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**ATLASSIAN CORPORATION PLC**

(incorporated and registered in England and Wales under number 8776021)

**NOTICE OF 2017 ANNUAL GENERAL MEETING**

to be held at 11:00 a.m. local time on December 5, 2017

at 1098 Harrison Street, San Francisco, California 94103

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**ATLASSIAN CORPORATION PLC**

(incorporated and registered in England and Wales under number 8776021)

**Registered Office:**

c/o Herbert Smith Freehills LLP  
Exchange House  
Primrose Street  
London  
United Kingdom  
EC2A 2EG

**Directors:**

Shona L. Brown  
Michael Cannon-Brookes  
Scott Farquhar  
Heather Mirjahangir Fernandez  
Jay Parikh  
Enrique Salem  
Steven Sordello  
Richard P. Wong

October 26, 2017

**Notice of Annual General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of the 2017 Annual General Meeting (“**AGM**”) of Atlassian Corporation Plc (the “**Company**”), which we are holding at 11:00 a.m. local time on December 5, 2017 at the Company’s San Francisco headquarters, 1098 Harrison Street, San Francisco, California 94103. The formal notice of AGM is set out in Part 1 of this document, which sets forth the resolutions to be considered at the AGM, Part 2 of this document sets forth the explanatory notes to these resolutions and Part 3 provides questions and answers about the AGM.

**Voting on the resolutions**

All resolutions at the AGM will be put to a vote on a poll in accordance with the Company’s articles of association.

Please refer to Part 3 of this document for further details on voting.

**Recommendation**

The Board of Directors believes the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company.

The directors unanimously recommend that you vote in favor of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'SFC', written over a white background.

Scott Farquhar  
Chair of the Board of Directors

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## Part 1

### NOTICE OF 2017 ANNUAL GENERAL MEETING ATLASSIAN CORPORATION PLC

**NOTICE IS HEREBY GIVEN** that the 2017 Annual General Meeting of Atlassian Corporation Plc (the “**Company**”) will be held at 11:00 a.m. local time on December 5, 2017 at the Company’s San Francisco headquarters, 1098 Harrison Street, San Francisco, California 94103, to consider and, if thought fit, to pass Resolutions 1 to 15 (inclusive) as ordinary resolutions and Resolution 16 as a special resolution:

**Resolution 1 (Ordinary)**

To receive the Company’s accounts and the reports of the directors and the auditors for the year ended June 30, 2017 (the “**Annual Report**”).

**Resolution 2 (Ordinary)**

To approve the Directors’ Remuneration Report as set forth in the Annual Report.

**Resolution 3 (Ordinary)**

To reappoint Ernst & Young LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

**Resolution 4 (Ordinary)**

To authorize the Audit Committee of the Board of Directors to determine the remuneration of the auditor.

**Resolution 5 (Ordinary)**

To re-elect Shona L. Brown as a director of the Company.

**Resolution 6 (Ordinary)**

To re-elect Michael Cannon-Brookes as a director of the Company.

**Resolution 7 (Ordinary)**

To re-elect Scott Farquhar as a director of the Company.

**Resolution 8 (Ordinary)**

To re-elect Heather Mirjahangir Fernandez as a director of the Company.

**Resolution 9 (Ordinary)**

To re-elect Jay Parikh as a director of the Company.

**Resolution 10 (Ordinary)**

To re-elect Enrique Salem as a director of the Company.

**Resolution 11 (Ordinary)**

To re-elect Steven Sordello as a director of the Company.

**Resolution 12 (Ordinary)**

To re-elect Richard P. Wong as a director of the Company.

**Resolution 13 (Ordinary)**

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT the Company be generally and unconditionally authorized in accordance with section 693A of the Companies Act 2006 to make off-market purchases (within the meaning of section 693 of the Companies Act 2006) of its own Class A ordinary shares for the purposes of, or pursuant to, an employee share scheme (within the meaning of section 1166 of the Companies Act 2006) in such manner and upon such terms as the directors may determine, provided that:

- (i) the maximum number of Class A ordinary shares hereby authorized to be purchased is 1,200,018;

- (ii) the minimum price, exclusive of any expenses, which may be paid for a Class A ordinary share is U.S. \$.0003;
- (iii) the maximum price, exclusive of any expenses, which may be paid for any such share will be U.S. \$.66;
- (iv) the limits specified in (i), (ii) and (iii) above shall be adjusted accordingly following any capitalization issue, rights issue, subdivision, consolidation, reduction of share capital or any other variation of the share capital of the Company; and
- (v) the authority conferred on the Company by this Resolution 13 shall expire on the date which is five years after the date on which it is passed, except that the Company may, before this authority expires, make any offers or agreements, which would, or might, be executed wholly or partly after such expiry, and may make purchases of Class A ordinary shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Resolution 14 (Ordinary)**

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT the Company be authorized pursuant to section 694 of the Companies Act 2006 to repurchase up to a maximum of 25,673 of its own Class A ordinary shares pursuant to, and on the terms described in, a Restricted Share Award Agreement (ID 7003) dated February 6, 2017 and produced at the meeting (the "**Restricted Share Award Agreement**") and that the terms, and entry into, of the Restricted Share Award Agreement is hereby approved, ratified and confirmed (the authority conferred on the Company by this Resolution 14 to expire on December 5, 2022).

**Resolution 15 (Ordinary)**

To consider and, if thought fit, pass the following as an ordinary resolution:

THAT the directors be and they are hereby generally and unconditionally authorized in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of U.S. \$500,000,000 at any time or times during the period of five years from the date on which this Resolution 15 is passed (unless renewed, varied or revoked by the Company prior to or on that date), except that the Company may, before this authority expires, make any offers or agreements which would, or might, require shares to be allotted or rights to be granted after the authority expires, and the directors may allot shares or grant rights pursuant to such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant rights be and are hereby revoked.

**Resolution 16 (Special)**

To consider and, if thought fit, pass the following as a special resolution:

THAT if Resolution 15 above is passed, the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of U.S. \$500,000,000, and shall expire upon expiry of the general authority conferred by Resolution 15 above, except that the Company may, before such expiry, make any offers or agreements which would, or might, require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this Resolution 16 has expired.

**BY ORDER OF THE BOARD**

Thomas Kennedy

A handwritten signature in black ink, appearing to read 'TKC', with a stylized flourish at the end.

Company Secretary

October 26, 2017

**REGISTERED OFFICE**

c/o Herbert Smith Freehills LLP  
Exchange House  
Primrose Street  
London  
United Kingdom  
EC2A 2EG

Registered in England No. 8776021

## Part 2

### EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1 to 15 will be proposed as ordinary resolutions and will be passed if more than 50% of the shareholders' votes cast are in favor. Resolution 16 will be proposed as a special resolution. For this resolution to be passed, at least 75% of the shareholders' votes cast must be in favor.

#### **Resolution 1 – To receive the accounts and reports**

The Board of Directors of Atlassian Corporation Plc (the “**Company**”) will present the accounts and the reports of the directors and the auditors for the year ended June 30, 2017 (the “**Annual Report**”).

#### **Resolution 2 – Directors' Remuneration Report**

The Directors' Remuneration Report is set out in the Annual Report on pages 36 to 43.

In accordance with the provisions of the Companies Act 2006, the Directors' Remuneration Report in the Annual Report contains:

- a statement of the Chair of the Compensation and Leadership Development Committee of the Board of Directors (which includes details of where the Directors' Remuneration Policy in relation to prospective payments to the Company's current and future directors can be found); and
- the Annual Report on Remuneration, which sets out payments to the Company's directors made in the fiscal year ended June 30, 2017.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

The Directors' Remuneration Report gives details of the directors' remuneration for the fiscal year ended June 30, 2017 and also includes details of the Compensation and Leadership Development Committee's representations and activities. The Company's auditors, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report is set forth in the Annual Report.

At the 2016 Annual General Meeting, the Directors' Remuneration Policy was approved by shareholders. The Directors' Remuneration Policy is not therefore required to be approved at the 2017 Annual General Meeting (“**AGM**”), and shareholders are not being asked to vote on the Directors' Remuneration Policy at the AGM. The policy will be put to shareholders again no later than the 2019 Annual General Meeting.

#### **Resolutions 3 and 4 – Reappointment of auditor and auditors' remuneration**

The Company is required to appoint auditors at each general meeting at which accounts are to be presented to shareholders, to hold office until the conclusion of the next such meeting.

Resolution 3 relates to the reappointment of Ernst & Young LLP as the Company's auditor to hold office until the next annual general meeting of the Company.

Resolution 4 authorizes the Audit Committee of the Board of Directors to set the remuneration of Ernst & Young LLP.

#### **Resolutions 5 to 12 – Re-election of directors**

At the 2016 Annual General Meeting, shareholders approved amendments to the Company's articles of association to provide that the directors of the Company shall, if the Board of Directors so determines, stand for re-election at each annual general meeting of the Company.

Resolutions 5 to 12 propose the re-election of Ms. Shona L. Brown, Mr. Michael Cannon-Brookes, Mr. Scott Farquhar, Ms. Heather Mirjahangir Fernandez, Mr. Jay Parikh, Mr. Enrique Salem, Mr. Steven Sordello and Mr. Richard P. Wong as directors of the Company.

Information about the directors standing for re-election at the AGM can be found on Pages 60 to 62 of the Annual Report on Form 20-F.



### **Resolutions 13 and 14 – Purchase of own shares**

The Company cannot purchase its own shares unless the purchase has first been authorized by the Company's shareholders in a general meeting.

Resolution 13 proposes to confer an authority on the Company in accordance with section 693A of the Companies Act 2006 to make off-market purchases of up to 1,200,018 Class A ordinary shares issued in connection with the Company's acquisition of Trello, Inc. for the purposes of, or pursuant to, an employee share scheme.

The minimum price which may be paid for a Class A ordinary share is U.S. \$.0003 and the maximum price which may be paid for a Class A ordinary share will be U.S. \$.66.

Resolution 14 pertains to the Company's authority to purchase its own shares pursuant to a buyback contract in accordance with section 694 of the Companies Act 2006. The proposed authority, if granted, allows the Company to buy back a maximum of 25,673 Class A ordinary shares pursuant to, and on the terms described in, the Restricted Share Award Agreement. The Restricted Share Award Agreement was entered into as part of the Company's acquisition of Trello, Inc. A copy of the Restricted Share Award Agreement will be available for inspection by members at the Company's registered office for not less than 15 days ending with the date of the AGM and at the AGM itself in accordance with section 696(2) of the Companies Act 2006.

The Company is permitted to hold Class A ordinary shares it has purchased under the authorities in Resolutions 13 and 14 in treasury, or alternatively may cancel them. Treasury shares may subsequently be cancelled, sold or used to satisfy share options or share awards under employee share schemes. Class A ordinary shares purchased under the authorities in Resolutions 13 and 14 while held in treasury are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights.

The authorities contained in Resolutions 13 and 14 will expire on the date which is five years after the date on which the Resolutions are passed, i.e. December 5, 2022.

### **Resolution 15 – Allotment of share capital**

Resolution 15 pertains to the directors' authority to allot shares.

Under the articles of association of the Company that were adopted with effect from December 10, 2015, the directors were given authority to allot shares in the capital of the Company up to a maximum nominal amount of U.S. \$500,000,000 for a period of five years. This authority was refreshed at the 2016 Annual General Meeting and is currently due to expire on December 6, 2021 unless otherwise renewed by a shareholder vote of the Company. Resolution 15 will, if passed, renew this authority to allot shares until December 5, 2022.

### **Resolution 16 – Disapplication of statutory pre-emption rights**

If directors of a company wish to allot shares in the Company, or to sell treasury shares, for cash (other than in connection with an employee share scheme) the Companies Act 2006 requires that these shares be offered first to shareholders in proportion to their existing holdings. Under the articles of association, these statutory pre-emption rights were disapplied in relation to the allotment of shares in the capital of the Company up to a maximum nominal amount of U.S. \$500,000,000 for a period of five years, and this authority was refreshed at the 2016 Annual General Meeting.

The purpose of Resolution 16 is to refresh the existing authority, and give the directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006.

The authority contained in Resolution 16, if passed, will expire upon the expiry of the authority to allot shares conferred in Resolution 15, that is December 5, 2022.

## Part 3

### QUESTIONS AND ANSWERS ABOUT THE ANNUAL GENERAL MEETING

#### 1. Who can vote at the 2017 Annual General Meeting (“AGM”)?

To be entitled to attend and vote at the AGM, whether in person or by proxy, shareholders must have been registered in the Register of Members of Atlassian Corporation Plc (the “**Company**”) on October 16, 2017 (the “**Voting Record Date**”). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the AGM.

#### 2. What is the quorum requirement for the AGM?

For the purposes of the AGM, at least two shareholders entitled to vote on the business to be transacted must be present or represented by proxy to be considered a quorum.

#### 3. What is the difference between holding shares as a “shareholder of record” and holding shares as a “beneficial owner” (or in “street name”)?

Most shareholders are considered “beneficial owners” of their shares, that is, they hold their shares through a brokerage firm, bank, dealer or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially or in “street name.”

##### *Shareholder of record*

If, on the Voting Record Date, your shares were registered directly in your name with our transfer agent, Computershare Trust Company, NA, then you are the “shareholder of record” with respect to those shares. As a shareholder of record, you may vote in person at the AGM or vote by proxy.

##### *Beneficial owner*

If, on the Voting Record Date, your shares were held in an account at a brokerage firm, bank, dealer or other nominee, then you are the “beneficial owner” of shares held in “street name.” The brokerage firm, bank, dealer or other nominee holding your shares is considered the shareholder of record for purposes of voting at the AGM; provided, however, as a beneficial owner, you have the right to direct your brokerage firm, bank, dealer or other nominee on how to vote the shares in your account. You are also invited to attend the AGM. However, because you are not the shareholder of record, you may not vote your shares in person at the AGM unless you request, complete and deliver the proper documentation provided by your brokerage firm, bank, dealer or other nominee and bring it with you to the AGM.

#### 4. How can I get electronic access to the AGM materials?

The Company uses the Internet as the primary means of furnishing AGM materials to shareholders. Accordingly, the Company or your brokerage firm, bank, dealer or other nominee has sent you an Important Notice Regarding the Availability of Annual General Meeting Materials (the “**Notice**”). All shareholders will have the ability to access the AGM materials on [www.proxyvote.com](http://www.proxyvote.com) referred to in the Notice or request a printed set of the AGM materials – instructions on how to do so can be found in the Notice. In addition, shareholders may request to receive future annual general meeting materials in printed form by mail or electronically by email on an ongoing basis. The Company encourages shareholders to take advantage of the availability of the annual general meeting materials on the Internet to help reduce the environmental impact and the cost to the Company associated with the physical printing and mailing of such materials.

The Company’s AGM materials can also be found at <https://investors.atlassian.com>.

## 5. How do I vote my shares?

*There are four ways a shareholder of record can vote:*

- (A) by Internet at [www.proxyvote.com](http://www.proxyvote.com) 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on December 4, 2017 (have your proxy card in hand when you visit the website). We encourage you to vote this way as it is the most cost-effective method;
- (B) by toll-free telephone at 1-800-690-6903, until 11:59 p.m. Eastern Time on December 4, 2017 (have your proxy card in hand when you call);
- (C) by completing and mailing your proxy card; or
- (D) by written ballot at the AGM.

*There are three ways a beneficial owner can vote:*

- (A) by Internet at [www.proxyvote.com](http://www.proxyvote.com) 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on December 4, 2017 (have your voting instructions in hand when you visit the website). We encourage you to vote this way as it is the most cost-effective method;
- (B) if you requested printed copies of the AGM materials by mail, you should have received a voting instruction form which allows you to vote by proxy by filling out the voting instruction form and returning it in the envelope provided; or
- (C) by written ballot at the AGM only if you obtain a “legal proxy” from the brokerage firm, bank, dealer or other nominee that holds your shares. Please contact the organization that holds your shares for instructions regarding obtaining a legal proxy.

## 6. What votes will be required to approve the resolutions?

Resolutions 1 to 15 will be proposed as ordinary resolutions and will be passed if more than 50% of the shareholders’ votes cast are in favor. Resolution 16 will be proposed as a special resolution. For this resolution to be passed, at least 75% of the shareholders’ votes cast must be in favor.

Although you have the option of abstaining from any of the specified resolutions, please note that an abstention has no legal effect and will not be counted in the votes “For” or “Against” a resolution.

## 7. How will my shares be voted if I do not specify how they should be voted?

Shareholders should specify their choice for each resolution to be voted upon at the AGM. If no proxy card or voting instruction form is returned or if a proxy card or voting instruction form is signed and returned but no specific instructions are given on one or more of the resolutions to be voted upon at the AGM, proxies will be voted in accordance with applicable rules, laws and regulations as follows:

*Shareholder of record* - if you are a shareholder of record and you do not return a proxy card, your shares will not be voted at the AGM and your shares will not be counted for purposes of determining whether a quorum exists for the AGM. If you do sign and send your proxy card but do not indicate how you want your shares to be voted on one or more resolutions to be voted upon at the AGM, then to the extent you did not specify a choice, your shares will be voted “FOR” the matters submitted for approval at the AGM in accordance with the recommendations of the Board of Directors.

*Beneficial owner* - if you are a beneficial owner and (i) you do not provide your brokerage firm, bank, dealer or other nominee who holds your shares with voting instructions, or (ii) you do provide a voting instruction form but you fail to specify your voting instructions on one or more of the resolutions to be voted upon at the AGM, under applicable rules, laws and regulations, your brokerage firm, bank, dealer or other nominee may exercise discretionary authority to vote your shares on routine proposals, but do not have discretion to vote your shares on non-routine proposals.

We believe that under applicable rules, laws and regulations, Resolutions 1 through 16 are considered non-routine matters.

## 8. Can I change my vote or revoke a proxy?

If you are a shareholder of record, you can change or revoke your proxy before the time of voting at the AGM in several ways by:

- (A) voting in person at the AGM;
- (B) mailing a revised proxy card dated later than the prior proxy card provided the revised proxy card is received by Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, at least 48 hours before the AGM;
- (C) toll-free telephone at 1-800-690-6903, until 11:59 p.m. Eastern Time on December 4, 2017 in which case only your latest telephone proxy submitted prior to the AGM will be counted; or
- (D) notifying our Company Secretary in writing at Atlassian Corporation Plc, 1098 Harrison Street, San Francisco, California 94103 that you are revoking your proxy. Your revocation must be received at least 48 hours before the AGM to be effective.

If you hold shares beneficially, you may change or revoke your voting instructions by contacting the brokerage firm, bank, dealer or other nominee holding the shares or by obtaining a legal proxy from such organization and voting in person at the AGM as described above under "How do I vote my shares?" See also "What if I plan to attend the AGM?" below.

## 9. How many votes do I have?

In accordance with the Company's articles of association, on each matter to be voted upon:

- each holder of Class A ordinary shares who is present in person or by proxy shall have one vote for each Class A ordinary share held as of the Voting Record Date; and
- each holder of Class B ordinary shares who is present in person or by proxy shall have ten votes for each Class B ordinary share held as of the Voting Record Date.

On the Voting Record Date, 97,589,876 Class A ordinary shares and 132,640,714 Class B ordinary shares were outstanding, all of which are entitled to vote with respect to all matters to be acted upon at the AGM.

## 10. What if I plan to attend the AGM?

Attendance at the AGM will be limited to shareholders as of the Voting Record Date. Each shareholder may be asked to present valid picture identification, such as a driver's license or passport. Beneficial owners are required to show a brokerage statement or account statement reflecting share ownership as of the Voting Record Date in order to obtain admittance to the AGM. However, beneficial owners will not be allowed to vote at the AGM unless they obtain a legal proxy from their brokerage firm, bank, dealer or other nominee holding their shares.

## 11. Who can be appointed as proxy?

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to different shares held by that shareholder. A proxy need not be a shareholder of the Company but they must be registered in advance and attend the AGM to represent you.

A shareholder of the Company that is a corporation may authorize a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise on behalf of the corporation the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do so in relation to different shares held by that shareholder.

**12. What if I have questions during the AGM?**

The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a shareholder attending the AGM, except:

- if to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- if the answer has already been given on a website in the form of an answer to a question; or
- if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

If you wish to ask a question please tell the Company Secretary on entry to the venue.

**13. As a shareholder, which materials can I require the Company to publish on its website?**

Shareholders satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the AGM.

The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the Company's website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any such statement that the Company has been required to publish on its website.

**14. How can I find out the results of the voting at the AGM?**

The results of the voting at the AGM will be published on the Company's website, [www.atlassian.com](http://www.atlassian.com). The voting results will also be announced by the filing of a Form 6-K with the Securities and Exchange Commission.

**15. How do I contact the Company if I have any questions?**

You may contact the Company at:

Atlassian Corporation Plc  
Company Secretary  
1098 Harrison Street  
San Francisco, California 94103  
(415) 701-1110  
email: [IR@atlassian.com](mailto:IR@atlassian.com)

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