I. Introduction

Purpose and Scope

The Board of Directors of Atlassian Corporation Plc (together with its subsidiaries, the “Company”) adopted this Code of Business Conduct and Ethics (this “Code”) to aid directors, officers, employees, consultants and contractors, and others working on behalf of the Company in making ethical and legal decisions when conducting Company business and performing their day-to-day duties. This Code applies to all directors, officers, employees, consultants and contractors, and others working on behalf of the Company.

The Company’s Board of Directors (the “Board”), in conjunction with its Audit Committee, is responsible for administering the Code. The Company’s Deputy General Counsel, Corporate, has been appointed the Company’s Compliance Officer (the “Compliance Officer”) under this Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to the Compliance Officer.

The Company expects you to exercise reasonable judgment when conducting Company business. The Company encourages you to refer to this Code frequently to ensure that you are acting within both the letter and the spirit of this Code. If you have questions or concerns about this Code, the Company encourages you to speak with your manager or supervisor or with the Compliance Officer.

Contents of this Code

This Code has two sections that follow this Introduction. The first section, “Standards of Conduct,” contains the actual guidelines that you are expected to adhere to in the conduct of the Company’s business. The second section, “Compliance Procedures,” contains specific information about how the Code functions, including who administers the Code, who can provide guidance under the Code and how suspected violations may be reported, investigated and disciplined. The second section also contains a discussion about waivers of, and amendments to, this Code.

A Note Regarding Other Obligations

This Code is not intended to reduce or limit the other legal or contractual obligations that you may have with the Company. Instead, the standards in this Code should be viewed as the minimum standards that the Company expects from you in the conduct of its business.

II. Standards of Conduct

Overview

The Company understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally; however, a good rule to follow is to consider whether you would feel comfortable if your potential actions or dealings were made public – if the answer is no, you should reconsider following through on them and consult with your manager or supervisor or the Compliance Officer if you have any questions.

Conflicts of Interest

The Company recognizes and respects your right to engage in outside activities that you may deem proper and desirable, provided that these activities do not impair or interfere with the performance of your duties with the Company or your ability to act in the Company’s best interests. In most, if not all, cases this will mean that you must avoid situations that present a potential or actual conflict between your personal interests and the Company’s interests.

A “conflict of interest” occurs when your personal interest interferes with the Company’s interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when you take an action or have an outside interest, responsibility or obligation that may make it difficult for you to perform the responsibilities of your position objectively and/or effectively in the Company’s best interests. Conflicts of interest may also occur when you or an immediate family member receives some personal benefit as a result of your position with the Company. Each individual’s situation is different and in evaluating your own situation, you will have to consider many factors.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board or its Audit Committee as they deem appropriate. Actual or potential conflicts of interest involving a director should be disclosed in accordance with the Company’s Related Person Transactions Policy and, if necessary, the appropriate authorization for the conflict situation should be sought. Actual or potential conflicts of interest involving an executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Financial Officer.
Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. You are prohibited from engaging in any unlawful activity when conducting Company business or in performing your day-to-day Company duties, nor should you instruct others to do so.

Protection and Proper Use of the Company's Assets

The Company's assets include its intellectual property rights, information systems, computers, servers, other equipment, and communication facilities. Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its profitability. You are expected to protect the Company's assets that are entrusted to you and to protect the Company's assets in general. You are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes, except for personal use of Atlassian-provided, Atlassian-administered, or Atlassian-supported equipment, networks, or electronic or online systems and resources, including third-party resources that comply with our Electronic System and Communications Policy.

Corporate Opportunities and Conflict Duties

You are prohibited from:

- diverting to yourself or to others any opportunities that are discovered through the use of the Company's property or information, or as a result of your position with the Company, unless such opportunity has first been presented to, and rejected in writing by, the Compliance Officer of the Company;
- using the Company's property or information or your position for improper personal gain; or
- competing with the Company.

Directors owe duties to the Company to avoid conflicts of interest, not to accept benefits from third parties by reason of being a director and to declare an interest in an actual or proposed transaction or arrangement with the Company. Each director must therefore:

- avoid a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. This applies in particular to the exploitation of any property, information or opportunity belonging to the Company (and it is immaterial for these purposes whether the Company could actually take advantage of the property, information or opportunity);
- not accept a benefit from a third party conferred by reason of being a director or doing (or not doing) anything as a director; and
- declare to the other directors the nature and extent of any direct or indirect interest a director may have in an actual or proposed transaction or arrangement with the Company.

The Company expects each director to abide by the above restrictions.

Directors may seek authorization from the Board for any actual or potential conflict situation in accordance with the Company's Related Person Transactions Policy.

Confidentiality

Confidential Information generated and gathered in the Company's business plays a vital role in its business, prospects and ability to compete. "Confidential Information" includes all nonpublic information that might be of use to competitors or harmful to the Company or its customers if disclosed. You may not disclose or distribute the Company's Confidential Information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. You shall use Confidential Information solely for legitimate Company purposes. You must return all of the Company's Confidential Information and proprietary information in your respective possession to the Company when you cease to be employed by or otherwise serve the Company.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that you must deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. You should not take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements are fundamental to the Company's continued and future business success. You may not cause the Company to enter into a transaction with the intent to document or record such transaction in a deceptive or unlawful manner. In addition, you may not create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers, employees, consultants and contractors, and others working on behalf of the Company who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

Trading in the Securities of the Company and Other Companies

If you, in the course of working for the Company, learn of any material, nonpublic information about the Company or a company with which the
Company does business (e.g., a customer, supplier or other party with which the Company is negotiating a major transaction, such as an acquisition, investment or sale), you may not trade in the Company's securities or that company’s securities until the information becomes public or is no longer material, all in accordance with the Company's Insider Trading and Disclosure Policy.

Data Protection and Privacy

The Company is a steward of its employees', vendors', customers', and other individuals' personal information. You shall handle personal information in accordance with the Company's internal and external privacy policies and comply with applicable global data protection laws to protect personal information entrusted to the Company as part of its business operations.

Political Contributions

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in Australia, the United Kingdom, the United States and other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer, and in certain cases may require prior shareholder approval under the UK Companies Act 2006. You may not, without the approval of the Compliance Officer, use any of the Company's funds for political contributions of any kind to any political candidate or holder of any national, state, provincial or local government office. You may make personal contributions, but should not represent that you are making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer.

Quality of Public Disclosures

The Company is committed to providing its shareholders with information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission include fair, timely and understandable disclosure. Officers, employees, consultants and contractors, and others working on behalf of the Company who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. Members of the Company's Disclosure Committee are primarily responsible for monitoring the Company's public disclosure.

International Trade Controls

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be on a blocked list by certain groups or countries. It is Company policy, as outlined in the Company's Export Controls Compliance Policy, to comply with these laws and regulations even if it may result in the loss of some business opportunities. You should learn and understand the extent to which Australian, UK, U.S. and international trade controls apply to transactions conducted by the Company.

Promoting a Positive Work Environment

The Company is committed to creating a supportive work environment and each director, officer, employee, consultant and contractor, and any other individual working on behalf of the Company is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. The Company is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. As outlined in the Company's Anti-Harassment, Anti-Discrimination, and Equal Employment Opportunity Policy, the Company strictly prohibits discrimination of any kind based on any characteristic protected by law, such as race, color, religion, national origin, sex, age, disability, citizenship status, or genetic information.

Compliance with Anti-Corruption Laws

The U.S. Foreign Corrupt Practices Act (the “FCPA”) prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of their public duty, influence the foreign official to affect or influence any government action, or obtain any other business advantage. Atlassian is also subject to the UK Bribery Act (together with the FCPA, the "Anti-Corruption Laws"), which prohibits bribes to any individuals, not just government officials, and includes an offense for receiving bribes in addition to giving bribes.

You are strictly prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official or other person to influence or reward any act of such person, or otherwise making any payments or providing anything of value in violation of the Anti-Corruption Laws. State and local governments, as well as foreign governments, may have additional rules regarding such payments. You shall comply with the Anti-Corruption Laws and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules, and regulations.

The Company’s policies and procedures regarding compliance with Anti-Corruption Laws are memorialized in our Foreign Corrupt Practices Act and Anti-Corruption Policy (the "Anti-Corruption Policy"). You have a continuing and independent obligation to ensure compliance with Anti-Corruption Laws and the Anti-Corruption Policy.

III. Compliance Procedures

Communication of Code
You will be supplied with a copy of the Code upon beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to you by requesting one from the human resources department or by accessing the Company’s website at www.atlassian.com.

Monitoring Compliance and Disciplinary Action

The Company’s management, under the supervision of its Board or Audit Committee, shall take reasonable steps from time to time to monitor compliance with the Code, and when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service and restitution.

The Company’s management shall periodically report to the Board or Audit Committee, as applicable, on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. You are encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If you believe that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, you are obligated to bring the matter to the attention of the Company.

Seeking Guidance. The best starting point for you to seek advice on ethics-related issues or reporting potential violations of the Code will usually be your manager or supervisor. However, if the conduct in question involves your manager or supervisor, if you have reported the conduct in question to your manager or supervisor and do not believe that they have dealt with it properly, or if you do not feel that you can discuss the matter with your manager or supervisor, you may raise the matter with the Compliance Officer.

Communication Alternatives. You may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods (all of which may be done anonymously as set forth below under “Anonymity”):

- in writing, addressed to the Compliance Officer, by mail to Atlassian Corporation Plc, c/o Atlassian, Inc., 350 Bush Street, 13th Floor, San Francisco, CA 94104 USA;
- by phone: (800) 461-9330 (U.S.). For non-U.S. phone numbers, visit https://www.atlassian.com/ethics; or
- by Web: https://www.atlassian.com/ethics.

Reporting Accounting and Similar Concerns. Any concerns or questions regarding any potential violations of the Code, any Company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls or auditing matters will be directed to the Audit Committee or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. You may also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (all of which may be done anonymously as set forth below under “Anonymity”):

- in writing addressed to the Chairperson of the Audit Committee, by mail to Atlassian Corporation Plc, c/o Atlassian, Inc., 350 Bush Street, 13th Floor, San Francisco, CA 94104 USA;
- by phone: (800) 461-9330 (U.S.). For non-U.S. phone numbers, visit https://www.atlassian.com/ethics; or
- by Web: https://www.atlassian.com/ethics.

Cooperation. You are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any applicable law, rule or regulation.

Misuse of Reporting Channels. You must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

Director Communications. In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through its Chairperson or the Audit Committee.

Anonymity

When reporting suspected violations of the Code, the Company prefers that you identify yourself to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If you wish to remain anonymous, you may do so, and the Company will use reasonable efforts to protect your confidentiality subject to applicable law, rule or regulation or any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have
sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, you should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

No Retaliation

The Company expressly forbids any retaliation against you if, acting in good faith on the basis of a reasonable belief, you report suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, you in the terms and conditions of your employment or service. Any person who participates in any such retaliation is subject to disciplinary action, up to and including termination.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company’s principal executive, financial and accounting officers) shall be effective unless approved by the Board or, if permitted, the Audit Committee, and if applicable, such waiver is promptly disclosed to the Company’s shareholders in accordance with applicable U.S. securities laws, any other laws or regulations, and/or the rules and regulations of the exchange or system on which the Company’s shares are traded or quoted, as the case may be.

Any waivers of the Code for other officers, employees, consultants and contractors, and others working on behalf of the Company may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to the Company’s shareholders in accordance with applicable U.S. securities laws, any other laws or regulations, and/or the rules and regulations of the exchange or system on which the Company’s shares are traded or quoted, as the case may be.