

**FAX COVER SHEET**

DATE: 12 DECEMBER 2019	
TO: Market Announcements Office	FROM: MATT SZIMANSKI
COMPANY: ASX	T. ROWE PRICE ASSOCIATES, INC.
FAX NUMBER: 61 2 9347 0005	FAX NUMBER: 410-345-2035
PHONE NUMBER:	PHONE NUMBER: 410-577-5002
NUMBER OF PAGES INCLUDING COVER SHEET: 7	

To Whom It May Concern:

See attached **Form 603 for Megaport Limited.**

Please contact me at the above phone number or by email at richard_newsome@troweprice.com if you have any questions.

This form is also being sent to the company.

Regards,

Matt Szimanski
T. Rowe Price Associates, Inc.
Legal Compliance
Phone: (410) 577-5002
Fax: (410) 345-2035

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Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Megaport LimitedACN/ARSN 607 301 959**1. Details of substantial holder (1)**Name T. Rowe Price Associates, Inc.

ACN/ARSN (if applicable)

The holder became a substantial holder on

11/12/2019**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	7,294,536	7,294,536	5.07%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
T. Rowe Price Australia Limited	Power to exercise vote and/or dispose of as discretionary investment manager	2,236,826
T. Rowe Price Associates, Inc.	Power to exercise vote and/or dispose of as discretionary investment manager	5,057,710

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure 1			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 2				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
T. Rowe Price Associates, Inc.	
T. Rowe Price Australia Limited	T. Rowe Price Australia Limited is a wholly owned subsidiary of T. Rowe Price International Ltd. T. Rowe Price International Ltd is a wholly owned subsidiary of T. Rowe Price Associates, Inc.

7. Addresses

The addresses of persons named in this form are as follows:

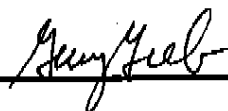
Name	Address
T. Rowe Price Associates, Inc.	100 East Pratt Street, Baltimore, MD 21202
T. Rowe Price Australia Limited	Governor Phillip Tower, 1 Farrer Place, Suite 50B, Sydney NSW 2000, Australia

Signature

print name **Gary Greb**

capacity **Vice President**

sign here



date **12 / 12 /2019**

DIRECTIONS

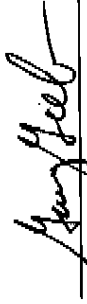
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure 1

Holder of Relevant Interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
T. Rowe Price Australia Limited	JP Morgan Chase	JP Morgan Chase	68,823 ordinary shares
T. Rowe Price Australia Limited	National Australia Bank	National Australia Bank	329,335 ordinary shares
T. Rowe Price Australia Limited	Northern Trust Company	Northern Trust Company	1,838,668 ordinary shares
T. Rowe Price Associates, Inc.	State Street Bank & Trust Co	State Street Bank & Trust Co	5,057,710 ordinary shares

This is annexure 1 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)


Gary Greb, Vice President

12-Dec-19

Annexure 2

Holder of Relevant Interest	Date of Acquisition	Consideration (cash - AUD)	Number of Shares	Class
T. Rowe Price Australia Limited	12-Sep-19	8.715	91,864	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	48,185	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	5,754	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	27,021	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	5,305	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	79	Ordinary
T. Rowe Price Australia Limited	12-Sep-19	8.715	16	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	36,927	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	10,207	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	50,139	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	13,858	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	5,121	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	1,415	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	24,044	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	6,646	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	4,322	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	1,194	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	67	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	18	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.366	10	Ordinary
T. Rowe Price Australia Limited	13-Sep-19	8.314	3	Ordinary
T. Rowe Price Australia Limited	17-Sep-19	8.265	217	Ordinary
T. Rowe Price Australia Limited	20-Sep-19	8.970	421	Ordinary
T. Rowe Price Associates, Inc.	2-Oct-19	9.175	9,600	Ordinary
T. Rowe Price Australia Limited	9-Oct-19	9.110	451	Ordinary
T. Rowe Price Australia Limited	15-Oct-19	9.905	24,128	Ordinary
T. Rowe Price Australia Limited	15-Oct-19	9.905	498	Ordinary
T. Rowe Price Australia Limited	17-Oct-19	10.234	346	Ordinary
T. Rowe Price Associates, Inc.	22-Oct-19	9.584	3,514	Ordinary
T. Rowe Price Australia Limited	30-Oct-19	9.414	160	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	17,156	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	29,261	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	59,148	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	10,504	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	17,916	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	36,216	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	6,020	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	10,269	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	20,758	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	1,058	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	1,804	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	3,647	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	13	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	24	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	48	Ordinary

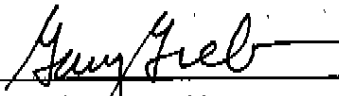
Annexure 2

T. Rowe Price Australia Limited	7-Nov-19	7.600	6	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	9	Ordinary
T. Rowe Price Australia Limited	7-Nov-19	7.600	18	Ordinary
T. Rowe Price Australia Limited	8-Nov-19	7.599	624	Ordinary
T. Rowe Price Australia Limited	8-Nov-19	7.599	382	Ordinary
T. Rowe Price Australia Limited	8-Nov-19	7.599	219	Ordinary
T. Rowe Price Australia Limited	8-Nov-19	7.599	38	Ordinary
T. Rowe Price Australia Limited	8-Nov-19	7.599	1	Ordinary
T. Rowe Price Australia Limited	14-Nov-19	8.673	346	Ordinary
T. Rowe Price Associates, Inc.	15-Nov-19	8.708	6,440	Ordinary
T. Rowe Price Associates, Inc.	18-Nov-19	8.807	2,641	Ordinary
T. Rowe Price Australia Limited	20-Nov-19	9.391	305	Ordinary
T. Rowe Price Australia Limited	27-Nov-19	9.548	512	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.935	18,156	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	9.404	38,627	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.940	21,766	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.700	162,331	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.935	1,431	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	9.404	3,042	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.940	1,714	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.700	12,788	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.935	645	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	9.404	1,372	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.940	773	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.700	5,764	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	155,983	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	115,009	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	21,833	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.935	73,311	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	9.404	155,970	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.940	87,888	Ordinary
T. Rowe Price Associates, Inc.	6-Dec-19	8.700	655,464	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	9,908	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	121	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.935	4	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	9.404	7	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.940	4	Ordinary
T. Rowe Price Australia Limited	6-Dec-19	8.700	24	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	118	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	43	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	13,452	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	4,851	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	262	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	95	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	3,332	Ordinary
T. Rowe Price Associates, Inc.	9-Dec-19	9.500	1,201	Ordinary
T. Rowe Price Australia Limited	9-Dec-19	9.500	1	Ordinary

Annexure 2

T. Rowe Price Associates, Inc.	10-Dec-19	9,500	23	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,418	120	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,421	224	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,500	2,655	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,418	13,668	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,421	25,446	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,500	51	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,418	267	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,421	497	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,500	658	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,418	3,385	Ordinary
T. Rowe Price Associates, Inc.	10-Dec-19	9,421	6,302	Ordinary
T. Rowe Price Australia Limited	10-Dec-19	9,418	1	Ordinary
T. Rowe Price Australia Limited	10-Dec-19	9,421	1	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,410	697	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,339	158	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,328	240	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,410	79,194	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,339	17,998	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,328	27,310	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,410	1,545	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,339	351	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,328	533	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,410	19,613	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,339	4,458	Ordinary
T. Rowe Price Associates, Inc.	11-Dec-19	9,328	6,763	Ordinary
T. Rowe Price Australia Limited	11-Dec-19	9,410	4	Ordinary
T. Rowe Price Australia Limited	11-Dec-19	9,339	1	Ordinary
T. Rowe Price Australia Limited	11-Dec-19	9,328	1	Ordinary

This is annexure 2 referred to on page 1 of Form 603 (Notice of Initial Substantial Holder)



Gary Greb, Vice President

12-Dec-19