



SH19

Statement of capital for reduction supported by
solvency statement or court order

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

- ☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order.
- ☒ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.
- For further information, please refer to our guidance at www.gov.uk/companieshouse

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Company details

Company number

08776021

Company name in full

ATLASSIAN CORPORATION LIMITED

→ Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

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Share capital

Complete the table(s) below to show the issued share capital as reduced by the resolution.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation page
Please use a Statement of Capital continuation page if necessary.

Currency

Complete a separate table for each currency

Class of shares

E.g. Ordinary/Preference etc.

Number of shares

Aggregate nominal value (£, €, \$, etc)

Number of shares issued multiplied by nominal value

Total aggregate amount unpaid, if any (£, €, \$, etc)

Including both the nominal value and any share premium

Currency table A

USD	CLASS A ORDINARY	148,272,295	14,827,229.50	
USD	CLASS B ORDINARY	107,247,693	10,724,775.6656	
USD	CLASS C ORDINARY	1	0.10	
Totals		255,519,989	25,552,005.2656	0

Currency table B

Totals				

Total issued share capital table

You must complete this table to show your total issued share capital. Add the totals from all currency tables, including continuation pages.

Total number of shares	Total aggregate nominal value	Total aggregate amount unpaid ❶
	Show different currencies separately. For example: £100 + €100 + \$10	Show different currencies separately. For example: £100 + €100 + \$10
Grand total	255,519,989	25,552,005.2656
		0

❶ Total aggregate amount unpaid
Enter 0 or 'nil' if the shares are fully paid. We'll assume the shares are fully paid if you leave this blank.

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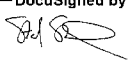
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Class of share	CLASS A ORDINARY
Prescribed particulars ❶	PLEASE SEE THE CONTINUATION PAGE
Class of share	CLASS B ORDINARY
Prescribed particulars ❶	PLEASE SEE THE CONTINUATION PAGE
Class of share	CLASS C ORDINARY
Prescribed particulars ❶	PLEASE SEE THE CONTINUATION PAGE

❶ **Prescribed particulars of rights attached to shares**
The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use a Statement of capital continuation page if necessary.

4	Signature
	I am signing this form on behalf of the company.
Signature	<div><div>Signature</div><div><div>X</div><div><div>DocuSigned by:</div><div></div><div>B29BD040945A4FC...</div></div></div><div>X</div></div> <div>This form may be signed by: Director❷, Secretary, Person authorised❸, CIC manager.</div>

❷ **Societas Europaea.**
If this form is being field on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership.

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Sean McDermott
Company name	Herbert Smith Freehills
Address	Exchange House, Primrose Street
Post town	London
County/Region	
Postcode	E C 2 A 2 E G
Country	United Kingdom
DX	
Telephone	

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record.

**How to pay**

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

SH19 - Continuation page

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3 Prescribed particulars of rights attached to shares

Class of share	CLASS A ORDINARY
Prescribed particulars ①	<p>1. Any dividend declared by the Company shall be paid on the Class A Ordinary Shares and the Class B Ordinary Shares pari passu as if they were all shares of the same class.</p> <p>2. In the event of the liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to members shall be distributed amongst all holders of Class A Ordinary Shares and Class B Ordinary Shares in proportion to the number of shares held irrespective of the amount paid or credited as paid on any share.</p> <p>3. Any:</p> <p>(a) consolidation or merger of the Company with or into another entity or entities (whether or not the Company is the surviving entity) as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors;</p> <p>(b) sale or transfer by the Company of all or substantially all of its assets (determined either for the Company alone or together with its subsidiaries on a consolidated basis); or</p> <p>(c) sale, transfer or issuance or series of sales, transfers and/or issues of shares by the Company or the holders thereof, as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors,</p> <p>shall be deemed to be a liquidation, dissolution and winding up of the Company for purposes of paragraph 2 above (unless the directors determine otherwise), and the holders of the Class A Ordinary Shares shall be entitled to receive from the Company the amounts payable with respect to the Class A Ordinary Shares on a liquidation, dissolution or winding up of the Company under paragraph 2 above in cancellation of their Class A Ordinary Shares upon the completion of any such transaction.</p> <p>4. (a) at a general meeting of the Company and at any separate class meeting of the holders of Class A Ordinary Shares, where a holder of Class A Ordinary Shares is entitled to vote, such holder is entitled: (i) on a show of hands, to one vote; and (ii) on a poll, to one vote for each Class A Ordinary Share held.</p> <p>(b) A holder of Class A Ordinary Shares is entitled to receive notice of any general meeting of the Company (and notice of any separate class meeting of the holders of Class A Ordinary Shares) and a copy of every report, accounts, circular or other document sent out by the Company to members.</p>

① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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3 Prescribed particulars of rights attached to shares

Class of share	CLASS B ORDINARY
Prescribed particulars 1	<p>1. Any dividend declared by the Company shall be paid on the Class A Ordinary Shares and the Class B Ordinary Shares pari passu as if they were all shares of the same class.</p> <p>2. In the event of the liquidation, dissolution or winding up of the Company, the assets of the Company available for distribution to members shall be distributed amongst all holders of Class A Ordinary Shares and Class B Ordinary Shares in proportion to the number of shares held irrespective of the amount paid or credited as paid on any share.</p> <p>3. In the event of a transaction which is deemed a liquidation, dissolution or winding up of the Company, the Class B Ordinary Shares shall be entitled to receive from the Company the amounts payable with respect to the Class B Ordinary Shares upon a liquidation, dissolution or winding up of the Company 1 in cancellation of their Class B Ordinary Shares upon the consummation of any such transaction.</p> <p>4. If a Class B Ordinary Shareholder would be deemed (by aggregating that Class B Ordinary Shareholder's voting rights together with the voting rights of its Permitted Class B Ordinary Transferees) to hold more than 49.9999% of the voting rights in the Company, then, unless the directors resolve otherwise:</p> <p>(a) the maximum number of voting rights that may be exercised by the Class B Ordinary Shareholder and its Permitted Class B Ordinary Transferees in aggregate: (i) at any meeting, shall not exceed 49.9999% of the total number of voting rights cast by all persons at that meeting (either in person or by proxy); or (ii) in respect of any other matter requiring their consent shall not exceed 49.9999% of the total number of voting rights exercised by all persons in respect of that matter, (the threshold); and</p> <p>(b) any voting rights purported to be exercised by the Class B Ordinary Shareholder and its Permitted Class B Ordinary Transferees (in aggregate) at any meeting or in respect of any other matter requiring their consent (as the case may be) above the threshold shall be disregarded.</p> <p>5. (a) at a general meeting of the Company and at any separate class meeting of the holders of Class B Ordinary Shares, where a holder of Class B Ordinary Shares is entitled to vote, such holder is entitled: (i) on a show of hands, to one vote; and (ii) on a poll, to ten votes for each Class B Ordinary Share held. (b) A holder of Class B Ordinary Shares is entitled to receive notice of any general meeting of the Company (and notice of any separate class meeting of the holders of Class B Ordinary Shares) and a copy of every report, accounts, circular or other document sent out by the Company to members.</p>

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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3 Prescribed particulars of rights attached to shares

Class of share	CLASS C ORDINARY	
Prescribed particulars ①	<p>1. Dividends shall not be paid on Class C Ordinary Shares.</p> <p>2. In the event of the liquidation, dissolution or winding up of the Company, holders of Class C Ordinary Shares shall only be entitled to be paid the nominal value of each Class C Ordinary Share held.</p> <p>3. Any</p> <p>(a) consolidation or merger of the Company with or into another entity or entities (whether or not the Company is the surviving entity) as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors;</p> <p>(b) sale or transfer by the Company of all or substantially all of its assets (determined either for the Company alone or together with its subsidiaries on a consolidated basis); or</p> <p>(c) sale, transfer or issuance or series of sales, transfers and/or issues of shares by the Company or the holders thereof, as a result of which the holders of the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors immediately prior to such sale or issue cease to own the Company's outstanding shares possessing the voting power (under ordinary circumstances) to elect a majority of the Company's board of directors,</p> <p>shall be deemed to be a liquidation, dissolution and winding up of the Company for purposes of paragraph 2 above (unless the directors determine otherwise), and the holders of the Class C Ordinary Shares shall be entitled to receive from the Company the amounts payable with respect to the Class C Ordinary Shares on a liquidation, dissolution or winding up of the Company under paragraph 2 above in cancellation of their Class C Ordinary Shares upon the completion of any such transaction.</p> <p>4.</p> <p>(a) At a general meeting of the Company and at any separate class meeting of the holders of Class C Ordinary Shares, where a holder of Class C Ordinary Shares is entitled to vote, such holder is entitled: (i) on a show of hands, to one vote; and (ii) on a poll, to one vote for each Class C Ordinary Share held.</p> <p>(b) A holder of Class C Ordinary Shares is entitled to receive notice of any general meeting of the Company (and notice of any separate class meeting of the holders of Class C Ordinary Shares) and a copy of every report, accounts, circular or other document sent out by the Company to members.</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>