

ATLASSIAN CORPORATION PLC

Compensation and Leadership Development Committee Charter

I. Overall Compensation Matters

a. General Statement of Purpose

The purposes of the Compensation and Leadership Development Committee of the Board of Directors (the “**Compensation Committee**”) of **Atlassian Corporation Plc** (the “**Company**”) are to:

- discharge the responsibilities of the Board of Directors of the Company (the “**Board**”) relating to compensation of the Company’s directors and executives;
- oversee the Company’s overall compensation structure, policies and programs, including without limitation, cash compensation, equity compensation, and other material benefits;
- review the Company’s processes and procedures for the consideration and determination of director and executive compensation;
- produce a report for inclusion in the Company’s proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, if applicable, in accordance with applicable rules and regulations;
- review and discuss with the Board the Company’s succession plans for its Chief Executive Officers (“**CEOs**”) and other executive officers;
- review and evaluate the performance of the Company’s executive officers; and
- oversee matters relating to the attraction, motivation, development and retention of executive officers and other senior management.

The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s shareholders.

b. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of

whom shall, to the extent applicable, satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules of the NASDAQ Stock Market LLC, subject to any applicable exceptions contained in such rules. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (such directors, the “**Outside Directors**”), in each case, to the extent such rules are applicable to the Company.

The members of the Compensation Committee shall be appointed by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chairman of the Compensation Committee.

c. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company’s articles of association. The Chairman of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

d. Compensation Committee Report

It shall be the Compensation Committee’s responsibility to:

- Review and discuss with management the Compensation Discussion and Analysis (“**CD&A**”) or other similar disclosure to the extent such disclosure is required to be included in the Company’s proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, if applicable.
- Based on the Compensation Committee’s review and discussions with management of the CD&A, make a recommendation to the Board as to the extent to which the CD&A be included in the Company’s proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, if applicable, such report to be approved by the Board.

- Prepare the Compensation Committee Report to be included in the Company's proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, if applicable, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.

e. Incentive-Based Compensation, Equity-Based Plans, Material Benefits Plans, and other Compensation Policies

It shall be the Compensation Committee's responsibility to:

- Review and approve new incentive-based compensation plans, agreements or arrangements and amendments thereto, other than equity-based plans.
- Review and make recommendations to the Board as the Compensation Committee deems advisable with respect to the adoption of new equity-based plans, which adoption shall require approval by the Board.
- Review and approve amendments to equity-based plans, other than amendments to increase the number of shares reserved under such plans.
- Make recommendations to the Board as the Compensation Committee deems advisable with respect to any increase in the number of shares reserved under equity-based plans, which adoption shall require approval by the Board.
- Act as administrator of the Company's incentive-based compensation plans, including employee bonus plans, and equity-based plans.
- Review and approve grants and awards under incentive-based compensation plans, including employee bonus plans, and equity-based plans, in each case consistent with the terms of such plans.
- Review and approve policies and procedures for the grant of equity-based awards by the Company.
- Review and approve the termination, adoption or amendment of any of the Company's other policies or plans that provide material benefits to the Company's CEOs, executive officers, other employees or directors.
- Review and approve the peer group of companies used to inform the Company's evaluation of compensation for its CEOs, executive officers, other employees and directors.

- Review and approve any stock ownership guidelines, share retention policies, clawback policies, parachute payments, or other compensation-related policies or guidelines.

II. Matters Related to Compensation of the Company's Chief Executive Officers

In considering and determining the compensation for the Company's CEOs, it shall be the Compensation Committee's responsibility to:

- Review and approve the corporate goals and objectives that may be relevant to the compensation of the CEOs.
- Meet annually with the CEOs to review their self-assessment with respect to their goals.
- Following such meeting, evaluate each CEO's performance individually in light of the goals and objectives that were set for such CEO and determine and approve each CEO's compensation based on such evaluation. The CEOs may not be present during voting or deliberations concerning their compensation. In determining the long-term incentive component of each CEO's compensation, the Compensation Committee should consider factors including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- Review, periodically, the aggregate amount of compensation being paid or potentially payable to the CEOs, which shall be communicated to the CEOs by the Outside Directors.
- Report the corporate goals and objectives relevant to the CEOs' compensation, determination of CEO performance and any changes to CEO compensation to the Outside Directors.
- Review and reassess, periodically, the Company's processes and procedures for the consideration and determination of CEO compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, as applicable.

III. Matters Related to Compensation of Executive Officers

In considering and determining the compensation of the Company's executive officers (for purposes hereof the term "executive officer" has the same meaning as

“officer” as defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder), it shall be the Compensation Committee’s responsibility to:

- Evaluate the Company’s executive officers’ performance in light of the goals and objectives that were set for them.
- Review, periodically, the aggregate amount of compensation being paid or potentially payable to the Company’s executive officers.
- Review and approve the compensation of all executive officers of the Company, including with respect to any incentive-compensation plans and equity-based plans.
- Report all changes in executive officer compensation to the Board.
- Review and reassess, periodically, and make such recommendations to the Board as the Compensation Committee deems advisable, with regard to the Company’s processes and procedures for the consideration and determination of compensation for executive officers, and review and discuss with management any description of such processes and procedures to be included in the Company’s proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, as applicable.

IV. Director Compensation

In considering and determining compensation for the Company’s directors, it shall be the Compensation Committee’s responsibility to:

- Review and make recommendations to the Board with regard to the compensation of the directors of the Company, including with respect to any equity-based plans, such director compensation to be approved by the Board.
- Review and reassess, periodically, and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the Company’s processes and procedures for the consideration and determination of director compensation, and review and discuss with management any description of such processes and procedures to be included in the Company’s proxy statement relating to its annual meeting of shareholders, annual report on Form 20-F or other shareholder report, as applicable.

V. Matters Related to Compensation Consulting Firms or Other Outside Advisors

The Compensation Committee shall have the authority to:

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that:
 - The Compensation Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee and the Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Compensation Committee, the Compensation Committee shall take into consideration all factors relevant to that person's independence from management of the Company, including the following:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
 - Any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Compensation Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Compensation Committee.

VI. Succession Planning, Leadership Development and Retention

It shall be the Compensation Committee's responsibility to:

- Annually review and discuss with the Board corporate succession plans for the CEOs and other executive officers of the Company.
- Annually review and discuss with the Board leadership development strategies and executive officer attraction, motivation and retention strategies.
- Annually review risks and exposures associated with leadership assessment, management succession planning and executive officer compensation programs and arrangements, and discuss any such risks and exposures with the Board.

VII. Other Matters

- The Compensation Committee shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- The Compensation Committee shall periodically review the Company's compensation philosophy, policies and practices to assess whether they could lead to unnecessary risk-taking behavior by the Company's personnel and shall evaluate any compensation policies and practices that could mitigate any such risk.

- The Compensation Committee shall periodically review the Company's overall compensation philosophy, policies and practices and whether they effectively recruit, retain, and motivate the Company's personnel as desired.
- The Compensation Committee shall perform an annual performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.
- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any executive officer or other employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

(Adopted by the Board of Directors at a meeting held on March 22, 2017)