

ATLASSIAN CORPORATION PLC (THE "COMPANY")

(Company Number 8776021)

RESOLUTIONS OF THE COMPANY

PASSED ON NOVEMBER 23, 2015

At an annual general meeting of the Company duly convened and held on November 23, 2015 at 1098 Harrison Street, San Francisco, CA, 94103 at 2 00pm, the following resolutions were passed as an ordinary resolution and special resolutions as the case may be

ORDINARY RESOLUTION

- 1 **THAT** the directors be and they are hereby generally and unconditionally authorised 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 ("Rights") up to an aggregate nominal amount of US\$5,000,000 in connection with the Company's initial public offering ("IPO") at any time or times during the period of five years from the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may before this authority expires make any offer or agreement 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 in pursuance of any 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

SPECIAL RESOLUTIONS

- 2 **THAT** 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 that Act) for cash either pursuant to the authority conferred by Resolution 4 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of US\$5,000,000, and shall expire on the date falling five years from the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement 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 offer or agreement notwithstanding that the power conferred by this article has expired
- 3 **THAT** the articles of association of the Company be amended by deleting the present article 15 2 (*Capitalisation of profits*) and replacing it with the following new article 15 2

"15 2 Capitalisation of profits

- (a) The directors may
 - (1) subject as provided in this article, resolve to capitalise any profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company (including any share premium account, capital redemption reserve, merger reserve or revaluation reserve),
 - (2) appropriate the sum resolved to be capitalised to the members in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would (or in the case of treasury shares, which would if such shares were not held as treasury shares) entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by



way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full shares of the same class held by the member or debentures of the Company of a nominal amount equal to that sum, and allot such shares or debentures credited as fully paid to those members or as they may direct, in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up shares to be allotted to members credited as fully paid, and

- (3) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall so long as such shares remain partly paid rank for dividend only to the extent that the latter shares rank for dividend
- (b) Where, pursuant to an employees' share scheme (within the meaning of section 1166 of the Companies Act 2006) or any similar scheme under which participation is extended to non-executive directors or consultants providing services to the Company or any of its subsidiaries
- (1) the Company has granted options to subscribe for shares on terms which provide (inter alia) for adjustments to the subscription price payable on the exercise of such options or to the number of shares to be allotted upon such exercise in the event of any increase or reduction in or other reorganisation of the Company's issued share capital and an otherwise appropriate adjustment would result in the subscription price for any share being less than its nominal value, then the directors may, on the exercise of any of the options concerned and payment of the subscription price which would have applied had such adjustment been made, capitalise any such profits or other sum as is mentioned in paragraph (a)(1) above to the extent necessary to pay up the unpaid balance of the nominal value of the shares which fail to be allotted on the exercise of such options and apply such amount in paying up such balance and allot shares fully paid accordingly,
 - (2) the Company has granted (or assumed liability to satisfy) rights to subscribe for shares (whether in the form of stock options, restricted stock units, restricted stock, stock appreciation rights, performance shares and units, dividend equivalent rights or otherwise) then the directors may, in connection with the issue of shares, capitalise any such profits or other sum as is mentioned in paragraph (a) above to the extent necessary to pay up the unpaid balance of the nominal value of the shares which fail to be issued in connection with such rights to subscribe and apply such amount in paying up such balance and allot shares fully paid accordingly,
 - (3) the provisions of paragraphs (a)(1) to (3) above shall apply with the necessary alterations to this article "

- 4 **THAT** any director and the Company Secretary is authorised and empowered to take any and all such further action as may be deemed necessary or advisable to effect the purposes and intent of the resolutions hereby adopted, and any and all actions taken by the directors and officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed

Signed



[Director/Secretary]

for and on behalf of Atlassian Corporation Plc