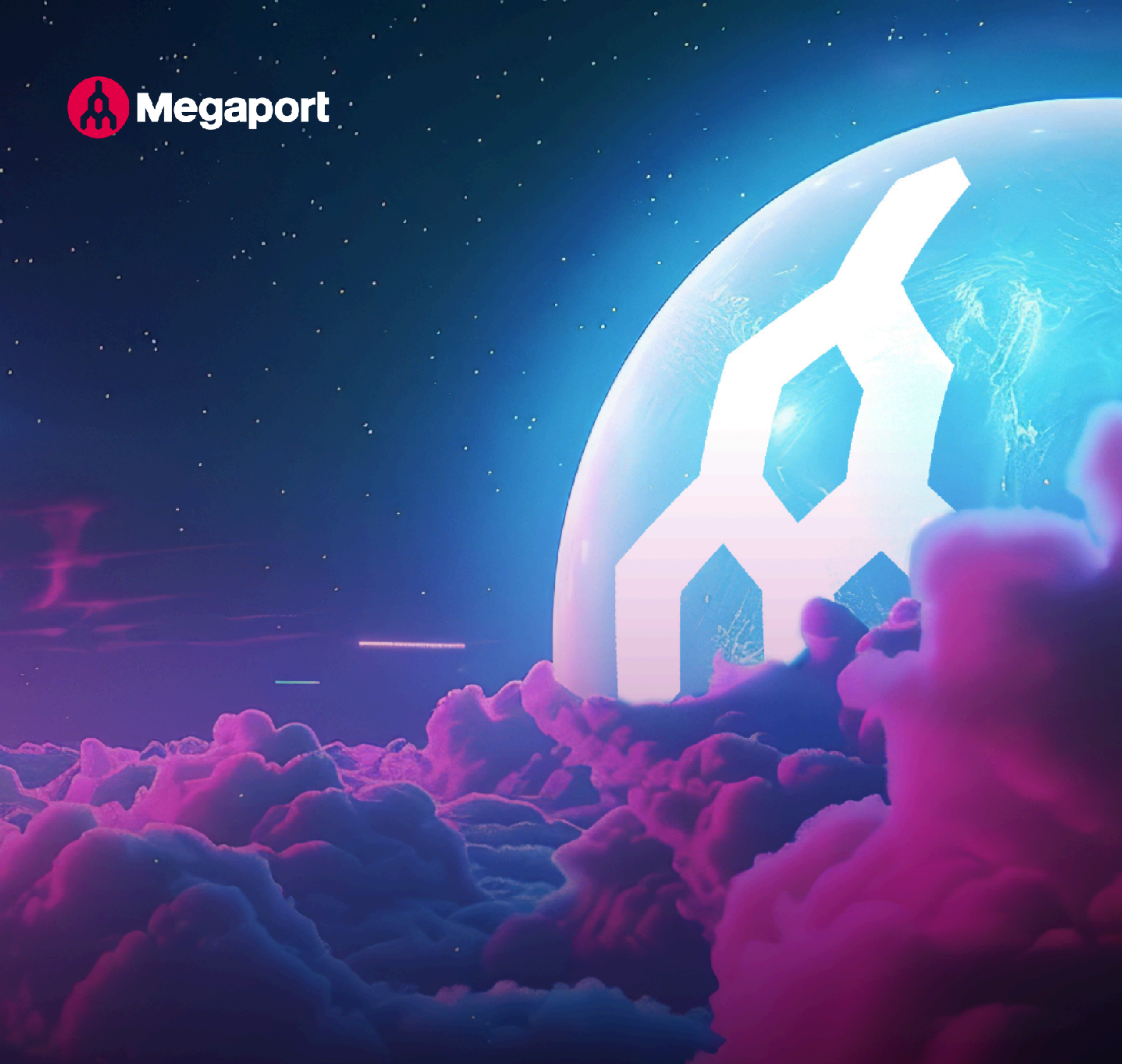


Megaport Limited

FY26 Corporate Governance Statement

ABN 46 607 301 959

Contents

1 Introduction

This Corporate Governance Statement has been approved by the Board, and is current as at 20 August 2026.

At Megaport, corporate governance refers to the combination of rules, relationships, systems, and processes by which authority is exercised and controlled and encompasses the mechanisms by which the Company, the Board, and its Executive team are held to account. Megaport is committed to achieving and demonstrating the highest standards of corporate governance and ensuring that good corporate governance is at the core of how we do business.

This Corporate Governance Statement summarises the corporate governance practices that were in place for Megaport throughout the 2026 financial year (**Reporting Period**). Megaport reviewed its corporate governance practices against the ASX's Corporate Governance Principles and Recommendations (4th Edition) (**Governance Principles**) and considers that its governance arrangements were consistent with the Governance Principles during the Reporting Period. Where this summary relates to a specific recommendation made in the Governance Principles, we have included a reference to that recommendation in this Statement.

During FY26, the Board continued to evolve Megaport's governance framework to reflect the Company's increasing global scale, the acquisition of Latitude.sh and Extreme IX, and evolving stakeholder and regulatory expectations. Key initiatives included an externally facilitated Board effectiveness review, enhancements to the Company's continuous disclosure framework, further development of Board succession planning and strengthening governance processes across the enlarged Group. The Board recognises that effective corporate governance must continue to evolve alongside the Company's strategy, operating environment and risk profile and remains committed to reviewing its governance framework to ensure it supports effective oversight, decision-making and long-term value creation.

2 Our Values

(Recommendation 3.1)

Megaport was founded on the ideals that transparency, neutrality, flexibility, immediacy, and transformation were needed in the global connectivity industry to unlock the value of cloud adoption. The Megaport Values are derived directly from these ideals and are at the centre of everything we do – from our ongoing relationships with customers and partners, to our daily interactions with team members across Megaport. At its core, Megaport is all about breaking down barriers, enabling agile, reliable, trusted resources, and connecting the world.

Accelerate

Our industry moves fast but we move faster. Our customers and partners need us to stay ahead of the curve to keep them ahead of the curve. With initiative and a 'can-do' attitude, we accelerate everything we do. We bring our authentic selves to work and deliver real time services that enable customers and partners to respond to dynamic and ever-changing market dynamics immediately.

Innovate

Innovation is in our DNA. Our shared knowledge builds on our collective genius. Working together across the globe with a common purpose is the most optimal way of innovating our products and brings out the best of our experiences and creativity.

Collaborate

Our success is a collective win and together we achieve more.

Celebrate

We love to play as a team, win together, and recognise our colleagues for their efforts and achievements.

3 Our Corporate Governance Framework

Megaport's governance framework provides a structured basis for decision-making and oversight, supported by clearly defined accountabilities across the Board, its Committees, the executive, employees and suppliers. Megaport reports formally to its shareholders on a half-yearly basis and receives feedback from its shareholders at its Annual General Meeting.

Shareholders
Vote at Annual General Meetings

Board
The Board holds ultimate responsibility for the Company's governance and oversight and is accountable to shareholders for overall management of the Company.

Committees

Audit & Risk Committee
This Committee is responsible for establishment and maintenance of internal controls and assists the Board on the quality and reliability of financial information prepared for the Board.

Remuneration & Nomination Committee
This Committee is responsible for developing the remuneration strategy, reviewing frameworks and policies, and reviewing remuneration outcomes.

Chief Executive Officer
Responsible for the day-to-day management of the Company

Executive Team

Megaport Team

4 FY26 Corporate Governance Highlights

During FY26, the Board continued to strengthen Megaport's governance framework to support the Company's growth as a global compute, network and storage platform and the integration of Latitude.sh and Extreme IX. Key governance initiatives undertaken during the Reporting Period included:

Strengthening Board effectiveness

- Continued Board renewal during FY26 through the appointments of Jon Gidney and Lisa Hennessy as independent Non-Executive Directors and Committee Chairs, broadening the range of governance, financial oversight, capital management and strategic leadership experience represented on the Board during the year.
- Expanded Board Committee membership to strengthen succession planning and broaden the diversity of perspectives supporting Board decision-making.
- Commissioned an independent external review of Board, Committee and Director performance to support continuous improvement in Board effectiveness and governance.

Enhancing governance and disclosure

- Strengthened the Company's governance framework through updates to key governance policies, including the Continuous Disclosure Policy, Securities Trading Policy and Whistleblowing Policy.
- Established a dedicated Disclosure Committee and enhanced disclosure approval processes to strengthen governance of market disclosures and support timely compliance with the ASX Listing Rules.

Strengthening risk and sustainability oversight

- Reviewed and updated the Company's Risk Management Framework and Risk Register, including integration of risks arising from the Latitude.sh and Extreme IX acquisitions.
- Established governance arrangements to support sustainability reporting and continued implementation of environmental, social and governance initiatives, including publication of the Company's third Gender Pay Gap Employer Statement and launch of the Modern Slavery Hub.
- Enhanced oversight of cyber security and AI-related risks through regular Board reporting, while maintaining ISO/IEC 27001:2022 certification and achieving SOC 2 Type II certification during the year.
- Updated our Supplier Code of Conduct to strengthen governance expectations across the Company's supply chain.

Investing in people and culture

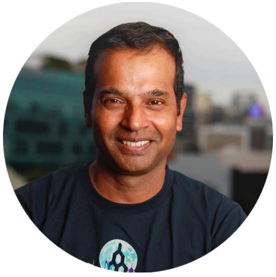
- Continued to invest in leadership capability and employee development through mentoring, leadership and allyship programs.
- Progressed diversity, equity and inclusion initiatives across the workforce, maintaining strong gender diversity at Executive level and increasing female representation on the Board during FY26.

- Lodged the Company's fifth Workplace Gender Equality Agency submission and continued initiatives supporting employee wellbeing, inclusion and flexible work, as outlined in our most recent Gender Pay Gap Statement.

5 Our Board

Melinda Snowden
Chair & Non-Executive Director

Michael Reid
CEO & Executive Director



Mohit Lad
Non-Executive Director

Glo Gordon
Non-Executive Director

Michael Klayko
Non-Executive Director

Jay Adelson
Non-Executive Director

Jon Gidney
Non-Executive Director

5.1 Our Board's skills and experience

(Recommendation 2.2)

The Board regularly reviews the mix of knowledge, skills, experience and capabilities required to effectively govern Megaport. The Board considers that its members collectively possess a complementary mix of skills, experience and capabilities aligned with the Company's strategy and operations.

Megaport uses the Board skills matrix to regularly review and assess the current composition of the Board, to assist with renewal and succession planning and to identify areas for skills development for existing directors. The matrix demonstrates that Board experience as at 20 August 2026 strongly aligns with the Company's core business and its largest customer base, with most directors having held senior roles in US-based technology companies. These skills are complemented by Board members with appropriate corporate governance, strategic and financial skills relevant to an ASX-listed company of Megaport's size and complexity.

Capability	Knowledge or experience	Number of directors with the capability	
		Highly Developed	Moderately Developed
NaaS/SaaS Business	Experience working in a NaaS, SaaS, cloud or digital platform business	5	2
Global Markets	Experience in Megaport's current and emerging global markets, particularly in the US	5	2
Product Development	Experience in digital infrastructure products and solutions, emerging technology trends, and implications for innovation	3	4
Business Development	Experience in data driven customer insight, sales, marketing, and business development	5	2
Executive Leadership	Experience of senior leadership in a large organisation or listed company	6	1
Strategy	Developing and implementing the strategic direction of an organisation, including M&A and strategic partnerships	6	1
Financial Acumen	Qualifications or experience in corporate finance, financial accounting, and financial markets	4	3
People & Culture	Experience in talent management, remuneration frameworks, culture and the promotion of diversity, equity, and inclusion	4	3
Managing Change	Experience managing through complexity or change	5	2
Managing Risk	Developing, implementing and overseeing risk management policies and procedures	5	2
ASX Governance	Knowledge of corporate governance and regulatory frameworks that apply to an ASX-listed company	4	3
Business & Political Networks	Managing and influencing outcomes using business and political networks	5	2
Legal	Exposure to and understanding of the legal issues relevant to Megaport's business	3	4

Highly developed: High level of proficiency, knowledge and experience in the relevant capability, including dealing with complex situations in a senior management or board role.
Moderately developed: Sound knowledge and understanding of the relevant capability through experience or training and professional development activities.

5.2 Board Composition

(Recommendations 2.3 and 2.4)

Name	Role	Classification	Date appointed	Length of service
Melinda Snowden	Non-Executive Director	Independent	1 June 2021 (Chair since 30 June 2024)	5 years, 2 months
Michael Reid	Executive Director	Non-independent	15 May 2023	3 years, 3 months
Jay Adelson	Non-Executive Director	Independent	1 March 2019	7 years, 5 months
Michael Klayko	Non-Executive Director	Independent	16 March 2021	5 years, 5 months
Glo Gordon	Non-Executive Director	Independent	1 July 2021	5 years, 1 month
Mohit Lad	Non-Executive Director	Independent	20 December 2024	1 year, 8 months
Jon Gidney	Non-Executive Director	Independent	29 May 2026	2 months
Grant Dempsey	Non-Executive Director	Independent	28 January 2025*	1 year, 4 months
Lisa Hennessy	Non-Executive Director	Independent	5 December 2025**	7 months

*Resigned 29 May 2026 **Resigned 31 July 2026

Director biographies are available in the 2026 Annual Report and on the Company's website at www.megaport.com/investor/leadership-governance/.

5.3 Committee Composition

Audit & Risk Committee *(Recommendations 4.1 and 7.1)*

Name	Role	Classification	Date appointed	Length of service
Jon Gidney	Committee Chair	Independent	29 May 2026	2 months
Melinda Snowden	Member	Independent	1 June 2021	5 years, 2 months
Glo Gordon	Member	Independent	1 October 2022	3 years, 10 months
Michael Klayko	Member	Independent	1 October 2022	3 years, 10 months
Grant Dempsey	Committee Chair	Independent	21 February 2025*	1 year, 3 months
Lisa Hennessy	Member	Independent	17 April 2026**	3 months

*Resigned 29 May 2026 **Resigned 31 July 2026

Remuneration & Nomination Committee *(Recommendation 2.1)*

Name	Role	Classification	Date appointed	Length of service
Melinda Snowden	Interim Committee Chair	Independent	30 June 2024 (appointed as Interim Committee Chair on 31 July 2026)	2 years, 1 month
Jay Adelson	Member	Independent	1 March 2019 (resigned as Interim Committee Chair on 5 December 2025)	7 years, 5 months
Glo Gordon	Member	Independent	1 July 2021	5 years, 1 month
Jon Gidney	Member	Independent	2 June 2026	2 months
Lisa Hennessy	Committee Chair	Independent	5 December 2025*	7 months

*Resigned 31 July 2026

The charter of each Committee is available on the Company's website at www.megaport.com/investor/leadership-governance/. Details of the number of times each Committee met during the Reporting Period and the individual attendances of Committee members are available in the 2026 Annual Report

6 Governance Principles

In this section, we set out in detail how Megaport has performed in relation to each Governance Recommendation during the Reporting Period.

Principle 1: Management and Oversight

Role of the Board *(Recommendation 1.1)*

The Board is responsible for the overall corporate governance of the Company.

The respective roles of the Board and delegation to management have been formalised in the Corporate Governance Charter (**Charter**), which outlines the main corporate governance practices in place for the Company and to which the Board and each Director are committed. The conduct of the Board is also governed by the Company's Constitution and the Company's Code of Conduct. The Board's roles and responsibilities include:

- demonstrating leadership, defining the Company's purpose, and setting its strategic objectives.
- approving the Company's statement of values and Code of Conduct to underpin the Company's desired culture and monitoring and promoting ethical and social responsibility by the Company.
- maintaining oversight of the Company and monitoring financial and non-financial risks to the Company.

- setting the risk appetite within which the Board expects management to operate and reviewing and monitoring the risk management framework at least annually to ensure that the Company is operating with due regard to the risk appetite set by the Board.
- ensuring the Company's remuneration policies for Directors and Executives are aligned with the Company's purpose, values, strategic objectives, and risk appetite.

Role of the Chair *(Recommendation 1.1(a))*

The Charter sets out the role of the Chair. The Chair's responsibilities include:

- providing leadership to the Board and the Company.
- facilitating effective contribution from all Directors.
- promoting constructive and respectful relations between the Board and management.
- ensuring the Board fulfils its obligations under the Charter.

Delegation to Management *(Recommendation 1.1(b))*

The Board has delegated day-to-day management of the Company to the CEO and the Executive. The CEO and the Executive are responsible for:

- implementing the strategic objectives set by the Board.
- instilling and reinforcing the Company's values.
- operational and business management of the Company within the values, Code of Conduct, budget, and risk parameters set by the Board.
- the day-to-day running of the Company.
- providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

Director appointment *(Recommendation 1.2)*

The Board, with assistance from the Remuneration & Nomination Committee, considers the skills, qualifications, experience, character, education, and associations of potential candidates to the Board and conducts police checks, insolvency, and banned Director searches to confirm the suitability of candidates prior to their election. The Board considered these matters and conducted relevant checks and searches prior to Ms Hennessy's appointment to the Board on 5 December 2025, and Mr Gidney's appointment to the Board on 29 May 2026.

The Company has processes in place to ensure that comprehensive information about a candidate is provided to shareholders to enable them to make an informed decision on whether or not to elect or re-elect a Director. This information includes:

- the relevant Director's biographical details, including their qualifications and experience and the skills they bring to the Board.
- the term of office currently served by the relevant Director.
- confirmation that the Board supports the appointment of the relevant Director.

During the Reporting Period, the Company provided the above information in relation to Mr Adelson, Mr Dempsey and Mr Lad who stood for re-election as a Director at the Company's 2025 AGM.

Written agreements *(Recommendation 1.3)*

The Company has entered into written agreements with each Director and Executive personally.

The terms of appointment with each Director cover matters such as the term of appointment, the time commitment envisaged, committee roles and other special duties, requirements to disclose interests that could affect the Director's independence, corporate policies and procedures, indemnity and insurance arrangements, access to corporate records, and remuneration entitlements.

Company Secretary *(Recommendation 1.4)*

The Company Secretary is responsible for:

- advising the Board and each Committee on governance matters.
- monitoring the Charter to ensure it is followed.
- coordinating the timely completion and despatch of Board and Committee papers and draft minutes.
- helping to organise and facilitate the professional development of Directors.

Each of the Directors is able to communicate directly with the Company Secretary and the decision to appoint or remove the Company Secretary is reserved for the Board.

Celia Pheasant performed the role of Company Secretary for the full year and her biographical details and qualifications are included in the FY26 Annual Report.

Diversity *(Recommendation 1.5)*

The acquisition of Latitude.sh and Extreme IX during FY26 materially expanded Megaport's global workforce and geographic footprint. The acquired businesses currently have lower female representation than Megaport's existing operations, which affected the Group's overall gender diversity profile at year end.

As at 30 June 2026, the gender diversity of the Company excluding Latitude.sh and Extreme IX was 66.4% male, 32.2% female and 1.2% undeclared, representing a 3.2 percentage point increase in female representation from FY25. Including the acquired entities, women represented 26.6% of the enlarged Group's workforce. In FY27, the Company will extend its diversity objectives and inclusion initiatives across the acquired businesses as part of their broader integration into Megaport's governance and people frameworks.

We are delighted that we have again exceeded our diversity targets for female representation on our Senior Executive team. The Company defined 'Senior Executive' as the Chief Executive Officer, Chief Financial Officer, Chief Technology Officer, Executive Vice President of Business Development and Global Channel, and Chief Legal Officer. Megaport is one of a small number of ASX 200 companies with a female Board Chair.

Our FY26 Diversity Measurable Objectives for gender diversity and our achievements against those objectives as at 30 June 2026 are set out below:

	Objective	Actions	FY26 Outcomes
Women in General Workforce	32%	While we didn't meet our objective as a result of the diversity profile in our newly acquired businesses, we are proud of the enhanced cultural diversity that our business expansion has afforded us. We will continue to focus on initiatives to attract, develop and retain diverse talent and believe these initiatives will support improved representation over the broader group.	26.6% (including Latitude.sh and Extreme IX) 32.2% (excluding Latitude.sh and Extreme IX)
Gender diversity of Senior Executive team	37.5%	2 of the 5 Senior Executive roles continue to be held by women. The Company continued to invite Executive minus 1 level employees to attend Executive meetings, with a focus on providing female employees with the opportunity to observe, participate and present to the Executive.	40%
Gender diversity at leadership level (E-1 levels)	35%	While we didn't meet our target, we have improved on FY25 by 1% which is a significant achievement against the tech industry average and in light of our recent acquisitions. This is also an improvement compared to the gender split across the organisation as a whole. The proportion of women at or promoted into the E-1 level has continued to increase. A number of initiatives focussed on developing our high potential female employees and preparing for leadership roles were implemented or continued throughout FY26. These initiatives focussed on development of leadership skills and progression opportunities for female staff through focussed events and training opportunities, as well as executive coaching and sponsorship.	30.3%
Maintain gender diversity of Non-Executive Board Members	At least 50% female	As at 30 June 2026, women held three of the seven Non-Executive Director positions, representing 42.8%, below the Board's objective of at least 50%[1].	42.8% of Non-Executive Directors as at 30 June 2026

[1] Following the end of FY26, Lisa Hennessy stepped down from the Board on 31 July 2026. The gender diversity of Non-Executive Board Members as at 20 August 2026 is 33.3%. The Board has commenced a formal search process for an additional independent Non-Executive Director.

Our FY26 Diversity Measurable Objectives for broader diversity initiatives and our achievements against those objectives are set out below:

	Objective	Actions	FY26 Outcomes
Supporting a diverse workforce	Review hiring processes to improve representation of women and other underrepresented minorities. Provide opportunities for employees with family or carer responsibilities to work flexibly and in senior positions. Promote and support mental health awareness and employee wellbeing.	Continue to require unconscious bias training for hiring managers as part of the recruitment process Continue mentoring program and education sessions on mental health management and wellbeing in the workplace, including RU OK day Continue to offer accredited mental health first aid training for employees. Continue providing flexible working arrangements to staff Develop and implement 'returnship' mentoring program to support parents returning to work after parental leave	Continued support for our Diversity, Equity & Inclusion Working Group. Launched new mentoring program Delivered mental health first aid training for staff Implemented informal returnship program for parents returning to work after parental leave Unconscious bias training was required for all hiring managers
Supporting inclusion within our diverse workforce	Continue focus for cultural diversity initiatives. Increase Allyship and mentorship within the business	Provide training and materials on allyship. Provide resources and guides on disability awareness, inclusive language, bias and inclusion. Host events to recognise and celebrate the diversity of our global workforce, e.g. Diwali, Eid, Lunar New Year and International Women's Day.	The Company continued to make training focussed on unconscious bias and cultural awareness available to all staff. Training materials relating to neurodiversity and disability awareness have been made available to all staff. The Company continued to offer mental health first aid training to staff, with refresher and new training provided this year. The Company currently has 18 accredited mental health first aiders.

The Company's Diversity Policy is available on the Company's website at www.megaport.com/investor/leadership-governance/.

Board Performance *(Recommendation 1.6)*

The Board reviews its performance annually, together with the performance of its Committees and individual Directors, in accordance with the Board Charter. During the Reporting Period, the Board engaged an independent external adviser to undertake an evaluation of Board effectiveness. The review considered the Board's composition, effectiveness, culture and dynamics, together with the contribution and skills of individual Directors. The findings of the review will inform the Board's ongoing focus on continuous improvement in governance and Board effectiveness.

Executive Performance *(Recommendation 1.7)*

The Board reviews the performance of the CEO against agreed performance hurdles. The CEO undertakes performance reviews of the Executives. In assessing performance, the review includes an assessment of the individual's role, the performance of the Group as well as individual targets.

The CEO provides a report to the Board on the performance of Executives, together with a recommendation on remuneration. All remuneration recommendations for Executives must be approved by the Board following consultation with the Remuneration & Nomination Committee.

A performance evaluation of the CEO and the Executive team was undertaken for FY26 in accordance with this process.

Principle 2: Effective Board Structure

Remuneration & Nomination Committee *(Recommendation 2.1 and 8.1)*

The Board has established a combined Remuneration & Nomination Committee. The Committee membership was expanded during FY26 from three to five members, all of whom are independent, to broaden the range of skills and perspectives available to the Committee and to strengthen succession planning across Board committees.

As at 20 August 2026, the Remuneration & Nomination Committee comprises four members, all of whom are independent Non-Executive Directors. The Board has commenced a formal search for an additional independent director to be appointed to the role of Chair of the Remuneration & Nomination Committee. To ensure continuity while that process is underway, the Chair of the Board has assumed the role of Interim Chair of the Remuneration & Nomination Committee until a successor is appointed.

A copy of the Committee Charter is available on the Company's website at www.megaport.com/investor/leadership-governance/. Information about Committee membership is set out in Section 5.3 above, and the number of times the Committee met during the Reporting Period and the individual attendances of members at those meetings are set out in the 2026 Annual Report.

Board Independence *(Recommendation 2.3 and 2.5)*

The Board undertakes an annual review of each Director's association with the Company to identify whether they can be properly characterised as independent. A Director will be identified as independent only if the Board is of the opinion that they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company.

Details of each Board member and their independence status are set out in section 5.2. The composition and independence of the Board are as follows:

- until 5 December 2025, the Board comprised seven Directors, including six independent Non-Executive Directors.
- from 5 December 2025 until 31 July 2026, the Board comprised eight Directors, including seven independent Non-Executive Directors.
- from 1 August 2026, the Board comprised seven Directors, including six independent Non-Executive Directors.

During the Reporting Period, the Company's CEO and Executive Director, Mr Michael Reid was not independent. Mr Reid is not the same individual as the Chair of the Board.

At the Company's AGM in 2022, shareholders approved the issue of 6,027 shares to each of the then serving Non-Executive Directors, vesting annually in equal tranches over three years, subject to their continued service as at the relevant issue date. These shares are issued under the Company's Employee Share Plan. As the issue of these shares is not subject to performance hurdles and has the effect of aligning the interests of Directors with those of shareholders, the Board believes that the grant of these shares does not impact their independence. The final tranche of these shares vested in November 2025.

During the Reporting Period, the Board introduced a Non-Executive Director equity plan, enabling Non-Executive Directors to elect to sacrifice up to 100% of their base fees in return for restricted stock units (**NED Plan**). As the issue of shares under the NED Plan is not subject to performance hurdles and has the effect of aligning the interests of the Directors with those of shareholders, the Board believes that the operation of the NED Plan does not impact the independence of participating Directors.

Board Induction *(Recommendation 2.6)*

New Directors are provided with access to strategy briefings, explanations of Company policies and procedures, governance frameworks, cultures and values, Company history, Director and executive profiles and other relevant Company information.

The Board, with assistance from the Remuneration & Nomination Committee, regularly reviews the professional development needs of the Directors and makes an assessment of the skills, development and induction needs of any new Directors joining the Board.

Principle 3: Ethical Conduct

Code of Conduct *(Recommendation 3.2)*

The Company has adopted a Code of Conduct for its Directors, Executives and employees, which articulates the standards of behaviour expected by the Company and which provides the blueprint for Megaport's culture. The Code requires these individuals and the Company to:

- understand and comply with the letter and spirit of the Code, the laws that apply to the Company's day-to-day operations and the Company's employment policies.
- act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.
- avoid engaging in illegal, corrupt, fraudulent, dishonest or unsafe behaviour and to report such behaviour to the Company.
- strive to interact with others with respect and in a manner which acknowledges the wide diversity of backgrounds, personalities, and capabilities each individual brings.
- create and maintain an environment free of unlawful discrimination, harassment, victimisation, and bullying, and take action to stop such behaviour.
- always act ethically and responsibly, and work with due care and diligence to identify and manage any risks to best ensure the protection of Megaport and its assets and resources, employees, contractors, customers, and the general public.

All employees receive training on their obligations under the Code of Conduct, and all material breaches of the Code are required to be reported to the Board.

A copy of the Code of Conduct is available on the Company's website at www.megaport.com/investor/leadership-governance/.

Megaport has also adopted a Supplier Code of Conduct which sets out Megaport's commitment to ethical, sustainable and socially responsible procurement, as well as its expectation of the same for participants in its supply chains.

A copy of the Supplier Code of Conduct is available on the Company's website at https://www.megaport.com/legal/megaport-supplier-code-of-conduct.pdf

Whistleblowing Policy *(Recommendation 3.3)*

The Company has adopted a Whistleblowing Policy, which applies to its officers and employees, suppliers of goods or services to the Company (including their employees), associates of the Company, a relative, dependent or spouse of any of these individuals and any other person who is an eligible whistleblower in accordance with applicable legislation. The Whistleblowing Policy:

- supports the Company's values and Code of Conduct.
- clearly identifies the types of concerns that may be reported under the policy and the process for making a report.
- explains how the confidentiality of the whistleblower's identity will be safeguarded and how the whistleblower will be supported.
- sets out the processes that will be taken to follow up and investigate reports made under the policy.

Individuals are made aware of and have access to the Whistleblowing Policy and the mechanisms for reporting through the Company's induction and training programs. The Company's Chief Legal Officer monitors compliance with the Policy on an ongoing basis, and the Policy is formally reviewed annually to ensure the Policy and procedures set out in the policy remain effective and appropriate for the Company. During the Reporting Period, the Whistleblowing Policy was updated to reflect the acquisition of Latitude.sh and Extreme IX.

A copy of the Whistleblowing Policy is available on the Company's website at www.megaport.com/investor/leadership-governance/.

Anti-Bribery and Corruption *(Recommendation 3.4)*

Megaport conducts its business in an honest and ethical manner and operates a zero-tolerance policy to bribery and corruption.

The Company has adopted an Anti-Bribery and Corruption Policy, which applies to all Directors and employees of Megaport as well as distributors and representatives, including agents, consultants, and contractors of the Group. The Anti-Bribery and Corruption Policy:

- prohibits the giving of bribes to a public officer or private sector company with the intention of obtaining or retaining business or a business advantage.
- prohibits the requesting, receiving or agreeing to receive a bribe.
- prohibits the use of false or fraudulent documents or the intentional and improper destruction of documents or financial records.
- includes appropriate controls for the giving and receiving of gifts, entertainment, and hospitality.

Individuals are made aware of and have access to the Anti-Bribery and Corruption Policy through the Company's induction program. All existing employees must complete regular, scheduled training on how to implement and adhere to this Policy. During the Reporting Period, employees of Megaport's newly acquired entities, Latitude.sh and Extreme IX, were required to complete training on the Anti-Bribery and Corruption Policy as part of their onboarding to Megaport.

Breaches of the Policy are required to be reported to the Board. The Company's Chief Legal Officer monitors compliance with the Policy on an ongoing basis, and the Policy is formally reviewed annually to ensure the policy and procedures set out in the Policy remain effective and appropriate for Megaport's business operations.

A copy of the Anti-Bribery and Corruption Policy is available on the Company's website at www.megaport.com/investor/leadership-governance/.

Principle 4: Reporting Integrity

Audit & Risk Committee *(Recommendation 4.1 and 7.1)*

The Board has established a combined Audit & Risk Committee, comprising four independent Non-Executive Directors as at 20 August 2026.

On 29 May 2026, Jon Gidney was appointed as the new Chair of the Audit & Risk Committee. Mr Gidney succeeded Grant Dempsey, who stepped down from the Board, effective 29 May 2026, to focus on his responsibilities as Chair of Firmus Limited.

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

Mr Gidney is currently a Non-Executive Director of Dexus Funds Management Limited and Cettire Limited, Non-Executive Chair of FNZ (APAC) Group of Companies, and a Member of the Australian Takeovers Panel. He holds a Bachelor of Commerce from the University of Western Australia and a Graduate Diploma in Applied Finance from FINSIA. He is a Fellow of Chartered Accountants Australia and New Zealand (FCA), and a Graduate of the Australian Institute of Company Directors (GAICD).

A copy of the Committee Charter is available on the Company's website at www.megaport.com/investor/leadership-governance/.

Information about Committee membership is set out in section 5.3 above, and the number of times the Committee met during the Reporting Period, and the individual attendances of members at those meetings, are set out in the 2026 Annual Report.

Preparation of Financial Records *(Recommendation 4.2)*

Before the Company approves financial statements for a financial period, it receives from its CEO and CFO a declaration that, in their opinion, the financial records of the Company have been properly maintained, that the financial statements of the Company comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. Declarations to this effect were provided for the financial year ended 30 June 2026 and the financial half-year ended 31 December 2025.

Verification Processes *(Recommendation 4.3)*

The full year financial report is audited and the half year report is subject to a half-year review by the Company's external auditor. If any material errors or omissions are identified by the external auditor in a corporate periodic report, the external auditor communicates those errors or omissions to the Board. If the Board receives such a communication from the auditor, the Company would correct the error as part of the audit process before releasing the report to the market.

Periodic corporate reports that are not audited or reviewed by the external auditor are subject to a verification process appropriate to the nature of the report. This includes review by relevant management and subject-matter experts, verification against supporting records and, where appropriate, review by the Legal and Finance functions before approval by the Board.

Principle 5: Timely and Balanced Disclosures

Continuous Disclosure *(Recommendation 5.1 and 5.2)*

As an ASX-listed company, Megaport is required to comply with the continuous disclosure regime entrenched by section 674 of the Corporations Act 2001 and the ASX Listing Rules. The continuous disclosure regime requires listed entities (such as Megaport) to immediately disclose information which may materially affect the price or value of its securities. The Company's continuous disclosure regime reflects the expectation of investors and the market to have ready access to that type of information.

During FY26, the Board approved enhancements to the Company's Continuous Disclosure Policy to further strengthen Megaport's governance framework and support compliance with its continuous disclosure obligations under the ASX Listing Rules. The amendments strengthened the Company's disclosure governance by establishing a dedicated Disclosure Committee. The revised policy also introduced clearer approval protocols by distinguishing matters reserved for Board approval from those that may be approved by the Disclosure Committee, while establishing an expedited approval process for circumstances requiring immediate disclosure. These enhancements are intended to support timely, accurate and balanced market disclosures while ensuring appropriate Board oversight of significant market announcements.

The revised policy reflects the Board's focus on ensuring that disclosure governance remains appropriate for an increasingly global business operating across multiple jurisdictions and time zones.

A copy of the Continuous Disclosure Policy is available on the Company's website at www.megaport.com/investor/leadership-governance/.

The Company has appointed the Company Secretary as the person responsible for communication with ASX in relation to ASX Listing Rules matters and also for the general administration of this policy. ASX announcements that are administrative in nature may be prepared by the Company Secretary without requiring further approval or formal consideration by the Board. All non-administrative ASX announcements are reviewed by the Disclosure Committee prior to release to the market. In addition, ASX announcements that contain price-sensitive information or are otherwise material to the Company are reviewed and approved by the Board prior to lodgement with the ASX.

All staff are made aware of and have access to the Continuous Disclosure Policy through the Company's induction program and receive regular reminders of how to implement and adhere to the policy throughout the year.

The Company Secretary monitors compliance with the Policy on an ongoing basis, and the Policy is reviewed annually by the Board to ensure the Policy reflects any changes in operational processes or regulatory updates.

The Company has appointed the Company Secretary as the person responsible for ensuring that the Board receives copies of all material or price-sensitive market announcements promptly after they have been released by the ASX to the market. This ensures that the Board has timely visibility of the nature, quality, and frequency of these disclosures.

Investor Briefings *(Recommendation 5.3)*

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. In accordance with the Company's Continuous Disclosure Policy, only the Chair, CEO, CFO, and/or Investor Relations Manager or approved representatives of the Company are authorised to speak with analysts and institutional investors.

The Company's policy at these briefings is that if it proposes to give a new and substantive investor or analyst presentation, the Company will release a copy of the presentation materials to the ASX prior to the presentation. In addition:

- the Company will not disclose price-sensitive information at any meeting with an investor or analyst without formally disclosing it to the market beforehand.

- the Company will ensure all responses are balanced, factual and truthful.
- the Company will not comment on price-sensitive issues not already disclosed to the market.
- any questions raised in relation to price-sensitive issues not already disclosed to the market will not be answered or will be taken on notice. If a question is taken on notice and the answer would involve the release of price-sensitive information, the information will be released through the ASX announcement platform before responding.

Principle 6: Respecting Shareholders

During FY26 the Board continued to place significant emphasis on shareholder engagement as detailed in the 2026 Remuneration Report (contained in the 2026 Annual Report). Feedback from institutional and retail investors informs the Board's ongoing governance and remuneration priorities.

Investor Relations *(Recommendation 6.1 and 6.2)*

Detailed information about Megaport's business and its governance (including access to all of its corporate governance documents) is made available to investors on the Company's website at www.megaport.com/investor/leadership-governance/.

In order to allow investors and other financial market participants to gain a greater understanding of the Company's business, governance, financial performance, and prospects, the Company conducts a program of events including half-year and full-year results presentations, investor briefings, and attendance at industry conventions to facilitate communication with investors.

Meetings and discussions with analysts and investors are conducted by the CEO, CFO, and/or the Investor Relations Manager in accordance with the Company's Continuous Disclosure Policy. The Company will not disclose price-sensitive information at any meeting with an investor or analyst without formally disclosing it to the market beforehand. Any questions raised in relation to price-sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

In addition to meeting with analysts and institutional investors, the Company seeks opportunities to engage with retail investors. Retail investors are encouraged to communicate directly with the Investor Relations Manager and Company Secretary via email (investor@megaport.com) and are invited to subscribe to the "email alert" function on the Company's website (https://www.megaport.com/investor/#announcements) to stay up to date with ASX announcements from the Company.

Shareholder Participation *(Recommendation 6.3, 6.4 and 6.5)*

Megaport is committed to regularly communicating with its shareholders in a timely and accessible manner, and encouraging shareholder participation at its general meetings. The Company has adopted a Shareholder Communication and Participation Policy, which sets out the processes by which the Company will ensure that shareholders are provided with appropriate information and encouraged to participate in shareholder meetings.

The Company's policy is to:

- invite all shareholders to view the full and half year results presentations that are conducted via webinar, with details released in advance to ASX.
- invite shareholders to subscribe to receive ASX announcements from Megaport, the share registry and the company announcement platform maintained by ASX.
- ensure that significant shareholder concerns will be conveyed to the Board.
- ensure that information relating to the Company's business, values, leadership, corporate governance framework, financial information, share price, and contact details is available on the Company's website.

The Company encourages full participation of shareholders at its AGM and general meetings. Where feasible and practical, Megaport will consider how it can use hybrid/virtual meeting technology to facilitate participation of shareholders in meetings. The 2026 AGM will be held as a hybrid meeting.

Shareholders who are not able to attend a meeting will be given the opportunity to ask questions or make comments before the meeting, which will be answered at the meeting, and vote electronically using the Company's share registry website.

The Company Chair's address (and any CEO address) will be released to the ASX company announcements platform and will also be available to shareholders via the Company's website.

Whenever possible, the Company will provide shareholders with the option to receive communications from and send communications to the Company electronically. The Company encourages shareholders to provide email addresses so that notices of meetings and explanatory material can be sent to shareholders via email.

Shareholders can elect to receive a copy of the Company's Annual Report as an electronic copy or in hard copy through the mail. Shareholders are encouraged to receive correspondence from the Company electronically.

The Company provides an online email enquiry service to assist shareholders with any queries.

Information is also communicated to shareholders via periodic mailouts or by email to shareholders who have provided their email address via the "email alert" functionality on Megaport's website. A copy of the Shareholder Communications and Participation Policy is available on the Company's website at www.megaport.com/investor/leadership-governance/ .

The Company is committed to the principle of "one security, one vote" and to ascertaining the true will of the shareholders attending and voting at meetings and accordingly, all shareholder resolutions are decided by conducting a poll.

The Company maintains its share registry through Computershare Investor Services Pty Limited (Computershare). Shareholders are able to access information relevant to their holding, as well as update their personal information and elect to receive communications electronically via the Computershare website: www.computershare.com.

Key security holder forms, such as transfer and transmission forms, can also be downloaded from this website.

Principle 7: Risk Management

Risk management *(Recommendation 7.2 and 7.3)*

The Company maintains a Risk Register and Risk Management Framework that is reviewed with management and approved by the Board annually.

During the Reporting Period, the Risk Register and Risk Management Framework was reviewed and updated to ensure that it continues to reflect the current key risks facing the Company. Particular focus was placed on integrating enterprise risk management processes across Latitude.sh and Extreme IX and ensuring risks arising from the Company's expanded international operations were appropriately incorporated into the Risk Management Framework. The Audit & Risk Committee and the Board reviewed the Framework and determined that the Framework continues to be sound.

The Board and Audit & Risk Committee receive regular reports from management on the Company's cyber security posture, technology risks and emerging threats, including developments in artificial intelligence (AI) that may present opportunities or risks to the business. These reports support the Board's oversight of the Company's information security, AI governance and technology risk management frameworks and assist the Board in assessing whether appropriate governance, controls and risk mitigation measures remain in place as the Company's operations and technology environment continue to evolve.

Megaport supports this oversight through a robust information security framework that is certified to ISO/IEC 27001:2022 and subject to annual external audit. Certification was initially received on 9 December 2020 under the 2013 version of the standard and, in 2025, Megaport's cyber security framework was recertified against the current ISO/IEC 27001:2022 standard. During the Reporting Period, Megaport also achieved SOC 2 Type II certification.

Megaport has a dedicated privacy team and has adopted personal data protection policies and procedures designed to protect the privacy of employees and customers and comply with privacy laws globally.

The Company does not have a dedicated internal audit function. In its absence, the Company evaluates and continually improves the effectiveness of its governance, risk management and internal control processes through regular management reviews and testing of key controls, annual reviews of the Risk Management Framework and Risk Register, consideration of external audit findings, and targeted reviews by external advisers where specialist expertise is required.

The Audit & Risk Committee oversees these processes, receives regular reporting from management on control effectiveness and emerging risks, and monitors the implementation of identified improvements. The Board considers that these arrangements provide appropriate oversight of the Company’s operations and risks and, together with the Committee, will continue to assess whether a dedicated internal audit function is required.

Environmental and Social Risks *(Recommendation 7.4)*

The Company's primary environmental risk stems from its dependency on third-party data centres. As global suppliers continue to invest in reducing environmental risks, Megaport may face higher operating costs due to increased supplier pricing aimed at offsetting such risk mitigation activities.

During FY26, management established governance arrangements to support implementation of Australia's mandatory climate reporting framework through a working group which included representatives of the Finance and Legal & Compliance teams. The Board and Audit & Risk Committee received regular updates on sustainability reporting readiness, climate governance and evolving regulatory requirements.

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

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

Megaport is focussed on improving female representation in its workforce, as outlined in the Company's Diversity Policy and Diversity Measurable Objectives. More information on the Company's gender diversity initiatives and outcomes is set out under "Diversity" above.

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

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

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

Principle 8: Remunerate Fairly

During FY26 the Board undertook a comprehensive review of the executive remuneration framework, informed by extensive shareholder engagement and independent benchmarking. The review was designed to strengthen the alignment between executive reward, long-term shareholder value creation and the Company's global strategy.

Remuneration Disclosure *(Recommendation 8.2)*

We separately disclose the remuneration of Non-Executive Directors and the remuneration of our Executive Key Management Personnel (**Executive KMP**). Full details of remuneration paid to Non-Executive Directors and Executive KMP are set out in our 2026 Remuneration Report (contained in our 2026 Annual Report). Our Remuneration Report also sets out our separate policies and practices for the remuneration of Non-Executive Directors and Executive KMP. Our remuneration framework for Executive KMP is based on the following principles:

Remuneration Strategy

Our purpose	To empower global enterprises by seamlessly uniting network and compute infrastructure into a single, automated ecosystem—allowing businesses to securely deploy fully integrated GPU, CPU, and storage capabilities globally on demand.		
Remuneration objectives	Attracting and retaining our leadership with fair, transparent and reasonable rewards	Motivating our employees to perform by matching rewards directly with business outcomes	Aligning rewards and performance with long-term value creation for our shareholders

Remuneration principles	**Pay for performance**	**Attract and retain**	**Simple and transparent**	**Reflect market standards**
	Performance measures are designed to be appropriately challenging and support sustainable long-term value creation Heavy weighting towards 'at-risk' performance pay creating shareholder alignment	Incentives are granted in equity (100% PRSUs) to promote retention CEO performance pay is skewed towards LTI to incentivise retention 50% of STI award deferred for 12 months Minimum shareholding requirement equal to 400% of fixed pay for the CEO and 150% of fixed pay for the CFO	All hurdles are measurable, quantifiable and challenging for STI and LTI Targets, achievements and KMP pay outcomes disclosed at end of the performance period	Remuneration levels are informed by relevant external benchmarks, reflecting the global markets in which Megaport competes for executive talent Malus and clawback provisions apply and Board discretion to adjust awards to ensure no unfair outcomes

Governance	The Remuneration & Nomination Committee is responsible for developing the remuneration strategy, reviewing frameworks and policies, and reviewing remuneration outcomes on behalf of the Board.

The following diagram illustrates the roles and responsibilities for governing Executive and Director remuneration at Megaport.

Board

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

Remuneration & Nomination Committee

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

Its responsibilities include:

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

Management

On a day-to-day basis, management is responsible for preparing relevant information and analysis to the Remuneration & Nomination Committee and the Board to support their decision-making.

The Committee may request materials from management to inform the decision-making of Directors. Management may seek external advice on market trends and benchmarking data from time-to-time as required.

External Advisors

The Committee may request advice from external advisors to support its decision-making. In FY26, the Committee engaged an independent consultant to conduct CEO remuneration and equity usage benchmarking against both US public and private peers and ASX-listed peers.

Where a remuneration recommendation is provided, as defined by the Corporations Act 2001, all advice is provided directly to the Chair of the Committee to ensure it is free from the influence of management.

No remuneration recommendations were made in FY26.

Megaport's Director remuneration policy is to provide fair, transparent and reasonable remuneration that enables the Company to attract and retain Non-Executive Directors of a high calibre in the key global markets in which the Company operates. To preserve independence and impartiality, Non-Executive Directors do not receive incentive or performance-based remuneration. For the same reason, equity-based remuneration is limited to non-performance-based incentives.

Fixed Director fees reflect the time commitment and responsibilities for the role. Non-Executive Directors are not entitled to any retirement benefit schemes other than statutory superannuation contributions. Effective from 1 July 2025, the Board introduced a variation to allow NED fees to automatically adjust by the Consumer Price Index (CPI) each year to preserve the real value of the fees against inflation.

Beyond these standard fees, Non-Executive Directors may be paid additional remuneration where they perform extra work or services beyond that expected of a Non-Executive Director or outside the scope of their role as a Non-Executive Director. In FY26, the Board, with Chair Melinda Snowden abstaining, approved a one-off fee to the Board Chair to recognise the significant additional workload and time commitment required of her to lead a structural review of the Company's executive governance framework in response to Megaport's substantial growth. This payment reflects work undertaken materially beyond the ordinary scope of the Chair's role and is non-recurring following the completion of the review.

Non-Executive Directors are also entitled to be reimbursed for travel and other expenses incurred while carrying out their duties as a Director.

During the Reporting Period, the Board introduced a Non-Executive Director equity plan, enabling Non-Executive Directors to elect to sacrifice up to 100% of their base fees in return for RSUs (**NED Plan**). The Board considers the NED Plan promotes long-term alignment between Directors and shareholders while preserving Director independence, as awards are funded through fee sacrifice and are not subject to performance conditions.

Securities Trading Policy *(Recommendation 8.3)*

The Company currently operates a Restricted Stock Unit program for Megaport employees to incentivise performance, employee retention and align employee interests with shareholder outcomes. In accordance with the Company's Securities Trading Policy, participants are not permitted to enter into transactions that limit economic risk in relation to Megaport securities without written clearance. Megaport's Securities Trading Policy extends the closed trading windows for Directors and Executives.

A copy of the Securities Trading Policy is available on the Company's website at https://www.megaport.com/investor/leadership-governance/.

Checklist against ASX Corporate Governance Principles and Recommendations (4th Edition)

Principle	Recommendation	Complies	Governance Policy
Lay solid foundations for management and oversight	1.1	Yes	Corporate Governance Charter
	1.2	Yes	
	1.3	Yes	
	1.4	Yes	
	1.5	Yes	Diversity Policy
	1.6	Yes	Corporate Governance Charter
	1.7	Yes	
Structure the Board to add value	2.1	Yes	Corporate Governance Charter
	2.2	Yes	Board Skills Matrix
	2.3	Yes	Corporate Governance Charter
	2.4	Yes	
	2.5	Yes	
	2.6	Yes	
Act ethically and responsibly	3.1	Yes	Values Statement
	3.2	Yes	Code of Conduct
	3.3	Yes	Whistleblowing Policy
	3.4	Yes	Anti-Bribery and Corruption Policy
Safeguard integrity in corporate reporting	4.1	Yes	Corporate Governance Charter
	4.2	Yes	
	4.3	Yes	
Make timely and balanced disclosures	5.1	Yes	Continuous Disclosure Policy
	5.2	Yes	
	5.3	Yes	
Respect the rights of security holders	6.1	Yes	Shareholder Communication and Participation Policy
	6.2	Yes	
	6.3	Yes	
	6.4	Yes	Corporate Governance Charter
	6.5	Yes	Shareholder Communication and Participation Policy
Recognise and manage risk	7.1	Yes	Corporate Governance Charter
	7.2	Yes	
	7.3	Yes	
	7.4	Yes	
Remunerate fairly and responsibly	8.1	Yes	Corporate Governance Charter
	8.2	Yes	
	8.3	Yes	Securities Trading Policy

All policies are available on the Company's investor website at https://www.megaport.com/investor/leadership-governance/.