dollar ('USD'), Australian Dollar ('AUD'), Euro ('EUR') and Pound Sterling ('GBP') are the main currencies in which the majority of the Group's sales and costs are denominated. In any particular year, currency fluctuations may have a significant impact on the Group's financial results.

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency).

Certain cash reserves, 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 on the Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income.

### (b) Foreign currency translation reserve movement

For the purpose of presenting these half-year financial statements, the assets and liabilities of the Group's 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 equity.

The table below summarises the movement of the foreign currency translation reserve during the period.

	<b>Foreign currency translation reserve \$'000</b>
<b>Balance at 30 June 2024</b>	<b>(11,191)</b>
Exchange differences arising on translation of foreign operations	5,799
<b>Balance at 30 June 2025</b>	<b>(5,392)</b>
Exchange differences arising on translation of foreign operations	(11,466)
<b>Balance at 31 December 2025</b>	<b>(16,858)</b>

## 12. Equity-settled employee benefits expense

### (a) Restricted stock units

The Company has a restricted stock units ('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.



## 12. Equity-settled employee benefits expense (continued)

### (a) Restricted stock units (continued)

#### (i) Restricted stock units issued as a number of units

The Company had four RSU plans during the half-year where employees and executives are issued a fixed number of units. These plans are the Restricted Stock Units General Units Plan ('RSU General Units Plan'), Performance Restricted Stock Units Plan ('PRSU Plan'), and the Restricted Stock Units Executive Plan ('RSU Executive').

The following reconciles outstanding RSU units at the beginning and end of the half year:

	Units	
	31 December 2025	31 December 2024
Balance at beginning of the year	4,342,353	2,382,689
Granted during the year	2,094,230	2,547,406
Forfeited during the year	(60,369)	(106,333)
Settled during the year	(988,467)	(593,290)
<b>Balance at end of the year</b>	<b>5,387,747</b>	<b>4,230,472</b>

The number of shares granted in the future will equal a fixed number of RSUs.

#### (ii) Restricted stock units issued at a monetary value

The Company has two RSU plans where employees are issued a fair value of RSUs that will convert to shares upon vesting, the FY25 Employee Bonus Restricted Stock Units Plan ('FY25 RSU Bonus') and RSU General Plan ('RSU General').

The following reconciles the total fair value of these plans at the beginning and end of the half year:

	Fair value (\$)	
	31 December 2025	31 December 2024
Balance at beginning of the year	155,025	1,927,142
Granted during the year	214,740	2,320,488
Forfeited during the year	–	(26,815)
Settled during the year	(369,765)	(2,401,837)
<b>Balance at end of the year</b>	<b>–</b>	<b>1,818,978</b>

The number of shares granted in the future will equal a fixed monetary amount. The fair value is determined based on a fixed monetary amount to be received discounted for the time value of money. The equivalent units at 31 December 2025 was nil (31 December 2024: 172,456).

The RSU General Plan concluded during the half-year, with no outstanding RSUs remaining.

### (b) 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. This grant of shares forms part of their remuneration for services provided as members of the Board.

## 12. Equity-settled employee benefits expense (continued)

### (b) Deferred Shares Plan - Non-Executive Directors ('Deferred Shares Plan') (continued)

During the half-year, the Company issued 8,036 ordinary shares under its deferred shares plan (31 December 2024: 8,036). \$66,000 was transferred from the equity-settled employee benefits reserve to issued capital (31 December 2024: \$66,000).

The deferred shares plan concluded during the half-year following the settlement of all remaining deferred shares.

### (c) Employee share option plan ('ESOP General')

The Company 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. Once vested, the options remain exercisable for 12 months. When exercisable, each option is convertible into one ordinary share. The exercise price is set at the share option grant date.

The remaining 8,334 options outstanding at 30 June 2025 expired during half-year and the ESOP General plan concluded.

## 13. Business combinations

Below are the details of the acquisitions during the period ended 31 December 2025.

### 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.

## 13. Business combinations (continued)

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

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

The provisional fair values recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

	Note	\$'000
<b>Identifiable assets acquired and liabilities assumed at fair value</b>		
Identifiable intangible assets		87,397
Property, plant and equipment		57,972
Other net liabilities acquired	(ii)	(20,140)
Deferred tax liabilities		(27,549)
<b>Total identifiable assets acquired and liabilities assumed at fair value</b>		<b>97,680</b>
Goodwill arising on acquisition	(vi)	312,925
<b>Total purchase consideration</b>		<b>410,605</b>

#### Purchase consideration

Cash paid		84,172
Deferred equity consideration	(iv)	123,024
Contingent consideration arrangement	(v)	203,409
<b>Total purchase consideration</b>		<b>410,605</b>

#### Analysis of cash flows on acquisition

Cash paid (included in cash flows from investing activities)	84,172
Less: Cash and cash equivalents acquired	(2,383)
<b>Net cash outflows on acquisition</b>	<b>81,789</b>

#### (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

Acquisition-related costs amount of \$14.5 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.

## 13. Business combinations (continued)

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

#### (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 arrangement comprises:

- **Milestone 1 – 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 – 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 – FY2028 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.

Milestone payments can be settled either through cash or Megaport shares at the Group's discretion, settlement via the issuance of shares will be conditional upon receiving shareholder approval under ASX Listing Rule 7.1. The contingent consideration has been recognised as a financial liability measured at fair value at the acquisition date in accordance with AASB 3 *Business Combinations*. It is subsequently remeasured to fair value at each reporting date, with changes recognised in profit or loss. The valuation is based on probability-weighted expected cash flows discounted to present value.

#### (vi) Goodwill

The provisional goodwill of \$312.9 million (USD 204.8 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*. A minor portion of goodwill is deductible for tax purposes, the impact is immaterial at the Group level. This residual value is reflected in goodwill and 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 and infrastructure footprint.
- **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 \$5.8 million attributable to Latitude.sh. Latitude.sh also contributed a loss of \$0.4 million over the same period. Had the acquisition of Latitude.sh occurred on 1 July 2025, the total revenue of the Group for the period ended 31 December 2025 would have been \$163.2 million, and the loss after tax would have been \$17.3 million (based on Latitude.sh's income statement up to the date of acquisition).

## 13. Business combinations (continued)

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

#### (viii) Provisional accounting for the business combination

The initial accounting for the acquisition of Latitude.sh has been determined provisionally as at 31 December 2025. At the date of these half-year financial statements, the Group has not yet finalised fair value adjustments to long-lived assets, identification of contingent liabilities and resulting tax impacts. The provisional amounts recognised may be adjusted during the measurement period (not exceeding 12 months from the acquisition date) as the Group obtains additional information about the facts and circumstances that existed at the acquisition date. The Group expects to finalise its initial accounting during the current financial year.

#### (ix) Critical Judgements and Estimates

The measurement of the contingent consideration liability involves the following significant judgement and estimation.

- 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.

Changes in these assumptions, particularly revenue forecasts and probability assessments, may materially impact the fair value of the liability and result in volatility in profit or loss in future reporting periods.

### 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 provisional fair values recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

	Note	\$'000
<b>Identifiable assets acquired and liabilities assumed at fair value</b>		
Intangible assets		465
Other net assets acquired		3,051
<b>Total identifiable assets acquired and liabilities assumed at fair value</b>		<b>3,516</b>
Goodwill arising on acquisition	(iv)	32,154
<b>Total purchase consideration</b>		<b>35,670</b>
<b>Purchase consideration</b>		
Cash paid		27,531
Deferred equity consideration	(iii)	8,139
<b>Total purchase consideration</b>		<b>35,670</b>
<b>Analysis of cash flows on acquisition</b>		
Cash paid (included in cash flows from investing activities)		27,531
Less: Cash and cash equivalents acquired		(1,609)
<b>Net cash outflows on acquisition</b>		<b>25,922</b>

## 13. Business combinations (continued)

### b) Acquisition of Extreme Infocom Private Limited (continued)

#### (ii) Acquisition-related costs

Acquisition-related costs amount of \$1.3 million was included in Acquisition related costs in the Consolidated Statement of Profit or Loss and Other Comprehensive Income

#### (iii) Deferred consideration

The cash consideration of 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.

#### (iv) Goodwill

The provisional goodwill of \$32.2 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 and profit after tax of Extreme IX from the date of acquisition to 31 December 2025 was \$0.4 million and \$0.2 million respectively. Had the acquisition of Extreme IX occurred on 1 July 2025, the total income of the Group for the period ended 31 December 2025 would have been \$141.8 million, and the total loss would have been \$22.3 million (based on Extreme IX's income statement up to the date of acquisition).

#### (vi) Provisional accounting for the business combination

The initial accounting for the acquisition of Extreme IX has been determined provisionally as at 31 December 2025. At the date of these half-year financial statements, the Group has not yet finalised fair value adjustments to long-lived assets, identification of contingent liabilities and resulting tax impacts. The provisional amounts recognised may be adjusted during the measurement period (not exceeding 12 months from the acquisition date) as the Group obtains additional information about the facts and circumstances that existed at the acquisition date. The Group expects to finalise its initial accounting during the current financial year.

## 14. Related party transactions

### (a) Key management personnel

Remuneration arrangements of key management personnel are disclosed in the Group's annual financial report.

### (b) Transactions with other related parties

During the half-year, there were no transactions between group entities and related parties that are not members of the Group (31 December 2024: None).

## **15. Events occurring after the half-year**

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

## Directors' Declaration

In the Directors' opinion:

- a. The condensed consolidated financial statements and notes set out on pages 8 to 27 of Megaport Limited ('the Company') and its controlled entities ('the Group') are in accordance with the Corporations Act 2001, including:
  - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
  - (ii) giving a true and fair view of the Group's financial position as at 31 December 2025 and its performance for the half-year ended on that date and
- 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.

Note 1(a) confirms that the condensed consolidated financial statements also comply with the relevant International Financial Reporting Standards applicable for interim reporting as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the directors made pursuant to s303(5) of the Corporations Act 2001.

On behalf of the Directors



**Melinda Snowden**  
Chair & Non-Executive Director

Sydney  
20 February 2026



## Independent Auditor's Review Report to the Members of Megaport Limited

### Report on the Half-Year Financial Report

#### *Conclusion*

We have reviewed the half-year financial report of Megaport Limited (the "Company") and its subsidiaries (the "Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2025, and the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of cash flows and the condensed consolidated statement of changes in equity for the half-year ended on that date, notes to the financial statements, including material accounting policy information and other explanatory information, and the directors' declaration as set out on pages 8 to 28.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 31 December 2025 and of its performance for the half-year ended on that date; and
- Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

#### *Basis for Conclusion*

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Half-year 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 APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* issued by the Accounting Professional and Ethical Standards Board ("the Code") that are relevant to our audit of the annual 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 review report.

#### *Directors' Responsibilities for the Half-year Financial Report*

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

## *Auditor's Responsibilities for the Review of the Half-year Financial Report*

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Deloitte Touche Tohmatsu*

DELOITTE TOUCHE TOHMATSU



Stephen Tarling  
Partner  
Chartered Accountants

Brisbane, 20 February 2026