

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2022
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-37651

Atlassian Corporation Plc

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

England and Wales

(Jurisdiction of incorporation or organization)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Ordinary Shares	TEAM	Nasdaq Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None
Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

As of June 30, 2022, 144,891,749 Class A Ordinary Shares and 110,035,649 Class B Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

ANNUAL REPORT
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INTRODUCTION

All references in this annual report on Form 20-F (this “Annual Report”) to “Atlassian” or the “Company,” “we,” “our,” “us” or similar terms refer to Atlassian Corporation Plc and its subsidiaries.

Our consolidated financial statements are presented in U.S. dollars. All references in this Annual Report to “\$,” “U.S. \$,” “U.S. dollars” and “dollars” mean U.S. dollars, unless otherwise noted.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that articulate our expectations, strategy, plans or intentions. Forward-looking statements contained in this Annual Report include, but are not limited to, statements about:

- our future financial performance, including our revenues, cost of revenues, gross profit or gross margin and operating expenses;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs;
- our ability to increase the number of customers using our software;
- our ability to attract and retain customers to use our products and solutions;
- our ability to develop new products and enhancements to our existing products;
- our ability to successfully expand in our existing markets and into new markets;
- our ability to effectively manage our growth and future expenses;
- our ability to prevent security breaches and unauthorized access to customer data;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to grow our Cloud offerings, including the impact of customers transitioning from perpetual licenses to subscription licenses;
- our future growth and profitability;
- our ability to repay our outstanding long-term debt in a timely manner and on favorable terms;
- our ability to successfully move the domicile of our parent company from the United Kingdom (the “UK”) to the United States (the “U.S.”) (the “U.S. Domestication”);
- our ability to comply with modified or new laws and regulations applying to our business, including privacy and data security regulations;
- our ability to attract and retain qualified employees and key personnel;
- future acquisitions of, or investments in, complementary companies, products, services or technologies; and
- the impact of natural disasters, climate change, diseases and pandemics, such as the novel coronavirus (“COVID-19”) pandemic, and any associated economic downturn, war, including Russia’s recent invasion of Ukraine, incidents of terrorism, and political and social unrest on our results of operations and financial performance.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this Annual Report.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in “Risk Factors” and elsewhere in this Annual Report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to

time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Annual Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report to reflect events or circumstances after the date of this Annual Report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, or investments.

PART I

Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

Item 3. KEY INFORMATION

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information contained in this Annual Report, and in our other public filings. If any such risks and uncertainties actually occur, our business, financial condition or results of operations could differ materially from the plans, projections and other forward-looking statements included elsewhere in this Annual Report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occur, our business, financial condition, or results of operations could be harmed substantially.

Risk Factors Summary

Our business is subject to numerous risks and uncertainties, including those highlighted in this section titled "Risk Factors" and summarized below. We have various categories of risks, including, risks related to our business and industry, risks related to information technology, intellectual property, and data security and privacy, risks related to legal, regulatory, accounting, and tax matters, risks related to ownership of our Class A ordinary shares, risks related to our indebtedness, risks related to being a foreign private issuer or English company, and general risks, which are discussed more fully below. As a result, this risk factors summary does not contain all of the information that may be important to you, and you should read this risk factors summary together with the more detailed discussion of risks and uncertainties set forth following this summary, as well as elsewhere in this Annual Report. These risks include, but are not limited to, the following:

- *Our rapid growth makes it difficult to evaluate our future prospects and may increase the risk that we will not continue to grow at or near historical rates.*
- *We may not be able to sustain our revenue growth rate or achieve profitability in the future.*
- *The COVID-19 pandemic, and any associated economic and social impacts, could harm our business and results of operations.*
- *The markets in which we participate are intensely competitive, and if we do not compete effectively, our business, results of operations, and financial condition could be harmed.*
- *Our distribution model of offering and selling on-premises offerings of certain of our products, in addition to offering and selling Cloud offerings of these products, increases our expenses, may impact revenue recognition timing, and may pose other challenges to our business.*
- *Our business depends on our customers renewing their subscriptions and maintenance plans and purchasing additional licenses or subscriptions from us, and any decline in our customer retention or expansion could harm our future results of operations.*
- *If we are not able to develop new products and enhancements to our existing products that achieve market acceptance and that keep pace with technological developments, our business and results of operations could be harmed.*
- *Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.*
- *Our business model relies on a high volume of transactions and affordable pricing. As lower cost or free products are introduced by our competitors, our ability to generate new customers could be harmed.*
- *If we fail to effectively manage our growth, our business and results of operations could be harmed.*
- *If our security measures are breached or unauthorized access to customer data is otherwise obtained, our products may be perceived as insecure, we may lose existing customers or fail to attract new customers, and we may incur significant liabilities.*
- *Interruptions or performance problems associated with our technology and infrastructure could harm our business and results of operations.*
- *Real or perceived errors, failures, vulnerabilities or bugs in our products or in the products on Atlassian Marketplace could harm our business and results of operations.*
- *Changes in laws or regulations relating to data privacy or data protection, or any actual or perceived failure by us to comply with such laws and regulations or our privacy policies, could harm our business and results of operations.*
- *Because our products rely on the movement of data across national boundaries, global privacy and data security concerns could result in additional costs and liabilities to us or inhibit sales of our products globally.*
- *Our global operations and structure subject us to potentially adverse tax consequences.*
- *The dual class structure of our ordinary shares has the effect of concentrating voting control with certain shareholders, in particular, our Co-Chief Executive Officers and their affiliates, which will limit our other shareholders' ability to influence the outcome of important transactions, including a change in control.*
- *As a foreign private issuer, we are permitted to report our financial results under International Financial Reporting Standards ("IFRS"), are exempt from certain rules under the U.S. securities laws and are permitted to file less information with the SEC than a U.S. company, and our Class A ordinary shares are not listed, and we do not intend to list our shares, on any market in the UK, our country of incorporation. This may limit the information available to holders of our Class A ordinary shares.*
- *As a foreign private issuer, we are permitted to follow certain home country corporate governance practices in lieu of certain requirements under the listing standards of The Nasdaq Global Select Market ("Nasdaq"). This may afford less protection to holders of our Class A ordinary shares than U.S. regulations.*
- *The rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation.*

Risks Related to Our Business and Industry

Our rapid growth makes it difficult to evaluate our future prospects and may increase the risk that we will not continue to grow at or near historical rates.

We have been growing rapidly over the last several years, and as a result, our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. Our recent and historical growth should not be considered indicative of our future performance. We have encountered in the past, and will encounter in the future, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations, our growth rates may slow, and our business would suffer.

We may not be able to sustain our revenue growth rate or achieve profitability in the future.

Our historical growth rate should not be considered indicative of our future performance and may decline in the future. In future periods, our revenue could grow more slowly than in recent periods or decline for a number of reasons, including any reduction in demand for our products, increase in competition, limited ability to, or our decision not to, increase pricing, contraction of our overall market, a slower than anticipated adoption of or migration to our Cloud offerings, or our failure to capitalize on growth opportunities. For example, beginning in February 2021, we ceased sales of new perpetual licenses for our products, and beginning in February 2022, we ceased sales of upgrades to these on-premises versions of our products. We also plan to end maintenance and support for these on-premises versions of our products in February 2024. If a significant portion of our customers do not transition to our Cloud or Data Center offerings, our revenue growth rates and profitability may be negatively impacted.

In addition, we expect expenses to increase substantially in the near term, particularly as we continue to make significant investments in research and development and technology infrastructure for our Cloud offerings, expand our operations globally and develop new products and features for, and enhancements of, our existing products. As a result of these significant investments, and in particular share-based compensation associated with our growth, we may not be able to achieve IFRS profitability in future periods. The additional expenses we will incur may not lead to sufficient additional revenue to maintain historical revenue growth rates and profitability.

The COVID-19 pandemic, and any associated economic and social impacts, could harm our business and results of operations.

In March 2020, the World Health Organization declared COVID-19 a pandemic. This outbreak has continued to rapidly spread across the world and has significantly impacted global economic activity, worldwide financial markets and social practices. The related adverse public health developments, including orders to shelter-in-place, travel restrictions, and mandated business closures, have adversely affected workforces, organizations, customers, economies, and financial markets globally, leading to an economic downturn and increased market volatility. It has also disrupted the normal operations of many businesses, including ours. The COVID-19 pandemic may prevent us from conducting business operations at full capacity for an indefinite period of time. For example, we have taken precautionary measures intended to help minimize the risk of the virus to our employees which may disrupt our operations, including temporarily closing our offices worldwide, requiring all employees to work remotely (and subsequently announcing that most employees will have flexibility to work remotely indefinitely), and limiting travel worldwide for our employees. An extended period of remote-work arrangements could strain our business continuity plans, introduce operational risk, including cybersecurity risks and increased costs, and impair our ability to effectively manage our business, which may negatively impact our business, results of operations, and financial condition. We are actively monitoring the impacts of the situation and may adjust our current policies and practices as more information and public health guidance become available.

This pandemic and the resulting economic and social impact, as well as intensified measures undertaken to contain the spread of COVID-19, could decrease technology spending, affect our ability to accurately forecast our future results, adversely affect demand for our products, cause some of our paid customers or suppliers to file for bankruptcy protection or go out of business, affect the ability of our customer support team to conduct in-person trainings or our solutions partners to conduct in-person sales, impact expected spending from new customers or renewals or expansions from existing customers, negatively impact collections of accounts receivable, result in elongated sales cycles, and harm our business, results of operations, and financial condition. In particular, we have revenue exposure to customers who are small- and medium-sized businesses and to industries that may be disproportionately impacted by the COVID-19 pandemic. If these customers' business operations and finances are

negatively affected, they may not purchase or renew our products, may reduce or delay spending, or request extended payment terms or price concessions, which would negatively impact our business, results of operations, and financial condition.

The extent to which the COVID-19 pandemic ultimately impacts our business, results of operations, and financial position will depend on future developments, which are uncertain and cannot be fully predicted at this time, including, but not limited to, the continued duration and spread of the outbreak and related variants, its severity, the actions taken by governments and authorities to contain the virus or treat its impact, the effectiveness of current vaccine and therapeutic treatments, and the extent to which normal economic and operating conditions continue to resume.

The markets in which we participate are intensely competitive, and if we do not compete effectively, our business, results of operations, and financial condition could be harmed.

The markets for our solutions are fragmented, rapidly evolving, highly competitive, and have relatively low barriers to entry. We face competition from both traditional, larger software vendors offering full collaboration and productivity suites and smaller companies offering point products for features and use cases. Our principal competitors vary depending on the product category and include Microsoft (including GitHub), IBM, Alphabet, ServiceNow, PagerDuty, Gitlab, Freshworks, Asana, Monday.com, Notion and Smartsheet. In addition, some of our competitors have made acquisitions to offer a more comprehensive product or service offering, which may allow them to compete more effectively with our products. We expect this trend to continue as companies attempt to strengthen or maintain their market positions in an evolving industry. Following such potential consolidations, companies may create more compelling product offerings and be able to offer more attractive pricing options, making it more difficult for us to compete effectively.

Our competitors, particularly our competitors with greater financial and operating resources, may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or customer requirements. With the introduction of new technologies, the evolution of our products, and new market entrants, we expect competition to intensify in the future. For example, as we continue to expand our focus into new use cases or other product offerings beyond software development teams, we expect competition to increase. Pricing pressures and increased competition generally could result in reduced sales, reduced margins, losses, or the failure of our products to achieve or maintain more widespread market acceptance, any of which could harm our business, results of operations and financial condition.

Many of our current and potential competitors have greater resources than we do, with established marketing relationships, large enterprise sales forces, access to larger customer bases, pre-existing customer relationships, and major distribution agreements with consultants, system integrators and resellers. Additionally, some current and potential customers, particularly large organizations, have elected, and may in the future elect, to develop or acquire their own internal collaboration and productivity software tools that would reduce or eliminate the demand for our solutions.

Our products seek to serve multiple markets, and we are subject to competition from a wide and varied field of competitors. Some competitors, particularly new and emerging companies with sizeable venture capital investment, could focus all their energy and resources on one product line or use case and, as a result, any one competitor could develop a more successful product or service in a particular market we serve which could decrease our market share and harm our brand recognition and results of operations. For all of these reasons and others we cannot anticipate today, we may not be able to compete successfully against our current and future competitors, which could harm our business, results of operations, and financial condition.

Our distribution model of offering and selling on-premises offerings of certain of our products, in addition to offering and selling Cloud offerings of these products, increases our expenses, may impact revenue recognition timing, and may pose other challenges to our business.

We currently offer and sell both on-premises and Cloud offerings of certain of our products. For these products, our Cloud offering enables quick setup and subscription pricing, while our on-premises offering permits more customization, a perpetual or term license fee structure, and complete application control. Historically, these products were developed in the context of our on-premises offering, and we have less operating experience offering and selling these products via our Cloud offering. Although a substantial majority of our revenue has historically been generated from customers using our on-premises products, we believe that over time more customers will move to our Cloud offering, and our Cloud offering will become more central to our distribution model. For example, beginning in February 2021, we ceased sales of new perpetual licenses for our products, and beginning in February

2022, we ceased sales of upgrades to these on-premises versions of our products. We also plan to end maintenance and support for these on-premises versions of our products in February 2024. As more of our customers transition to the cloud, we may be subject to additional competitive and pricing pressures, which could harm our business. Further, as more customers elect our Cloud offering in place of our on-premises offering, revenues from such customers are typically lower in the initial year, which may impact our near-term revenue growth rates and margins. Additionally, we plan to offer discounts to certain of our enterprise-level on-premises customers to incentivize migration to the cloud, which may also impact our near-term revenue growth. If our Cloud offering does not develop as quickly as we expect, if we are unable to continue to scale our systems to meet the requirements of a successful large, Cloud offering, or if we lose customers currently using our on-premises products due to our increased focus on our Cloud offering or our inability to successfully migrate them to our Cloud products, our business could be harmed. We are directing a significant portion of our financial and operating resources to implement a robust Cloud offering for our products and to migrate our existing customers to our Cloud offerings, but even if we continue to make these investments, we may be unsuccessful in growing or implementing our Cloud offering that competes successfully against our current and future competitors and our business, results of operations, and financial condition could be harmed.

Our business depends on our customers renewing their subscriptions and maintenance plans and purchasing additional licenses or subscriptions from us, and any decline in our customer retention or expansion could harm our future results of operations.

In order for us to maintain or improve our results of operations, it is important that our customers renew their subscriptions and maintenance plans when existing contract terms expire and that we expand our commercial relationships with our existing customers. Our customers have no obligation to renew their subscriptions or maintenance plans, and our customers may not renew subscriptions or maintenance plans with a similar contract duration or with the same or greater number of users. Our customers generally do not enter into long-term contracts, rather they primarily have monthly or annual terms. Some of our customers have elected not to renew their agreements with us and it is difficult to accurately predict long-term customer retention.

Our customer retention and expansion may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our products, new market entrants, our product support, our prices and pricing plans, the prices of competing software products, reductions in our customers' spending levels, new product releases and changes to packaging of our product offerings, mergers and acquisitions affecting our customer base, our increased focus on our Cloud offerings, our decision to end the sale of new perpetual licenses for our products, or the effects of global economic conditions, including the impacts on us or our customers, partners and suppliers from the COVID-19 pandemic and inflation and related interest rate increases. We may be unable to timely address any retention issues with specific customers, which could harm our results of operations. If our customers do not purchase additional licenses or subscriptions or renew their subscriptions or maintenance plans, renew on less favorable terms, or fail to add more users, our revenue may decline or grow less quickly, which could harm our future results of operations and prospects.

If we are not able to develop new products and enhancements to our existing products that achieve market acceptance and that keep pace with technological developments, our business and results of operations could be harmed.

Our ability to attract new customers, and retain and increase revenue from existing customers depends in large part on our ability to enhance and improve our existing products and to introduce compelling new products that reflect the changing nature of our markets. The success of any enhancement to our products depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with existing technologies and our platform, and overall market acceptance. Any new product that we develop may not be introduced in a timely or cost-effective manner, may contain bugs, or may not achieve the market acceptance necessary to generate significant revenue. If we are unable to successfully develop new products, enhance our existing products to meet customer requirements, or otherwise gain market acceptance, our business, results of operations, and financial condition could be harmed.

If we cannot continue to expand the use of our products beyond our initial focus on software developers, our ability to grow our business could be harmed.

Our ability to grow our business depends in part on our ability to persuade current and future customers to expand their use of our products to additional use cases beyond software developers, including IT and business teams. If we fail to predict customer demands or achieve further market acceptance of our products within these

additional areas and teams, or if a competitor establishes a more widely adopted product for these applications, our ability to grow our business could be harmed.

We invest significantly in research and development, and to the extent our research and development investments do not translate into new products or material enhancements to our current products, or if we do not use those investments efficiently, our business and results of operations would be harmed.

A key element of our strategy is to invest significantly in our research and development efforts to develop new products and enhance our existing products to address additional applications and markets. In fiscal years 2022 and 2021, our research and development expenses were 50% and 46% of our revenue, respectively. If we do not spend our research and development budget efficiently or effectively on compelling innovation and technologies, our business could be harmed and we may not realize the expected benefits of our strategy. Moreover, research and development projects can be technically challenging and expensive. The nature of these research and development cycles may cause us to experience delays between the time we incur expenses associated with research and development and the time we are able to offer compelling products and generate revenue, if any, from such investment. Additionally, anticipated customer demand for a product we are developing could decrease after the development cycle has commenced, and we would nonetheless be unable to avoid substantial costs associated with the development of any such product. If we expend a significant amount of resources on research and development and our efforts do not lead to the successful introduction or improvement of products that are competitive in our current or future markets, it could harm our business and results of operations.

If we fail to effectively manage our growth, our business and results of operations could be harmed.

We have experienced and expect to continue to experience rapid growth, both in terms of employee headcount and number of customers, which has placed, and may continue to place, significant demands on our management, operational, and financial resources. In addition, we operate globally and sell our products to customers in approximately 200 countries. Further, we have employees in Australia, the U.S., the UK, the Netherlands, the Philippines, Poland, India, Turkey, Canada, Japan, Germany, France and New Zealand and a substantial number of our employees have been with us for fewer than 24 months. We plan to continue to increase our hiring and to expand our operations into other countries in the future, which will place additional demands on our resources and operations. As our business expands across numerous jurisdictions, we may experience difficulties, including in hiring, training, and managing a diffuse and growing employee base.

We have also experienced significant growth in the number of customers, users, transactions and data that our products and our associated infrastructure support. If we fail to successfully manage our anticipated growth and change, the quality of our products may suffer, which could negatively affect our brand and reputation and harm our ability to retain and attract customers. Finally, our organizational structure is becoming more complex and if we fail to scale and adapt our operational, financial, and management controls and systems, as well as our reporting systems and procedures, to manage this complexity, our business, results of operations, and financial condition could be harmed. We will require significant capital expenditures and the allocation of management resources to grow and change in these areas.

Our corporate values have contributed to our success, and if we cannot maintain these values as we grow, we could lose the innovative approach, creativity, and teamwork fostered by our values, and our business could be harmed.

We believe that a critical contributor to our success has been our corporate values, which we believe foster innovation, teamwork, and an emphasis on customer-focused results. In addition, we believe that our values create an environment that drives and perpetuates our product strategy and low-cost distribution approach. As we undergo substantial growth in our customers and employee base, transition to a remote-first “Team Anywhere” work environment, and continue to develop the infrastructure of a public company, we may find it difficult to maintain our corporate values. Any failure to preserve our values could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively, and execute on our business strategy.

Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.

Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly financial results fall below the expectations of investors or any securities analysts who follow us, the price of our Class A ordinary shares could decline substantially. Factors that may cause our revenue, results of operations and cash flows to fluctuate from quarter to quarter include, but are not limited to:

- our ability to attract new customers, retain and increase sales to existing customers, and satisfy our customers' requirements;
- the timing of customer renewals;
- changes in our or our competitors' pricing policies and offerings;
- new products, features, enhancements, or functionalities introduced by our competitors;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
- significant security breaches, technical difficulties, or interruptions to our products;
- our increased focus on our cloud offerings, including customer migrations to our cloud products;
- the number of new employees added;
- changes in foreign currency exchange rates or adding additional currencies in which our sales are denominated;
- the amount and timing of acquisitions or other strategic transactions;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- general economic conditions, such as recent inflation and related interest rate increases, that may adversely affect either our customers' ability or willingness to purchase additional licenses, subscriptions, and maintenance plans, delay a prospective customer's purchasing decisions, reduce the value of new license, subscription, or maintenance plans, or affect customer retention;
- the impact of political and social unrest, natural disasters, climate change, diseases and pandemics, such as the COVID-19 pandemic, and any associated economic downturn, on our results of operations and financial performance;
- seasonality in our operations;
- the impact of new accounting pronouncements and associated system implementations; and
- the timing of the grant or vesting of equity awards to employees, contractors, or directors.

Many of these factors are outside of our control, and the occurrence of one or more of them might cause our revenue, results of operations, and cash flows to vary widely. As such, we believe that quarter-to-quarter comparisons of our revenue, results of operations, and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

We may require additional capital to support our operations or the growth of our business and we cannot be certain that we will be able to secure this capital on favorable terms, or at all.

We may require additional capital to respond to business opportunities, challenges, acquisitions, a decline in the level of license, subscription or maintenance revenue for our products, the impacts of the COVID-19 pandemic, or other unforeseen circumstances. We may not be able to timely secure debt or equity financing on favorable terms, or at all, due to, among other things, inflation and related interest rate increases. Our current Credit Facility contains certain restrictive covenants and any future debt financing obtained by us could involve restrictive covenants relating to financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing shareholders could suffer significant dilution in their percentage ownership of Atlassian, and any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our Class A ordinary shares. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited.

If our current marketing model is not effective in attracting new customers, we may need to incur additional expenses to attract new customers and our business and results of operations could be harmed.

Unlike traditional enterprise software vendors, who rely on direct sales methodologies and face long sales cycles, complex customer requirements and substantial upfront sales costs, we primarily utilize a viral marketing model to target new customers. Through this word-of-mouth marketing, we have been able to build our brand with relatively low marketing and sales costs. We also build our customer base through various online marketing activities as well as targeted web-based content and online communications. This strategy has allowed us to build a substantial customer base and community of users who use our products and act as advocates for our brand and solutions, often within their own corporate organizations. Attracting new customers and retaining existing customers requires that we continue to provide high-quality products at an affordable price and convince customers of our value proposition. If we do not attract new customers through word-of-mouth referrals, our revenue may grow more slowly than expected, or decline. In addition, high levels of customer satisfaction and market adoption are central to our marketing model. Any decrease in our customers' satisfaction with our products, including as a result of own

actions or actions outside of our control, could harm word-of-mouth referrals and our brand. If our customer base does not continue to grow through word-of-mouth marketing and viral adoption, we may be required to incur significantly higher marketing and sales expenses in order to acquire new subscribers, which could harm our business and results of operations.

One of our marketing strategies is to offer free trials, limited free versions or affordable starter licenses for certain products, and we may not be able to realize the benefits of this strategy.

We offer free trials, limited free versions or affordable starter licenses for certain products in order to promote additional usage, brand and product awareness, and adoption. Historically, a majority of users never convert to a paid version of our products from these free trials or limited free versions or upgrade beyond the starter license. Our marketing strategy also depends in part on persuading users who use the free trials, free versions or starter licenses of our products to convince others within their organization to purchase and deploy our products. To the extent that these users do not become, or lead others to become, customers, we will not realize the intended benefits of this marketing strategy, and our ability to grow our business could be harmed.

Our business model relies on a high volume of transactions and affordable pricing. As lower cost or free products are introduced by our competitors, our ability to generate new customers could be harmed.

Our business model is based in part on selling our products at prices lower than competing products from other commercial vendors. For example, we offer entry-level or free pricing for certain products for small teams at a price that typically does not require capital budget approval and is orders-of-magnitude less than the price of traditional enterprise software. As a result, our software is frequently purchased by first-time customers to solve specific problems and not as part of a strategic technology purchasing decision. We have historically increased, and will continue to increase, prices from time to time. As competitors enter the market with low cost or free alternatives to our products, it may become increasingly difficult for us to compete effectively and our ability to garner new customers could be harmed. Additionally, some customers may consider our products to be discretionary purchases, which may contribute to reduced demand for our offerings in times of economic uncertainty, including the current environment caused by the COVID-19 pandemic, inflation and related interest rate increases. If we are unable to sell our software in high volume, across new and existing customers, our business, results of operations and financial condition could be harmed.

We derive a majority of our revenue from Jira Software and Confluence.

We derive a majority of our revenue from Jira Software and Confluence. As such, the market acceptance of these products is critical to our success. Demand for these products and our other products is affected by a number of factors, many of which are beyond our control, such as continued market acceptance of our products by customers for existing and new use cases, the timing of development and release of new products, features, functionality and lower cost alternatives introduced by our competitors, technological changes and developments within the markets we serve, and growth or contraction in our addressable markets. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our products, our business, results of operations, and financial condition could be harmed.

We recognize certain revenue streams over the term of our subscription and maintenance contracts. Consequently, downturns in new sales may not be immediately reflected in our results of operations and may be difficult to discern.

We generally recognize subscription and maintenance revenue from customers ratably over the terms of their contracts. As a result, a significant portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to subscription and maintenance plans entered into during previous quarters. Consequently, a decline in new or renewed licenses, subscriptions, and maintenance plans in any single quarter may only have a small impact on our revenue results for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our products, and potential changes in our pricing policies or rate of expansion or retention, may not be fully reflected in our results of operations until future periods. For example, the impact of the current economic uncertainty may cause customers to request concessions, including better pricing, or to slow their rate of expansion or reduce their number of licenses, which may not be reflected immediately in our results of operations. We may also be unable to reduce our cost structure in line with a significant deterioration in sales. In addition, a significant majority of our costs are expensed as incurred, while a significant portion of our revenue is recognized over the life of the agreement with our customer. As a result, increased growth in the number of our customers could continue to result in our recognition of more costs than revenue in the earlier periods of the terms of certain of our customer agreements.

Our subscription and maintenance revenue also makes it more difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from certain new customers must be recognized over the applicable term.

If the Atlassian Marketplace does not continue to be successful, our business and results of operations could be harmed.

We operate the Atlassian Marketplace, an online marketplace, for selling third-party, as well as Atlassian-built, apps. We rely on the Atlassian Marketplace to supplement our promotional efforts and build awareness of our products, and believe that third-party apps from the Atlassian Marketplace facilitate greater usage and customization of our products. If we do not continue to add new vendors and developers, are unable to sufficiently grow the number of Cloud apps our customers demand, or our existing vendors and developers stop developing or supporting the apps that they sell on Atlassian Marketplace, our business could be harmed.

In addition, third-party apps on Atlassian Marketplace may not meet the same quality standards that we apply to our own development efforts and, in the past, third-party apps have caused disruptions affecting multiple customers. To the extent these apps contain bugs, vulnerabilities, or defects, such apps may create disruptions in our customers' use of our products, lead to data loss or unauthorized access to customer data, they may damage our brand and reputation, and affect the continued use of our products, which could harm our business, results of operations and financial condition.

Our sales model does not rely primarily on a direct enterprise sales force, which could impede the growth of our business.

Our sales model does not rely primarily on traditional, quota-carrying sales personnel. Although we believe our business model can continue to scale without a large, direct enterprise sales force, our viral marketing model may not continue to be as successful as we anticipate, and the absence of a large, direct, enterprise sales function may impede our future growth. As we continue to scale our business, a more traditional sales infrastructure could assist in reaching larger enterprise customers and growing our revenue. Identifying, recruiting, training, and retaining such a qualified sales force would require significant time, expense and attention and would significantly impact our business model. In addition, expanding our sales infrastructure would considerably change our cost structure and results of operations, and we may have to reduce other expenses, such as our research and development expenses, in order to accommodate a corresponding increase in marketing and sales expenses and maintain positive free cash flow. If our lack of a large, direct enterprise sales force limits us from reaching larger enterprise customers and growing our revenue, and we are unable to hire, develop, and retain talented sales personnel in the future, our revenue growth and results of operations could be harmed.

Any failure to offer high-quality product support could harm our relationships with our customers and our business, results of operations, and financial condition.

In deploying and using our products, our customers depend on our product support teams to resolve complex technical and operational issues. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for product support. We also may be unable to modify the nature, scope and delivery of our product support to compete with changes in product support services provided by our competitors. Increased customer demand for product support, without corresponding revenue, could increase costs and harm our results of operations. In addition, as we continue to grow our operations and reach a global and vast customer base, we need to be able to provide efficient product support that meets our customers' needs globally at scale. The number of our customers has grown significantly and that has put additional pressure on our product support organization. The end customers may also reach out to us requesting support for third-party apps sold on the Atlassian Marketplace. In order to meet these needs, we have relied in the past and will continue to rely on third-party vendors to fulfill requests about third-party apps and self-service product support to resolve common or frequently asked questions for Atlassian products, which supplement our customer support teams. If we are unable to provide efficient product support globally at scale, including through the use of third-party vendors and self-service support, our ability to grow our operations could be harmed and we may need to hire additional support personnel, which could harm our results of operations. For example, in April 2022 a very small subset of our customers experienced a full outage across their Atlassian Cloud products due to a faulty script used during a maintenance procedure. While we restored access for these customers with minimal to no data loss, these affected customers experienced disruptions in using our Cloud products during the outage. Our sales are highly dependent on our business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality product support, or a

market perception that we do not maintain high-quality product support, could harm our reputation, our ability to sell our products to existing and prospective customers, and our business, results of operations and financial condition.

If we are unable to develop and maintain successful relationships with our solution partners, our business, results of operations, and financial condition could be harmed.

We have established relationships with certain solution partners to distribute our products. We believe that continued growth in our business is dependent upon identifying, developing and maintaining strategic relationships with our existing and potential solution partners that can drive substantial revenue and provide additional value-added services to our customers. For fiscal year 2022, we derived approximately 40% of our revenue from channel partners' sales efforts.

Successfully managing our indirect channel distribution efforts is a complex process across the broad range of geographies where we do business or plan to do business. Our solution partners are independent businesses we do not control. Notwithstanding this independence, we still face legal risk and reputational harm from the activities of our solution partners including, but not limited to, export control violations, workplace conditions, corruption and anti-competitive behavior.

Our agreements with our existing solution partners are non-exclusive, meaning they may offer customers the products of several different companies, including products that compete with ours. They may also cease marketing our products with limited or no notice and with little or no penalty. We expect that any additional solution partners we identify and develop will be similarly non-exclusive and unbound by any requirement to continue to market our products. If we fail to identify additional solution partners in a timely and cost-effective manner, or at all, or are unable to assist our current and future solution partners in independently distributing and deploying our products, our business, results of operations, and financial condition could be harmed. If our solution partners do not effectively market and sell our products, or fail to meet the needs of our customers, our reputation and ability to grow our business could also be harmed.

Many of our solution partners have historically relied on a combination of in-person and remote interactions to manage and build relationships with our customers. As a result of work and travel restrictions due to COVID-19, many of our solution partners' activities adjusted their activities to remote only. Many of our solutions partners are now re-opening offices and conducting customers visits as needed; however, any additional travel or work restrictions could have a negative impact on our solution partners' ability to sell our products.

Our Credit Facility and overall debt level may limit our flexibility in obtaining additional financing and in pursuing other business opportunities or operating activities.

Our Credit Facility requires compliance with various financial and non-financial covenants, including affirmative covenants relating to the provision of periodic financial statements, compliance certificates and other notices, maintenance of properties and insurance, payment of taxes and compliance with laws and negative covenants, including, among others, restrictions on the incurrence of certain indebtedness, granting of liens and mergers, dissolutions, consolidations and dispositions. The Credit Facility also provides for a number of events of default, including, among others, failure to make a payment, bankruptcy, breach of a covenant, representation and warranty, default under material indebtedness (other than the Credit Facility), change of control and judgment defaults.

Under the terms of the Credit Facility, we may be restricted from engaging in business or operating activities that may otherwise improve our business or from financing future operations or capital needs. Failure to comply with the covenants, including the financial covenant, if not cured or waived, will result in an event of default that could trigger acceleration of our indebtedness, which would require us to repay all amounts owing under our Credit Facility and could have a material adverse impact on our business.

Overdue amounts under the Credit Facility accrue interest at a default rate. We cannot be certain that our future operating results will be sufficient to ensure compliance with the financial covenant in our Credit Facility or to remedy any defaults. In addition, in the event of default and related acceleration, we may not have or be able to obtain sufficient funds to make the accelerated payments required under the Credit Facility.

We continue to have the ability to incur additional debt, subject to the limitations in our Credit Facility. Our level of debt could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;
- we may need a substantial portion of our cash flow to make principal and interest payments on our debt, reducing the funds that would otherwise be available for investment in operations and future business opportunities;
- our debt level will make us more vulnerable than our competitors with less debt to competitive pressures or a downturn in our business or the economy generally; and
- our debt level may limit our flexibility in responding to changing business and economic conditions.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms to us or at all.

In addition, our Credit Facility has a floating interest rate that is based on variable and unpredictable U.S. and international economic risks and uncertainties and an increase in interest rates, such as has occurred recently and is expected in the future, may negatively impact our financial results. We enter into interest rate hedging transactions that reduce, but do not eliminate, the impact of unfavorable changes in interest rates. We attempt to minimize credit exposure by limiting counterparties to internationally recognized financial institutions, but even these counterparties are subject to default and contract risk and this risk is beyond our control. There is no guarantee that our hedging efforts will be effective or, if effective in one period will continue to remain effective in future periods.

Our Credit Facility utilizes LIBOR to calculate the amount of accrued interest on any borrowings. Following announcements by the United Kingdom's Financial Conduct Authority, which regulates LIBOR, and ICE Benchmark Administration Limited, which administers LIBOR publication, publication of most LIBOR settings ceased after December 31, 2021, and the remaining LIBOR settings are expected to cease after June 30, 2023. Our Credit Facility identifies the Secured Overnight Financing Rate ("SOFR") as the replacement reference rate. SOFR is intended to be a broad measure of the cost of borrowing cash overnight that is collateralized by U.S. Treasury securities. However, because SOFR is a broad U.S. Treasury repo financing rate that represents overnight secured funding transactions, it differs fundamentally from LIBOR. A change from LIBOR to SOFR could result in interest obligations that are more than or that do not otherwise correlate over time with the payments that would have been made on this debt if LIBOR were available in its current form. This may have a negative effect on our financing costs. The impact of the transition from LIBOR to SOFR is uncertain at this time and the consequences of such developments cannot be entirely predicted, but could result in an increase in the cost of our borrowings under our existing Credit Facility and any future borrowings.

If we are not able to maintain and enhance our brand, our business, results of operations, and financial condition could be harmed.

We believe that maintaining and enhancing our reputation as a differentiated and category-defining company is critical to our relationships with our existing customers and to our ability to attract new customers. The successful promotion of our brand attributes will depend on a number of factors, including our, and our solution partners' marketing efforts, our ability to continue to develop high-quality products, our ability to minimize and respond to errors, failures, outages, vulnerabilities or bugs, and our ability to successfully differentiate our products from competitive products. In addition, independent industry analysts often provide analyses of our products, as well as the products offered by our competitors, and perception of the relative value of our products in the marketplace may be significantly influenced by these analyses. If these analyses are negative, or less positive as compared to those of our competitors' products, our brand may be harmed.

The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, as we expand into new markets, and as more sales are generated through our solution partners. To the extent that these activities yield increased revenue, this revenue may not offset the increased expenses we incur. If we do not successfully maintain and enhance our brand, our business may not grow, we may have reduced pricing power relative to competitors, and we could lose customers or fail to attract new customers, any of which could harm our business, results of operations, and financial condition.

If we fail to integrate our products with a variety of operating systems, software applications, platforms and hardware that are developed by others, our products may become less marketable, less competitive, or obsolete and our results of operations could be harmed.

Our products must integrate with a variety of network, hardware, and software platforms, and we need to continuously modify and enhance our products to adapt to changes in hardware, software, networking, browser and database technologies. In particular, we have developed our products to be able to easily integrate with third-party applications, including the applications of software providers that compete with us, through the interaction of application programming interfaces (“APIs”). In general, we rely on the fact that the providers of such software systems continue to allow us access to their APIs to enable these customer integrations. To date, we have not relied on long-term written contracts to govern our relationship with these providers. Instead, we are subject to the standard terms and conditions for application developers of such providers, which govern the distribution, operation and fees of such software systems, and which are subject to change by such providers from time to time. Our business could be harmed if any provider of such software systems:

- discontinues or limits our access to its APIs;
- modifies its terms of service or other policies, including fees charged to, or other restrictions on us or other application developers;
- changes how customer information is accessed by us or our customers;
- establishes more favorable relationships with one or more of our competitors; or
- develops or otherwise favors its own competitive offerings over ours.

We believe a significant component of our value proposition to customers is the ability to optimize and configure our products with these third-party applications through our respective APIs. If we are not permitted or able to integrate with these and other third-party applications in the future, demand for our products could decline and our business and results of operations could be harmed.

In addition, an increasing number of organizations and individuals within organizations are utilizing mobile devices to access the internet and corporate resources and to conduct business. We have designed and continue to design mobile applications to provide access to our products through these devices. If we cannot provide effective functionality through these mobile applications as required by organizations and individuals that widely use mobile devices, we may experience difficulty attracting and retaining customers. Failure of our products to operate effectively with future infrastructure platforms and technologies could also reduce the demand for our products, resulting in customer dissatisfaction and harm to our business. If we are unable to respond to changes in a cost-effective manner, our products may become less marketable, less competitive or obsolete and our results of operations could be harmed.

Acquisitions of, or investments in, other businesses, products, or technologies could disrupt our business, and we may be unable to integrate acquired businesses and technologies successfully or achieve the expected benefits of such acquisitions.

We have completed a number of acquisitions and strategic investments and continue to evaluate and consider additional strategic transactions, including acquisitions of, or investments in, businesses, technologies, services, products, and other assets in the future. We also may enter into strategic relationships with other businesses to expand our products, which could involve preferred or exclusive licenses, additional channels of distribution, discount pricing or investments in other companies.

Any acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel, or operations of the acquired companies, particularly if the key personnel of the acquired companies choose not to work for us, their software and services are not easily adapted to work with our products, or we have difficulty retaining the customers of any acquired business due to changes in ownership, management or otherwise. Acquisitions may also disrupt our business, divert our resources, and require significant management attention that would otherwise be available for development of our existing business. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. Moreover, the anticipated benefits of any acquisition, investment, or business relationship may not be realized or we may be exposed to unknown risks or liabilities.

In the future, we may not be able to find suitable acquisition or strategic investment candidates, and we may not be able to complete acquisitions or strategic investments on favorable terms, if at all. Our previous and future

acquisitions or strategic investments may not achieve our goals, and any future acquisitions or strategic investments we complete could be viewed negatively by users, customers, developers or investors.

Negotiating these transactions can be time consuming, difficult and expensive, and our ability to complete these transactions may often be subject to approvals that are beyond our control. Consequently, these transactions, even if announced, may not be completed. For one or more of those transactions, we may:

- issue additional equity securities that would dilute our existing shareholders;
- use cash that we may need in the future to operate our business;
- incur large charges, expenses, or substantial liabilities;
- incur debt on terms unfavorable to us or that we are unable to repay;
- encounter difficulties retaining key employees of the acquired company or integrating diverse software codes or business cultures; and
- become subject to adverse tax consequences, substantial depreciation, impairment, or deferred compensation charges.

We are subject to risks associated with our strategic investments, including partial or complete loss of invested capital. Significant changes in the value of this portfolio could negatively impact our financial results.

We have strategic investments in publicly traded and privately held companies in both domestic and international markets, including in emerging markets. These companies range from early-stage companies to more mature companies with established revenue streams and business models. Many such companies generate net losses and the market for their products, services or technologies may be slow to develop, and, therefore, they are dependent on the availability of later rounds of financing from banks or investors on favorable terms to continue their operations. The financial success of our investment in any privately held company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation relative to the cost of our initial investment. Likewise, the financial success of our investment in any publicly held company is typically dependent upon an exit in favorable market conditions, and to a lesser extent on liquidity events. The capital markets for public offerings and acquisitions are dynamic and the likelihood of successful liquidity events for the companies we have invested in could significantly worsen. Further, valuations of privately held companies are inherently complex due to the lack of readily available market data.

Privately held companies in which we invest have in the past and others may in the future undertake an initial public offering. We may also decide to invest in companies in connection with or as part of such company's initial public offering or other transactions directly or indirectly resulting in it being publicly traded. Therefore, our investment strategy and portfolio have also expanded to include public companies. In certain cases, our ability to sell these investments may be constrained by contractual obligations to hold the securities for a period of time after a public offering, including market standoff agreements and lock-up agreements.

All of our investments, especially our investments in privately held companies, are subject to a risk of a partial or total loss of investment capital. In addition, we have in the past, and may in the future, continue to deploy material investments in individual investee companies, resulting in the increasing concentration of risk in a small number of companies. Partial or complete loss of investment capital of these individual companies could be material to our financial statements.

The expected benefits of the planned U.S. Domestication may not be realized.

On February 9, 2022, we announced our expectation to redomicile our parent holding company to the United States in order to increase access to a broader set of investors, support inclusion in additional stock indices, streamline our corporate structure, and provide more flexibility in accessing capital. We have pursued the U.S. Domestication because we believe that the U.S. Domestication will be beneficial to our business and operations, the holders of our ordinary shares, and other stakeholders. The success of the U.S. Domestication will depend, in part, on our ability to realize the anticipated benefits associated with the U.S. Domestication and associated reorganization of our corporate structure. If the U.S. Domestication is completed, there can be no assurance that all of the anticipated benefits of the U.S. Domestication will be achieved, particularly as the achievement of the benefits are subject to factors that we do not and cannot control.

The completion of the U.S. Domestication is subject to conditions, which may not be satisfied.

Completion of the U.S. Domestication is conditional upon, among other things, the receipt of approvals and the satisfaction of other conditions, including approval by our shareholders, the approval of The Nasdaq Global

Select Market of the listing of the Class A common shares, par value \$0.00001 per share, of Atlassian Corporation, our new Delaware parent company entity, and the sanction of the UK scheme of arrangement to effect the U.S. Domestication by the High Court of Justice in England and Wales. Although we are diligently applying our efforts to take, or cause to be taken, all actions to do, or cause to be done, all things necessary, proper or advisable to obtain the requisite approvals, there can be no assurance that these conditions will be fulfilled, that the scheme of arrangement will be sanctioned or that the U.S. Domestication will be completed.

We expect to incur additional costs related to the U.S. Domestication, including non-recurring costs as well as recurring costs a result of financial reporting obligations of being a “domestic issuer” as opposed to a “foreign private issuer” in the United States.

We expect to incur a number of non-recurring costs associated with the U.S. Domestication, including legal, accounting and other professional services and other costs related to the U.S. Domestication, some of which will be payable whether or not the U.S. Domestication is completed. There can be no assurance that the actual costs will not exceed those estimated and the actual completion of the U.S. Domestication may result in additional and unforeseen expenses. While it is expected that benefits of the U.S. Domestication will offset these transaction costs over time, this net benefit may not be achieved in the short-term or at all, particularly if the U.S. Domestication is delayed or does not happen at all. These combined factors could adversely affect our business, operating profit and overall financial condition.

Following the U.S. Domestication, we will incur additional legal, accounting and other expenses that may exceed the expenses we incurred prior to the U.S. Domestication. The obligations of being a public company in the U.S. require significant expenditures and will place significant demands on our management and other personnel, including costs resulting from public company reporting obligations under the U.S. Securities Exchange Act of 1934, and the rules and regulations regarding corporate governance practices, including those under the U.S. Sarbanes-Oxley Act of 2002, the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act, and the listing requirements of the Nasdaq Global Select Market. These rules require that we maintain effective disclosure and financial controls and procedures, internal control over financial reporting and changes in corporate governance practices, among many other complex rules that are often difficult to monitor and maintain compliance with. While we are currently subject to many of these requirements, additional legal and accounting requirements will apply to us following the U.S. Domestication. Our management and other personnel will need to devote additional time to ensure compliance with all of these requirements and to keep pace with new regulations, otherwise we may fall out of compliance and risk becoming subject to litigation or being delisted, among other potential problems.

Risks Related to Information Technology, Intellectual Property, and Data Security and Privacy

If our security measures are breached or unauthorized access to customer data is otherwise obtained, our products may be perceived as insecure, we may lose existing customers or fail to attract new customers, and we may incur significant liabilities.

Use of our products involves the storage, transmission, and processing of our customers' proprietary data, including potentially personal or identifying information. Unauthorized access to, or security breaches of, our products could result in unauthorized access to data and information, and the loss, compromise or corruption of such data and information. In the event of a security breach, we could suffer loss of business, severe reputational damage adversely affecting customer or investor confidence, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation, and other liabilities. We have incurred and expect to incur significant expenses to prevent security breaches, including costs related to deploying additional personnel and protection technologies, training employees, and engaging third-party solution providers and consultants. Our errors and omissions insurance coverage covering certain security and privacy damages and claim expenses may not be sufficient to compensate for all liabilities we may incur.

Although we expend significant resources to create security protections that shield our customer data against potential theft and security breaches, such measures cannot provide absolute security. We have in the past experienced breaches of our security measures. Certain breaches have resulted in unauthorized access to certain data processed through our products. Our products are at risk for future breaches, including, without limitation, breaches that may occur as a result of third-party action, including from state actors, or employee, vendor or contractor error or malfeasance, and other causes. For example, the ongoing Russian invasion of Ukraine may result in a heightened threat environment and create unknown cyber risks, including increased risk of retaliatory cyber-attacks from Russian actors against non-Russian companies. Additionally, we have transitioned to a remote-first “Team Anywhere” work environment that may pose additional data security risks.

As we further transition to selling our products via our Cloud offering, continue to collect more personal and sensitive information, and operate in more countries our risks continue to increase and evolve. For instance, we rely on third-party partners to develop apps on the Atlassian Marketplace that connect with and enhance our Cloud offerings for our customers. These apps may not meet the same quality standards that we apply to our own development efforts and may contain bugs, vulnerabilities, or defects that could pose data security risks. Our ability to mandate security standards and ensure compliance by these third parties may be limited. Additionally, our products may be subject to vulnerabilities in the third-party software on which we rely. For example, in December 2021, a vulnerability in a widely-used open-source software application, known as Apache Log4j, was identified that could have allowed bad actors to remotely access a target, potentially stealing data or taking control of a target’s system. We promptly worked to remediate vulnerabilities related to Apache Log4j in our products while working with our partners to ensure the same. While this issue has not materially affected our business, reputation or financial results, there is no guarantee that our actions effectively remediated the vulnerabilities and there is no assurance that other incidents could not occur in the future with a material adverse effect on our business. We are likely to face increased risks that real or perceived vulnerabilities of our systems could seriously harm our business and our financial performance, by tarnishing our reputation and brand and limiting the adoption of our products.

Because the techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period and, therefore, have a greater impact on the products we offer, the proprietary data processed through our services, and, ultimately, on our business.

Interruptions or performance problems associated with our technology and infrastructure could harm our business and results of operations.

Our continued growth depends in part on the ability of our existing and potential customers to access our solutions at any time and within an acceptable amount of time. In addition, we rely almost exclusively on our websites for the downloading of, and payment for, all our products. We have experienced, and may in the future experience, disruptions, data loss and corruption, outages and other performance problems with our infrastructure and websites due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service attacks, or other security-related incidents. In some instances, we have not been able to, and in the future may not be able to, identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our products and websites become more complex and our user traffic increases.

If our products and websites are unavailable or if our users are unable to access our products within a reasonable amount of time, or at all, our business could be harmed. Moreover, we provide service level commitments under certain of our paid customer Cloud contracts, pursuant to which we guarantee specified minimum availability. If we fail to meet these contractual commitments, we could be obligated to provide credits for future service, or face contract termination with refunds of prepaid amounts related to unused subscriptions, which could harm our business, results of operations, and financial condition. From time to time, we have granted, and in the future will continue to grant, credits to paid customers pursuant to, and sometimes in addition to, the terms of these agreements. For example, in April 2022 a very small subset of our customers experienced a full outage across their Atlassian Cloud products due to a faulty script used during a maintenance procedure. While we restored access for these customers with minimal to no data loss, these affected customers experienced disruptions in using our Cloud products during the outage. We incurred certain costs associated with offering service level credits and other concessions to these customers, although the overall impact did not have a material impact on our results of operations or financial condition. However, other future events like this may materially and adversely impact our results of operations or financial condition. Further, disruptions, data loss and corruption, outages and

other performance problems in our cloud infrastructure may cause customers to delay or halt their transition to our Cloud offerings, to the detriment of our increased focus on our Cloud offerings, which could harm our business, results of operations and financial condition.

Additionally, we depend on services from various third parties, including Amazon Web Services, to maintain our infrastructure and distribute our products via the internet. Any disruptions in these services, including as a result of actions outside of our control, would significantly impact the continued performance of our products. In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of these services could result in decreased functionality of our products until equivalent technology is either developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations and financial condition could be harmed.

Real or perceived errors, failures, vulnerabilities or bugs in our products or in the products on Atlassian Marketplace could harm our business and results of operations.

Errors, failures, vulnerabilities, or bugs may occur in our products, especially when updates are deployed or new products are rolled out. Our solutions are often used in connection with large-scale computing environments with different operating systems, system management software, equipment, and networking configurations, which may cause errors, failures of products, or other negative consequences in the computing environment into which they are deployed. In addition, deployment of our products into complicated, large-scale computing environments may expose errors, failures, vulnerabilities, or bugs in our products. Any such errors, failures, vulnerabilities, or bugs have in the past been, and in the future may not be, found until after they are deployed to our customers. Real or perceived errors, failures, vulnerabilities, or bugs in our products have and could result in negative publicity, loss of or unauthorized access to customer data, loss of or delay in market acceptance of our products, loss of competitive position, or claims by customers for losses sustained by them, all of which could harm our business and results of operations.

In addition, third-party apps on Atlassian Marketplace may not meet the same quality standards that we apply to our own development efforts and, in the past, third-party apps have caused disruptions affecting multiple customers. To the extent these apps contain bugs, vulnerabilities, or defects, such apps may create disruptions in our customers' use of our products, lead to data loss or unauthorized access to customer data, they may damage our brand and reputation, and affect the continued use of our products, which could harm our business, results of operations and financial condition.

Changes in laws or regulations relating to data privacy or data protection, or any actual or perceived failure by us to comply with such laws and regulations or our privacy policies, could harm our business and results of operations.

Privacy and data security have become significant issues in the U.S., Europe and in many other jurisdictions where we offer our products. The regulatory framework for the collection, use, safeguarding, sharing, and transfer of information worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future.

Globally, virtually every jurisdiction in which we operate has established its own data security and privacy frameworks with which we, or our customers, must comply. Data protection regulation is an area of increased focus and changing requirements. For example, the European Union ("EU") adopted the General Data Protection Regulation 2016/679 ("GDPR"), which took effect on May 25, 2018, and is now in the process of finalizing the ePrivacy Regulation to replace the European ePrivacy Directive (Directive 2002/58/EC as amended by Directive 2009/136/EC). GDPR, which is supplemented by national laws in individual EU member states and the guidance of national supervisory authorities and the European Data Protection Board ("EDPB") (and supplemented by national laws in individual EU member states), applies to any company established in the European Economic Area ("EEA") as well as to those outside the EEA if they collect and use personal data in connection with the offering of goods or services to individuals in the EEA or the monitoring of their behavior. GDPR enhances data protection obligations for processors and controllers of personal data, including, for example, expanded disclosures about how personal information is to be used, limitations on retention of information, mandatory data breach notification requirements, and extensive new obligations on services providers. Interpretation and enforcement of GDPR remains uncertain and non-compliance can trigger steep fines of up to €20 million or four percent of total worldwide annual turnover, whichever is higher. In addition, as of January 2021, as the result of the UK's exit from the EU, the UK has established its own domestic regime with UK GDPR and amendments to the Data Protection Act, which mirrors the obligations in the GDPR and imposes substantially similar penalties.

Additionally, in the U.S., various laws and regulations apply to the collection, processing, disclosure and security of certain types of data, including the Federal Trade Commission Act, and state equivalents, the Electronic Communications Privacy Act and the Computer Fraud and Abuse Act. There are also various state laws relating to privacy and data security. The California Consumer Privacy Act (“CCPA”), which took effect on January 1, 2020, and soon the California Privacy Rights Act (“CPRA”), which will take substantial effect on January 1, 2023 and will significantly modify the CCPA, broadly define personal information and give California residents expanded privacy rights and protections and provides for civil penalties for violations and a private right of action for data breaches. The CPRA will also create a new state agency that will be vested with authority to implement and enforce the CCPA and the CPRA. Since the CPRA passed, various states have each passed their own comprehensive privacy statutes that share similarities with CCPA and CPRA. Some observers see this influx of state privacy regimes as a trend towards more stringent privacy legislation in the United States, including a potential federal privacy law, all of which could increase our potential liability and adversely affect our business.

Moreover, record-breaking enforcement actions globally have shown that regulators do wield their right to impose substantial fines for violations of privacy regulations, and these enforcement actions could result in guidance from regulators that would require changes to our current compliance strategy. Given the breadth and depth of changes in data protection obligations, complying with global data protection requirements requires time, resources, and a review of our technology and systems currently in use against regulatory requirements.

In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us. Further, our customers may require us to comply with more stringent privacy and data security contractual requirements or obtain certifications that we do not currently have, and any failure to obtain these certifications could reduce the demand for our products and our business could be harmed. If we were required to obtain additional industry certifications, we may incur significant additional expenses and have to divert resources, which could slow the release of new products, all of which could harm our ability to effectively compete.

Further, any failure or perceived failure by us to comply with our posted privacy policies, our privacy-related obligations to users or other third parties, or any other legal obligations or regulatory requirements relating to privacy, data protection or information security may result in governmental investigations or enforcement actions, litigation, claims or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our users to lose trust in us, and otherwise materially and adversely affect our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations and policies that are applicable to the businesses of our users may limit the adoption and use of, and reduce the overall demand for, our platform. Additionally, if third parties we work with violate applicable laws, regulations or agreements, such violations may put our users' data at risk, could result in governmental investigations or enforcement actions, fines, litigation, claims, or public statements against us by consumer advocacy groups or others and could result in significant liability, cause our users to lose trust in us and otherwise materially and adversely affect our reputation and business. Further, public scrutiny of, or complaints about, technology companies or their data handling or data protection practices, even if unrelated to our business, industry or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks.

The interpretation and application of many privacy and data protection laws are, and will likely remain, uncertain, and it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our existing data management practices or product features. If so, in addition to the possibility of fines, lawsuits and other claims and penalties, we could be required to fundamentally change our business activities and practices or modify our products, which could harm our business. Any inability to adequately address privacy and data security concerns or comply with applicable privacy or data security laws, regulations and policies could result in additional cost and liability to us, damage our reputation, inhibit sales, and harm our business.

Because our products rely on the movement of data across national boundaries, global privacy and data security concerns could result in additional costs and liabilities to us or inhibit sales of our products globally.

Certain data privacy legislation restricts the cross-border transfer of personal data and some countries introduced data localization into their laws. Specifically, the GDPR and other European and UK data protection laws generally prohibit the transfer of personal data from Europe, including the EEA and the UK to the U.S. and most other countries unless the transfer is to an entity established in a country deemed to be provide adequate protection or the parties to the transfer have implemented specific safeguards to protect the transferred personal data. The

European Commission (“EC”) concluded that the UK data protection regime currently ensures an equivalent level of data protection to that of the EU and the GDPR, which has allowed personal data flows from the EEA to the UK to continue (though this may change following the implementation of the new UK Data Protection and Digital Information Bill in the near future, which will serve to amend the UK data protection regime in a manner that will involve divergence from the EU data protection regime and the GDPR), and the UK Government has confirmed that transfers from the UK to the EEA may currently continue to flow freely. But, where we transfer personal data from the EEA and the UK to third countries outside the EEA and UK that are not deemed to be “adequate,” such as the U.S., we rely on standard contractual clauses (“SCCs”) (a standard form of contract approved by the EC as an adequate personal data transfer mechanism, and potential alternative to the Privacy Shield (defined below)).

On June 4, 2021, the EC issued new forms of SCCs for data transfers from companies in the EEA to companies established outside the EEA. The UK is not subject to the EC’s new SCCs but has published its own standalone set of SCCs and a UK Addendum (which can be used in conjunction with the EC’s SCCs) which came into force on March 21, 2022 (with a two year grace period) to enable transfers originating from the UK to other countries.

However, with respect to transfers of personal data from the EEA to the U.S., legal developments in Europe have created additional complexity and uncertainty. On July 16, 2020, in *Data Protection Commissioner v. Facebook Ireland Limited and Maximilian Schrems* (“Schrems II”), the Court of Justice of the European Union (“CJEU”) invalidated the EU-U.S. Privacy Shield Framework (“Privacy Shield”) under which personal data could be transferred from the EEA to U.S. entities who had self-certified under the Privacy Shield scheme. As a result of Schrems II, we can no longer rely on the EU-U.S. Privacy Shield for these transfers, and our exclusive transfer mechanism is the SCCs. In Schrems II, while the court upheld the adequacy of the SCCs it made clear that reliance on them alone may not necessarily be sufficient in all circumstances. Use of the SCCs must now be assessed on a case-by-case basis taking into account the legal regime applicable in the destination country, in particular applicable surveillance laws and rights of individuals and additional measures and/or contractual provisions may need to be put in place, as per the contractual requirement built into the EC’s new SCCs and the UK equivalent to conduct and document Data Transfer Impact Assessments addressing these issues. The CJEU went on to state that if a competent supervisory authority believes that the SCCs cannot be complied with in the destination country and the required level of protection cannot be secured by other means, such supervisory authority is under an obligation to suspend or prohibit that transfer. Supervisory authorities have pursued enforcement in cases where they have deemed the level of protection in the destination country to be insufficient.

U.S. and EU officials are actively seeking a solution to replace the Privacy Shield. On March 25, 2022, the U.S. and European Commission announced that they had agreed in principle to a new “Trans-Atlantic Data Privacy Framework” to enable trans-Atlantic data flows and address the concerns raised in the Schrems II decision. There is no clear timeline for the enactment of this new framework. Moreover, once enacted, the new framework is likely to be subject to legal challenges and may be struck down by the CJEU.

SCCs and other international data transfer mechanisms will continue to evolve and face additional scrutiny across the EU and the UK. For example, a new trans-Atlantic data privacy framework to succeed the invalidated Privacy Shield is being negotiated between the U.S. and the EU, but the status of the negotiations and the viability of the solution remains uncertain. In order to diversify our data transfer strategy, we continue to update our data protection compliance strategy accordingly and will continue to explore other options for managing data from Europe, including without limitation, conducting (or assisting data exporters in conducting) assessments and due diligence of the related data flows and destination countries across our supply chain and customer base, re-evaluating and amending our contractual and organizational arrangements (including our SCCs), where required, incorporating additional technical security measures, and considering suppliers that house data in the EU, which may involve substantial expense and distraction from other aspects of our business.

To the extent we are unsuccessful in establishing an adequate mechanism for international data transfers or do not comply with the regulatory requirements in respect of international transfers of data, there is a risk that any of our data transfers could be halted or limited. In addition, we could be at risk of enforcement action taken by an EU or UK data protection authority including regulatory action, significant fines and penalties (or potential contractual liabilities) until such point in time that we ensure an adequate mechanism for EU and UK data transfers to the U.S. and other countries is in place. This could damage our reputation, inhibit sales and harm our business.

We may be sued by third parties for alleged infringement or misappropriation of their intellectual property rights.

There is considerable patent and other intellectual property development activity in our industry. Our future success depends in part on not infringing upon or misappropriating the intellectual property rights of others. We have received, and may receive in the future, communications and lawsuits from third parties, including practicing entities and non-practicing entities, claiming that we are infringing upon or misappropriating their intellectual property rights, and we may be found to be infringing upon or misappropriating such rights. We may be unaware of the intellectual property rights of others that may cover some or all of our technology, or technology that we obtain from third parties. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty or license payments, prevent us from offering our products or using certain technologies, require us to implement expensive workarounds, refund fees to customers or require that we comply with other unfavorable terms. In the case of infringement or misappropriation caused by technology that we obtain from third parties, any indemnification or other contractual protections we obtain from such third parties, if any, may be insufficient to cover the liabilities we incur as a result of such infringement or misappropriation. We may also be obligated to indemnify our customers or business partners in connection with any such claims or litigation and to obtain licenses, modify our products or refund fees, which could further exhaust our resources. Even if we were to prevail in the event of claims or litigation against us, any claim or litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and other employees from our business operations and disrupt our business.

Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.

Our agreements with customers and other third parties may include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from our products or other acts or omissions. The term of these contractual provisions often survives termination or expiration of the applicable agreement. Large indemnity payments or damage claims from contractual breach could harm our business, results of operations and financial condition. Although we generally contractually limit our liability with respect to such obligations, we may still incur substantial liability related to them. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other current and prospective customers, reduce demand for our products, damage our reputation and harm our business, results of operations and financial condition.

We use open source software in our products that may subject our products to general release or require us to re-engineer our products, which could harm our business.

We use open source software in our products and expect to continue to use open source software in the future. There are uncertainties regarding the proper interpretation of and compliance with open source software licenses. Consequently, there is a risk that the owners of the copyrights in such open source software may claim that the open source licenses governing their use impose certain conditions or restrictions on our ability to use the software that we did not anticipate. Such owners may seek to enforce the terms of the applicable open source license, including by demanding release of the source code for the open source software, derivative works of such software, or, in some cases, our proprietary source code that uses or was developed using such open source software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our products, any of which could result in additional cost, liability and reputational damage to us, and harm to our business and results of operations. In addition, if the license terms for the open source software we utilize change, we may be forced to re-engineer our products or incur additional costs to comply with the changed license terms or to replace the affected open source software. Although we have implemented policies and tools to regulate the use and incorporation of open source software into our products, we cannot be certain that we have not incorporated open source software in our products in a manner that is inconsistent with such policies.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.

Our success and ability to compete depend in part upon our intellectual property. We primarily rely on a combination of patent, copyright, trade secret and trademark laws, trade secret protection and confidentiality or license agreements with our employees, customers, business partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate. We make business

decisions about when to seek patent protection for a particular technology and when to rely upon trade secret protection, and the approach we select may ultimately prove to be inadequate. Even in cases where we seek patent protection, there is no assurance that the resulting patents will effectively protect every significant feature of our products. In addition, we believe that the protection of our trademark rights is an important factor in product recognition, protecting our brand and maintaining goodwill and if we do not adequately protect our rights in our trademarks from infringement, any goodwill that we have developed in those trademarks could be lost or impaired, which could harm our brand and our business. In any event, in order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights.

For example, in order to promote the transparency and adoption of our downloadable software, we provide our customers with the ability to request a copy of the source code of those products, which they may customize for their internal use under limited license terms, subject to confidentiality and use restrictions. If any of our customers misuses or distributes our source code in violation of our agreements with them, or anyone else obtains access to our source code, it could cost us significant time and resources to enforce our rights and remediate any resulting competitive harms.

Litigation brought to protect and enforce our intellectual property rights could be costly, time consuming and distracting to management. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights, which could result in the impairment or loss of portions of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could harm our brand and our business.

Risks Related to Legal, Regulatory, Accounting, and Tax Matters

Our global operations and structure subject us to potentially adverse tax consequences.

We generally conduct our global operations through subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. A change in our global operations or changes in tax laws or interpretations of such tax laws could result in higher effective tax rates, reduced cash flows and lower overall profitability. In particular, our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant revenue and taxing authorities may disagree with positions we have taken generally, or our determinations as to the value of assets sold or acquired, or income and expenses attributable to specific jurisdictions. In addition, in the ordinary course of our business we are subject to tax audits from various taxing authorities. If such a disagreement were to occur, and our position was not sustained, or if a tax audit resulted in an adverse finding, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

Certain government agencies in jurisdictions where we do business have had an extended focus on issues related to the taxation of multinational companies. In addition, the Organization for Economic Cooperation and Development (“OECD”) has introduced various guidelines changing the way tax is assessed, collected and governed. Of note are the efforts around base erosion and profit shifting which seek to establish certain international standards for taxing the worldwide income of multinational companies. These measures have been endorsed by the leaders of the world’s 20 largest economies.

The EU and the UK have recently established a mandate that focuses on the transparency of cross-border arrangements concerning at least one EU member state through mandatory disclosure and exchange of cross-border arrangements rules. These regulations (known as MDR in the UK and DAC 6 in the EU) require taxpayers to disclose certain transactions to the tax authorities resulting in an additional layer of compliance and require careful consideration of the tax benefits obtained when entering into transactions that need to be disclosed.

Also, in March 2018, the EC proposed a series of measures aimed at ensuring a fair and efficient taxation of digital businesses operating within the EU. As collaborative efforts by the OECD and EC continue, some countries have unilaterally moved to introduce their own digital service tax or equalization levy to capture tax revenue on digital services more immediately. Notably France, Italy, Austria, Spain, the UK, Turkey and India have enacted this tax, generally 2% on specific in-scope sales above a revenue threshold.

As a result of the above measures and the increasing focus by government taxing authorities on multinational companies, the tax laws of certain countries in which we do business could change on a prospective or retroactive

basis, and any such changes could increase our liabilities for taxes, interest and penalties, lead to higher effective tax rates, and therefore could harm our cash flows, results of operations and financial position.

U.S. federal income tax reform could adversely affect us.

Future changes to U.S. tax laws may adversely impact our effective tax rate, cash flows and overall profitability. For example, proposals to increase the U.S. corporate income tax rate and increase taxation of international activities may result in additional tax liabilities, which may adversely impact our effective tax rate, cash flows and overall profitability.

Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value-added or similar taxes, and we could be subject to liability with respect to past or future sales, which could harm our results of operations.

We do not collect sales and use, value-added and similar taxes in all jurisdictions in which we have sales, based on our understanding that such taxes are not applicable. Sales and use, value-added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties, and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest, or future requirements could harm our results of operations.

We face exposure to foreign currency exchange rate fluctuations.

While we primarily sell our products in U.S. dollars, we incur expenses in currencies other than the U.S. dollar, which exposes us to foreign currency exchange rate fluctuations. A large percentage of our expenses are denominated in the Australian dollar and the Indian rupee, and fluctuations in these currencies could have a material negative impact on our results of operations. Moreover, our subsidiaries, other than our U.S. subsidiaries, maintain net assets that are denominated in currencies other than the U.S. dollar. In addition, we transact in non-U.S. dollar currencies for our products, and, accordingly, changes in the value of non-U.S. dollar currencies relative to the U.S. dollar could affect our revenue and results of operations due to transactional and translational remeasurements that are reflected in our results of operations.

We have a foreign exchange hedging program to hedge a portion of certain exposures to fluctuations in non-U.S. dollar currency exchange rates. We use derivative instruments, such as foreign currency forward contracts, to hedge the exposures. The use of such hedging instruments may not fully offset the adverse financial effects of unfavorable movements in foreign currency exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments or if we are unable to forecast hedged exposures accurately.

We are subject to government regulation, including import, export, economic sanctions, and anti-corruption laws and regulations, that may expose us to liability and increase our costs.

Various of our products are subject to U.S. export controls, including the U.S. Department of Commerce's Export Administration Regulations and economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. These regulations may limit the export of our products and provision of our services outside of the U.S., or may require export authorizations, including by license, a license exception, or other appropriate government authorizations, including annual or semi-annual reporting and the filing of an encryption registration. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons and entities. In addition, various countries regulate the importation of certain products through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. Import, export and economic sanctions laws may also change rapidly due to political events, such as has occurred in response to Russia's invasion of Ukraine. The exportation, reexportation, and importation of our products, and the provision of services, including by our solution partners, must comply with these laws or else we may be adversely affected through reputational harm, government investigations, penalties, and a denial or curtailment of our ability to export our products or provide services. Complying with export control and sanctions laws can be time consuming and complex and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products from being provided in violation of such laws, we are aware of previous exports of certain of our products to a small number of persons and organizations that are the subject of U.S. sanctions or located in countries or regions subject to U.S. sanctions. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for the individuals working for us. Changes in export or import

laws or corresponding sanctions may delay the introduction and sale of our products in international markets, or, in some cases, prevent the export or import of our products to certain countries, regions, governments, persons or entities altogether, which could adversely affect our business, financial condition and results of operations.

We are also subject to various domestic and international anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, as well as other similar anti-bribery and anti-kickback laws and regulations. These laws and regulations generally prohibit companies and their employees and intermediaries from authorizing, offering, or providing improper payments or benefits to officials and other recipients for improper purposes. We rely on certain third parties to support our sales and regulatory compliance efforts and can be held liable for their corrupt or other illegal activities, even if we do not explicitly authorize or have actual knowledge of such activities. Although we take precautions to prevent violations of these laws, our exposure for violating these laws increases as our international presence expands and as we increase sales and operations in additional jurisdictions.

Changes in laws and regulations related to the internet or changes in the internet infrastructure itself may diminish the demand for our products, and could harm our business.

The future success of our business depends upon the continued use of the internet as a primary medium for commerce, communication, and business applications. Federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the internet as a commercial medium. Changes in these laws or regulations could require us to modify our products in order to comply with these changes. In addition, government agencies or private organizations have imposed and may impose additional taxes, fees, or other charges for accessing the internet or commerce conducted via the internet. These laws or charges could limit the growth of internet-related commerce or communications generally, or result in reductions in the demand for internet-based products such as ours. In addition, the use of the internet as a business tool could be harmed due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility, and quality of service. The performance of the internet and its acceptance as a business tool has been harmed by phishing attacks, cyber-attacks, viruses, worms, and similar malicious programs and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the internet is adversely affected by these issues, demand for our products could decline and our business could be harmed.

If we are deemed to be an investment company under the Investment Company Act of 1940, our results of operations could be harmed.

Under Sections 3(a)(1)(A) and (C) of the Investment Company Act of 1940, as amended (the "Investment Company Act"), a company generally will be deemed to be an "investment company" for purposes of the Investment Company Act if (i) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities or (ii) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding, or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an "investment company," as such term is defined in either of these sections of the Investment Company Act. We currently conduct, and intend to continue to conduct, our operations so that neither we, nor any of our subsidiaries, is required to register as an "investment company" under the Investment Company Act. If we were obligated to register as an "investment company," we would have to comply with a variety of substantive requirements under the Investment Company Act that impose, among other things, limitations on capital structure, restrictions on specified investments, prohibitions on transactions with affiliates, and compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would increase our operating and compliance costs, could make it impractical for us to continue our business as contemplated, and could harm our results of operations.

Risks Related to Ownership of Our Class A Ordinary Shares

The dual class structure of our ordinary shares has the effect of concentrating voting control with certain shareholders, in particular, our Co-Chief Executive Officers and their affiliates, which will limit our other shareholders' ability to influence the outcome of important transactions, including a change in control.

Our Class B ordinary shares have ten votes per share and our Class A ordinary shares have one vote per share. As of June 30, 2022, shareholders who hold our Class B ordinary shares collectively hold approximately 88% of the voting power of our outstanding share capital and in particular, our Co-Chief Executive Officers, Michael Cannon-Brookes and Scott Farquhar, collectively hold approximately 88% of the voting power of our outstanding share capital. The holders of our Class B ordinary shares will collectively continue to control a majority of the combined voting power of our share capital and therefore be able to control substantially all matters submitted to our shareholders for approval so long as our Class B ordinary shares represent at least 10% of all of our outstanding Class A ordinary shares and Class B ordinary shares in the aggregate. These holders of our Class B ordinary shares may also have interests that differ from holders of our Class A ordinary shares and may vote in a way which may be adverse to such interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of Atlassian, could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of Atlassian and might ultimately affect the market price of our Class A ordinary shares.

If Messrs. Cannon-Brookes and Farquhar retain a significant portion of their holdings of our Class B ordinary shares for an extended period of time, they will control a significant portion of the voting power of our share capital for the foreseeable future. As members of our board of directors, Messrs. Cannon-Brookes and Farquhar each owe statutory and fiduciary duties to Atlassian and must act in good faith and in a manner they consider would be most likely to promote the success of Atlassian for the benefit of shareholders as a whole. As shareholders, Messrs. Cannon-Brookes and Farquhar are entitled to vote their shares in their own interests, which may not always be in the interests of our shareholders generally.

The market price of our Class A ordinary shares is volatile and could continue to fluctuate significantly regardless of our operating performance resulting in substantial losses for our Class A ordinary shareholders.

The trading price of our Class A ordinary shares is volatile and could continue to fluctuate significantly, regardless of our operating performance, in response to numerous factors, many of which are beyond our control, including:

- general economic conditions;
- actual or anticipated fluctuations in our results of operations;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of Atlassian, publication of inaccurate or unfavorable research about our business, changes in financial estimates or ratings changes by any securities analysts who follow Atlassian or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of significant technical innovations, new products, acquisitions, pricing changes, strategic partnerships, joint ventures or capital commitments;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- price and volume fluctuations in the overall stock market from time to time, including as a result of trends in the economy as a whole;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- developments or disputes concerning our intellectual property or our products, or third-party proprietary rights;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- new laws or regulations, new interpretations of existing laws, or the new application of existing regulations to our business;
- changes in tax laws or regulations;
- any major change in our board of directors or management;
- additional Class A ordinary shares being sold into the market by us or our existing shareholders or the anticipation of such sales;

- cyber-security and privacy breaches;
- lawsuits threatened or filed against us; and
- other events or factors, including those resulting from geopolitical risks, natural disasters, climate change, diseases and pandemics, including the COVID-19 pandemic, war, including Russia's recent invasion of Ukraine, incidents of terrorism, or responses to these events.

In addition, the stock markets, and in particular the market on which our Class A ordinary shares are listed, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, shareholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from operating our business, and harm our business, results of operations and financial condition.

Substantial future sales of our Class A ordinary shares could cause the market price of our Class A ordinary shares to decline.

The market price of our Class A ordinary shares could decline as a result of substantial sales of our Class A ordinary shares, particularly sales by our directors, executive officers and significant shareholders, or the perception in the market that holders of a large number of shares intend to sell their shares. As of June 30, 2022, we had 144,891,749 outstanding Class A ordinary shares and 110,035,649 outstanding Class B ordinary shares.

We have also registered Class A ordinary shares that we issue under our employee equity incentive plans. These shares may be sold freely in the public market upon issuance.

Certain holders of our Class A ordinary shares and our Class B ordinary shares, including our founders, have rights, subject to certain conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our shareholders. Sales of our Class A ordinary shares pursuant to these registration rights may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause the market price of our Class A ordinary shares to fall and make it more difficult for our investors to sell our Class A ordinary shares at a price that they deem appropriate.

The requirements of being a public company may strain our resources, divert management's attention, and affect our ability to attract and retain executive officers and qualified board members.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of Nasdaq and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs, making some activities more difficult, time-consuming, and costly, and has increased demand on our systems and resources. Such demands would likely continue to increase, particularly if we were to lose our status as a "foreign private issuer" as discussed below. The Exchange Act requires, among other things, that we file annual reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight is required. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our management's attention may be diverted from other business concerns, which could harm our business, results of operations and financial condition. In addition, the pressures of operating a public company may divert management's attention to delivering short-term results, instead of focusing on long-term strategy.

As a public company it is more expensive for us to maintain adequate director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors.

If we are unable to maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A ordinary shares could be negatively affected.

As a public company, we are required to maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. We are required to furnish a report by management on the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. If we identify material weaknesses in our internal control over financial reporting, if we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of Class A ordinary shares could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the SEC or other regulatory authorities, which could require additional financial and management resources.

We do not expect to declare dividends in the foreseeable future.

We currently anticipate that we will retain future earnings for the development, operation and expansion of our business, and do not anticipate declaring or paying any cash dividends for the foreseeable future. Any return to shareholders will therefore be limited to the increase, if any, of our share price, which may never occur.

Risks Related to being a Foreign Private Issuer or an English Company

The risks in this subsection of the "Risk Factors" section that relate to our status as a foreign private issuer or English company will change if the U.S. Domestication is consummated.

As a foreign private issuer, we are permitted to report our financial results under IFRS, are exempt from certain rules under the U.S. securities laws and are permitted to file less information with the SEC than a U.S. company, and our Class A ordinary shares are not listed, and we do not intend to list our shares, on any market in the UK, our country of incorporation. This may limit the information available to holders of our Class A ordinary shares.

We are a "foreign private issuer," as defined in the SEC's rules and regulations and, consequently, we are not subject to all of the disclosure requirements applicable to public companies organized within the U.S. For example, we are exempt from certain rules under the Exchange Act that regulate disclosure obligations and procedural requirements related to the solicitation of proxies, consents or authorizations applicable to a security registered under the Exchange Act, including the U.S. proxy rules under Section 14 of the Exchange Act. In addition, our officers and directors are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act and related rules with respect to their purchases and sales of our securities. Moreover, while we have been, and expect to continue to, voluntarily submit quarterly interim consolidated financial data to the SEC under cover of the SEC's Form 6-K, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. public companies and are not required to file quarterly reports on Form 10-Q or current reports on Form 8-K under the Exchange Act. If some investors find our Class A ordinary shares less attractive because of these exemptions, there may be a less active trading market for our Class A ordinary shares and our share price may be more volatile.

Furthermore, our shares are not listed and we do not currently intend to list our shares on any market in the UK, our country of incorporation. As a result, we are not subject to the reporting and other requirements of companies listed in the UK. Accordingly, there will be less publicly available information concerning Atlassian than there would be if we were a public company organized in the U.S.

In addition, we report our financial statements under IFRS. There have been and there may in the future be certain significant differences between IFRS and GAAP, including differences related to revenue recognition, share-based compensation expense, income tax and earnings per share. As a result, our financial information and reported earnings for historical or future periods could be significantly different if they were prepared in accordance with GAAP. As a result, it may be difficult to meaningfully compare our financial statements under IFRS with those companies that prepare financial statements under GAAP.

As a foreign private issuer, we are permitted to follow certain home country corporate governance practices in lieu of certain requirements under the Nasdaq listing standards. This may afford less protection to holders of our Class A ordinary shares than U.S. regulations.

As a foreign private issuer whose shares are listed on Nasdaq, we are permitted to follow English corporate law and the Companies Act 2006 ("Companies Act") with regard to certain aspects of corporate governance in lieu of certain requirements under the Nasdaq listing standards.

A foreign private issuer must disclose in its annual reports filed with the SEC each requirement under the Nasdaq listing standards with which it does not comply, followed by a description of its applicable home country practice. Our home country practices differ in significant respects from the corporate governance requirements applicable to U.S. domestic issuers listed on Nasdaq and may, therefore, afford less protection to holders of our Class A ordinary shares.

We may rely on exemptions available under the Nasdaq listing standards to a foreign private issuer and follow our home country practices in the future, and as a result, our shareholders may not be provided with the benefits of certain corporate governance requirements of the Nasdaq listing standards.

We may lose our foreign private issuer status in the future, which could result in significant additional cost and expense.

In order to maintain our current status as a foreign private issuer, either (i) a majority of voting power of our shares must be either directly or indirectly owned of record by non-residents of the U.S. or (ii) (a) a majority of our executive officers or directors must not be U.S. citizens or residents, (b) more than 50% of our assets cannot be located in the U.S., and (c) our business must be administered principally outside the U.S. Additionally, in connection with the U.S. Domestication, in July 2022, we distributed proxy materials for a planned August 2022 shareholder meeting seeking approval to redomicile our Nasdaq-listed parent holding company from the UK to the U.S., which, if consummated, would cause us to lose our foreign private issuer status. For more information, refer to our Report on Form 6-K filed with the SEC on July 11, 2022. If we lose this status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We would also be required under current SEC rules to prepare our financial statements in accordance with GAAP and modify certain of our corporate governance practices in accordance with various SEC rules and the Nasdaq listing standards. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer will likely be higher than the cost we would incur as a foreign private issuer. As a result, we expect that a loss of foreign private issuer status would increase our legal and financial compliance costs. We also expect that if we were required to comply with the rules and regulations applicable to U.S. domestic issuers, it could make it more difficult and expensive for us to obtain director and officer liability insurance. These rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors.

Provisions contained in our articles of association and under the laws of England may frustrate or prevent an attempt to obtain control of us.

Provisions in our articles of association, as amended and restated, may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated articles of association include provisions that:

- specify that general meetings of our shareholders can be called only by our board of directors, the chair of our board of directors, or one of our Co-Chief Executive Officers (or otherwise by shareholders in accordance with the Companies Act); and
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum.

Provisions of the laws of England may also have the effect of delaying or preventing a change of control or changes in our management. The Companies Act includes provisions that:

- require that any action to be taken by our shareholders be effected at a duly called general meeting (including the annual general meeting) and not by written consent; and
- require the approval of the holders of at least 75% of the voting power of our outstanding shares to amend the provisions of our articles of association.

These provisions may frustrate or prevent any attempts by our shareholders to replace or remove our current management by making it more difficult for shareholders to replace members of our board of directors, which is responsible for appointing the members of our management.

In addition, because we are a public limited company whose registered office is in the UK, we may become subject to the UK City Code on Takeovers and Mergers (“Takeover Code”), which is issued and administered by the UK Panel on Takeovers and Mergers (“Takeover Panel”). The Takeover Code applies, among other things, to an offer for a public company whose registered office is in the UK and whose securities are admitted to trading on a

regulated market or multilateral trading facility in the UK (and for these purposes Nasdaq does not fall within the definition of regulated market or multilateral trading facility), or to an offer for a public company whose registered office is in the UK if Atlassian is considered by the Takeover Panel to have its place of central management and control in the UK. Although we believe that the Takeover Code does not apply to us, the Takeover Panel will be responsible for determining whether we have our place of central management and control in the UK by looking at various factors, including the structure of our board of directors and where they are resident.

If at the time of a takeover offer the Takeover Panel determines that we have our place of central management and control in the UK, or if at that time we have our shares admitted to trading on a regulated market or multilateral trading facility in the UK (or a regulated market in one or more member states of the European Economic Area), we would be subject to a number of rules and restrictions, including, but not limited to, the following: (i) our ability to enter into deal protection arrangements with a bidder would be extremely limited; (ii) we may not, without the approval of our shareholders, be able to perform certain actions that could have the effect of frustrating an offer, such as issuing shares or carrying out acquisitions or disposals; and (iii) we would be obliged to provide equality of information to all bona-fide competing bidders.

The rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation.

We are incorporated under English law. The rights of holders of Class A ordinary shares are governed by English law, including the provisions of the Companies Act, and by our articles of association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations organized under Delaware law.

Shareholders in certain jurisdictions may not be able to exercise their preemptive rights if we increase our share capital.

Under the Companies Act, our shareholders generally have the right to subscribe and pay for a sufficient number of our shares to maintain their relative ownership percentages prior to the issuance of any new shares in exchange for cash consideration. Shareholders in certain jurisdictions may not be able to exercise their preemptive rights unless securities laws have been complied with in such jurisdictions with respect to such rights and the related shares, or an exemption from the requirements of the securities laws of these jurisdictions is available. We currently do not intend to register the Class A ordinary shares under the laws of any jurisdiction other than the U.S., and no assurance can be given that an exemption from the securities laws requirements of other jurisdictions will be available to shareholders in these jurisdictions. To the extent that such shareholders are not able to exercise their preemptive rights, the preemptive rights would lapse, and the proportional interests of such shareholders would be reduced.

Further, the Companies Act provides that in certain circumstances the preemptive rights available to shareholders can be overridden, including where there is an issue of shares for non-cash consideration or the misapplication of the preemptive rights is approved by the holders of at least 75% of our outstanding shares. Our shareholders have approved the misapplication of these preemptive rights for a period of five years from our fiscal year 2017 annual general meeting of shareholders.

U.S. holders of our shares could be subject to material adverse tax consequences if we are considered a “passive foreign investment company” for U.S. federal income tax purposes.

A corporation organized outside the United States generally will be classified as a “passive foreign investment company” for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules with respect to the income and assets of its subsidiaries, either: (i) at least 75% of its gross income is “passive income” or (ii) at least 50% of the average quarterly value of its total gross assets (which, assuming we are not a controlled foreign corporation for the year being tested, would be measured by the fair market value of our assets) is attributable to assets that produce “passive income” or are held for the production of “passive income.”

We do not believe that we were a passive foreign investment company for our taxable year ending on June 30, 2022, and we do not expect to become a passive foreign investment company in our current taxable year. However, our status in any taxable year will depend on our assets, income and activities in each year, and because this is a factual determination made annually after the end of each taxable year, there can be no assurance that we will not be considered a passive foreign investment company for the current taxable year or any future taxable years. If we were a passive foreign investment company for any taxable year while a taxable U.S. holder held our shares, such U.S. holder would generally be taxed at ordinary income rates on any sale of our shares and on any dividends treated as “excess distributions.” An interest charge also generally would apply based on any taxation deferred during such U.S. holder’s holding period in the shares.

U.S. investors may have difficulty enforcing civil liabilities against the Company, our directors, or our executive officers.

Under English law, a director owes various statutory and fiduciary duties to the Company, and not, except in certain limited circumstances, to shareholders. This means that under English law generally the Company, rather than the shareholders, is the proper claimant in an action in respect of a wrong done to the Company by a director. Notwithstanding this general position, the Companies Act provides that a court may allow a shareholder to bring a derivative claim, which is an action in respect of and on behalf of the Company, in respect of a cause of action arising from a director's negligence, default, breach of duty or breach of trust. The ability to bring a derivative claim is, however, subject to compliance with a number of procedural requirements, which may in practice be difficult for shareholders to comply with.

We are a public limited company incorporated under the laws of England. Certain of our directors and executive officers reside outside the U.S. In addition, a substantial portion of our assets and a substantial portion of the assets of such directors and executive officers, are located outside the U.S. As a result, it may be difficult for an investor to serve legal process on us or our directors and executive officers or have any of them appear in a U.S. court.

It may not be possible to bring proceedings or enforce a judgment of a U.S. court in respect of civil liabilities predicated on the U.S. federal securities laws in England. The English courts will not enforce, either directly or indirectly, a penal, revenue or other public law of a foreign state. In addition, awards of punitive damages in actions brought in the U.S. or elsewhere may be unenforceable in England. An award of damages is usually considered to be punitive if it does not seek to compensate the claimant for loss or damage suffered and is instead intended to punish the defendant. In addition to public policy aspects of enforcement, the enforceability of any judgment in England will depend on the particular facts of the case such as the nature of the judgment and whether the English court considered the U.S. court to have had jurisdiction. It will also depend on the laws and treaties in effect at that time. The U.S. and the UK do not currently have a treaty or convention providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, to enforce a judgment of a U.S. court, the party seeking to enforce the judgment must bring an action at common law in respect of the amount due under the judgment.

General Risk Factors

Our global operations subject us to risks that can harm our business, results of operations, and financial condition.

A key element of our strategy is to operate globally and sell our products to customers around the world. Operating globally requires significant resources and management attention and subjects us to regulatory, economic, geographic, and political risks. In particular, our global operations subject us to a variety of additional risks and challenges, including:

- increased management, travel, infrastructure, and legal compliance costs associated with having operations in many countries;
- difficulties in enforcing contracts, including “clickwrap” contracts that are entered into online, of which we have historically relied as part of our product licensing strategy, but which may be subject to additional legal uncertainty in some foreign jurisdictions;
- increased financial accounting and reporting burdens and complexities;
- requirements or preferences within other regions for domestic products, and difficulties in replacing products offered by more established or known regional competitors;
- differing technical standards, existing or future regulatory and certification requirements, and required features and functionality;
- communication and integration problems related to entering and serving new markets with different languages, cultures, and political systems;
- compliance with foreign privacy and security laws and regulations and the risks and costs of non-compliance;
- compliance with laws and regulations for foreign operations, including anti-bribery laws (such as the U.S. Foreign Corrupt Practices Act, the U.S. Travel Act, and the UK Bribery Act), import and export control laws, tariffs, trade barriers, economic sanctions, and other regulatory or contractual limitations on our ability to sell our products in certain foreign markets, and the risks and costs of non-compliance;

- heightened risks of unfair or corrupt business practices in certain geographies that may impact our financial results and result in restatements of our consolidated financial statements;
- fluctuations in currency exchange rates, rising interest rates, and related effects on our results of operations;
- difficulties in repatriating or transferring funds from, or converting currencies in certain countries;
- weak economic conditions which could arise in each country or region in which we operate or sell our products, including due to rising inflation or hyperinflation, such as is occurring in Turkey, and related interest rate increases, or general political and economic instability around the world, including as a result of the COVID-19 pandemic and Russia's invasion of Ukraine;
- differing labor standards, including restrictions related to, and the increased cost of, terminating employees in some countries;
- difficulties in recruiting and hiring employees in certain countries;
- the preference for localized software and licensing programs and localized language support;
- reduced protection for intellectual property rights in some countries and practical difficulties associated with enforcing our legal rights abroad;
- imposition of travel restrictions, prohibitions of non-essential travel, modifications of employee work locations, or cancellation or reorganization of certain sales and marketing events as a result of the COVID-19 pandemic or future pandemics or public health emergencies;
- compliance with the laws of numerous foreign taxing jurisdictions, including withholding obligations, and overlapping of different tax regimes; and
- geopolitical risks, such as political and economic instability, and changes in diplomatic and trade relations.

Compliance with laws and regulations applicable to our global operations substantially increases our cost of doing business in foreign jurisdictions. We may be unable to keep current with changes in government requirements as they change from time to time. Failure to comply with these laws and regulations could harm our business. In many countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or other regulations applicable to us. Although we have implemented policies and procedures designed to ensure compliance with these regulations and policies, there can be no assurance that all of our employees, contractors, business partners and agents will comply with these regulations and policies. Violations of laws, regulations or key control policies by our employees, contractors, business partners, or agents could result in delays in revenue recognition, financial reporting misstatements, enforcement actions, reputational harm, disgorgement of profits, fines, civil and criminal penalties, damages, injunctions, other collateral consequences, or the prohibition of the importation or exportation of our products and could harm our business, results of operations, and financial condition.

Adverse economic conditions could negatively impact our business.

Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers. Our business depends on demand for business software applications generally and for collaboration software solutions in particular. In addition, the market adoption of our products and our revenue is dependent on the number of users of our products. To the extent that weak economic conditions, including as a result of the COVID-19 pandemic, rising inflation, increases in interest rates, or Russia's invasion of Ukraine, reduce the number of personnel providing development or engineering services or that limit the available budgets within organizations for software products, demand for our products could be harmed. If economic conditions deteriorate, our customers and prospective customers may elect to decrease their information technology budgets, which would limit our ability to grow our business and harm our results of operations.

In addition, the recent COVID-19 pandemic has created significant additional uncertainty for the global economy. If the outbreak worsens or continues for an indefinite period of time, especially in regions in which we have material operations or sales, our business and results of operations could be adversely affected.

Catastrophic events may disrupt our business.

Natural disasters, pandemics, including the COVID-19 pandemic, other public health emergencies, geopolitical conflicts, social or political unrest, or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could harm our business. We have a large employee presence and operations in the San Francisco Bay Area, California and Australia. The west coast of the U.S. contains active earthquake zones and is often at risk from wildfires. Australia has recently experienced significant wildfires and flooding that have impacted our employees. In the event of a major earthquake, hurricane, typhoon or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our product availability, breaches of data security and loss of critical data, all of which could harm our business, results of operations and financial condition.

Additionally, we rely on our network and suppliers of third-party infrastructure and applications, internal technology systems, and our websites for our development, marketing, internal controls, operational support, hosted services and sales activities. If these systems were to fail or be negatively impacted as a result of a natural disaster, disease or pandemic, including the COVID-19 pandemic, or catastrophic event, our ability to conduct normal business operations and deliver products to our customers could be impaired.

As we grow our business, the need for business continuity planning and disaster recovery plans will grow in significance. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a disaster, disease or pandemic, including the COVID-19 pandemic, or catastrophic event, or if we are unable to successfully execute on those plans, our business and reputation could be harmed.

Climate change may have a long-term impact on our business.

The long-term effects of climate change on the global economy and the technology industry in particular are unclear, however we recognize that there are inherent climate related risks wherever business is conducted. Climate-related events, including the increasing frequency of extreme weather events and their impact on critical infrastructure in the U.S., Australia and elsewhere, have the potential to disrupt our business, our third-party suppliers, and/or the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain and resume operations.

We depend on our executive officers and other key employees and the loss of one or more of these employees or the inability to attract and retain highly skilled employees could harm our business.

Our success depends largely upon the continued services of our executive officers and key employees. We rely on our leadership team and other key employees in the areas of research and development, products, strategy, operations, security, go-to-market, marketing, IT, support, and general and administrative functions. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. For example, we announced that we hired a new Chief Financial Officer who plans to join us in September 2022 and we recently hired a new Chief Technology Officer who joined us in May 2022. In addition, we do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time. The loss of one or more of our executive officers, especially our Co-Chief Executive Officers, or other key employees could harm our business.

In addition, in order to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel in Sydney, Australia, the San Francisco Bay Area, and in other locations where we maintain offices, is intense, especially for engineers experienced in designing and developing software and cloud-based services. We have from time to time experienced, and we expect to continue to experience, difficulty hiring and retaining employees with appropriate qualifications. In particular, recruiting and hiring senior product engineering personnel has been, and we expect to continue to be, challenging. If we are unable to hire and retain talented product engineering personnel, we may be unable to scale our operations or release new products in a timely fashion and, as a result, customer satisfaction with our products may decline.

Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, these employers may attempt to assert that the employees or we have breached certain legal obligations, resulting in a diversion of our time and resources. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the value or perceived value of our equity awards declines, it could harm our ability to recruit and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business, results of operations and financial condition could be harmed.

We are exposed to credit risk and fluctuations in the market values of our investment portfolio.

Given the global nature of our business, we may have diversified U.S. and non-U.S. investments. Credit ratings and pricing of our investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, including from impacts of inflation, the COVID-19 pandemic and Russia's invasion of Ukraine, political risk, sovereign risk or other factors. As a result, the value and liquidity of our investments may fluctuate substantially. Therefore, although we have not realized any significant losses on our investments, future fluctuations in their value could result in a significant realized loss.

Item 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Corporate Information

Atlassian Corporation Plc was incorporated and registered in the United Kingdom in November 2013 as a public company limited by shares. Our registered office is located at Exchange House, Primrose Street, London EC2A 2EG, c/o Herbert Smith Freehills LLP. Our principal offices are located at Level 6, 341 George St., Sydney, NSW, 2000 Australia for Atlassian Pty Ltd and at 350 Bush Street, Floor 13, San Francisco, California 94104 for Atlassian US, Inc.

Atlassian Corporation Plc is a holding company, and we conduct substantially all of our business through certain of our subsidiaries, including Atlassian Pty Ltd and Atlassian US, Inc.

The principal laws and legislation under which we operate, and under which the Class A ordinary shares and Class B ordinary shares are issued, is the Companies Act and the regulations made thereunder.

Beginning February 2022, we no longer sell new perpetual licenses for our products, or offer upgrades to these on-premises versions of our products, and plan to end maintenance and support for these on-premises versions of our products in February 2024. We are proactively helping our customers transition to other versions of our products with our migration tools and programs, customer support teams, and pricing and packaging options.

The Securities and Exchange Commission (“SEC”) maintains an internet site at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Our website address is atlassian.com. The information contained on our website is not part of this Annual Report.

B. Business Overview

Our mission is to unleash the potential of every team.

Our company was founded in 2002 to help software teams work better together. But from the beginning, our products were also designed to help developers collaborate with non-developer teams involved in software innovation. By landing with developers, our products organically spread to other technical and non-technical teams through cross-functional collaboration. And increasingly, organizations are turning to their software teams to drive digital transformation. As more technical and non-technical teams gain exposure to our products, and as we add to our portfolio through research and development and acquisitions, these teams are adopting and extending our products to novel use cases, bringing our products to more users and teams in their organizations. This powerful trend has created an expansive market opportunity for us.

Our products serve teams of all shapes and sizes, in virtually every industry. Our primary products include Jira Software and Jira Work Management for planning and project management, Confluence for content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Jira Service Management for team service, management and support applications, Jira Align for enterprise agile planning, and Bitbucket for code sharing and management. Together, our products form an integrated system for organizing, discussing and completing shared work, becoming deeply entrenched in how people collaborate and how organizations run.

We begin with a deep investment in product development to create and refine high-quality and versatile products that users love. By making our products affordable for organizations of all sizes and transparently sharing our pricing online for most of our products, we do not follow the practice of opaque pricing and ad hoc discounting that is typical in the enterprise software industry. We pursue customer volume, targeting every organization, regardless of size, industry, or geography. This allows us to operate at unusual scale for an enterprise software company, with more than 240,000 customers across virtually every industry sector in approximately 200 countries as of June 30, 2022. Our customers range from small organizations that have adopted one of our products for a small group of users, to over two-thirds of the Fortune 500, many of which use a combination of our products across thousands of users. Please refer to “Item 5. Operating and Financial Review and Prospects” for our revenues, including by geography information.

We take a long-term view of our customer relationships and our opportunity. We recognize that users drive the adoption and proliferation of our products and, as a result, we focus on enabling a self-service, low-friction distribution model that makes it easy for users to try, adopt, and use our products. We are relentlessly focused on measuring and improving user satisfaction as we know that one happy user will beget another, thereby expanding the large and organic word-of-mouth community that helps drive our growth.

The Atlassian Way

Our product strategy, distribution model and Company culture work in concert to create unique value for our customers and competitive advantages for our Company.

We invest significantly in developing and continually improving versatile products that can be used in myriad ways, helping teams achieve their full potential. Our products are easy to adopt and use, which allows them to be distributed organically and efficiently.

Because our products are easy to try and purchase, and are offered at affordable price points, they can be sold through a high-velocity, low-friction online distribution model. This model allows us to generate demand from word-of-mouth and expansion within organizations, rather than having to solely rely on a traditional sales infrastructure, especially with enterprise-scale customers. Our patient model is designed to operate at scale and serve millions of customers.

Our culture of innovation, transparency, and dedication to our customers drives our success in implementing and refining this unique approach. We believe this approach creates a self-reinforcing effect that fosters innovation, quality, customer satisfaction, scale, and profitability. As a result of this strategy, we invest significantly more in research and development activities than in traditional sales activities relative to other enterprise software companies.

Our Product Strategy

We have developed and acquired a broad portfolio of products that help teams large and small to organize, discuss, and complete their work in a new way that is coordinated, efficient and innovative. Our products serve the needs of teams of software developers, IT professionals, and knowledge workers. While our products can provide a range of distinct functionality to users, they share certain core attributes:

- **Built for Teams** - Our products are singularly designed to help teams work better together and achieve more. We design products that help our customers collaborate more effectively, be more transparent, and operate in a coordinated manner.
- **Easy to Adopt and Use** - We invest significantly in research and development to enable our products to be both powerful and extremely easy to use. Our software is designed to be accessed from the internet and immediately put to work. By reducing the friction that usually accompanies the purchasing process of business software and eliminating the need for complicated and costly implementation and training, we believe we attract more people to try, use, derive value from, and buy our software.
- **Versatile and Adaptable** - We design simple products that are useful in a broad range of workflows and projects. We believe that our products can improve any process involving teams, multiple work streams, and deadlines. For example, Jira Software, which enables software teams to plan, build, and ship code, is also used by thousands of our customers to manage workflows related to product design, supply chain management, expense management, and legal document review.
- **Integrated** - Our products are integrated and designed to work well together. For example, the status of an IT service ticket generated in Jira Service Management can be viewed in Confluence, providing visibility to business stakeholders.
- **Open** - We are dedicated to making our products open and interoperable with a range of other platforms and applications, such as Microsoft, Zoom, Slack, salesforce.com, Workday, and Dropbox. In order to provide a platform for our partners and to promote useful products for our users, we developed the Atlassian Marketplace, an online marketplace that features thousands of apps created by a growing global network of independent developers and vendors. The Atlassian Marketplace provides customers a wide range of apps they can use to extend or enhance our products, further increasing the value of our platform.

Our Distribution Model

Our high-velocity, low-friction distribution model is designed to drive exceptional customer scale by making products that are free to try and affordable to purchase online. We focus on product quality, automated distribution, transparent pricing, and customer service in lieu of a costly traditional sales infrastructure. We primarily rely on word-of-mouth and low-touch demand generation to drive trial, adoption, and expansion of our products.

The following are key attributes of our unique model:

- **Innovation-driven** - Relative to other enterprise software companies, we invest significantly in research and development rather than marketing and sales. Our goal is to focus our spending on new product and feature development, measures that improve quality, ease of adoption, and expansion, and create organic customer demand for our products. We also invest in ways to automate and streamline distribution and customer support functions to enhance our customer experience and improve our efficiency.
- **Simple and Affordable** - We offer our products at affordable prices in a simple and transparent format. For example, a customer can use a full-feature free version of our products for up to a certain number of users. In addition, a customer coming to our website can evaluate and purchase a Jira Software subscription, for 10 users or 50,000+ users, based on a transparent list price, without any interaction with a sales person. This approach, which stands in contrast to the opaque and complex pricing plans offered by most traditional enterprise software vendors, is designed to complement the easy-to-use, easy-to-adopt nature of our products and accelerate adoption by large volumes of new customers.
- **Organic and Expansive** - Our model benefits significantly from customer word-of-mouth driving traffic to our website. The vast majority of our transactions are conducted on our website, which drastically reduces our customer acquisition costs. We also benefit from distribution leverage via our network of solution partners, who resell and customize our products. Once we have landed within a customer team, the networked nature and flexibility of our products tend to lead to adoption by other teams and departments, resulting in user growth, new use cases, and the adoption of our other products.

- **Scale-oriented** - Our model is designed to generate and benefit from significant customer scale and our goal is to maximize the number of individual users of our software. With more than 240,000 customers using our software today, we are able to reach a vast number of users, gather insights to continually improve our offerings, and generate revenue growth by expanding within our customer accounts. Many of our customers started as significantly smaller customers and we have demonstrated our ability to grow within our existing customer base. Our products drive mission-critical workflows within customers of all sizes, including enterprise customers. We offer enhanced capabilities in the premium and enterprise editions of our products, and we efficiently evolve our expansion sales motion within these larger customers. Ultimately, our model is designed to serve customers large and small and to benefit from the data, network effects, and customer insights that emerge from such scale.
- **Data-driven** - Our scale and the design of our model allows us to gather insights into and improve the customer experience. We track, test, nurture and refine every step of the customer journey and our users' experience. This allows us to intelligently manage our funnel of potential users, drive conversion and expansion, and promote additional products to existing users. Our scale enables us to experiment with various approaches to these motions and constantly tune our strategies for user satisfaction and growth.

Our Culture

Our company culture is exemplified by our core values:



**Open company,
no bullshit**



**Play,
as a team**



**Build with heart
& balance**



**Be the change
you seek**



**Don't #@!%
the customer**

The following are the key elements of our corporate culture that contribute to our ability to drive customer value and achieve competitive differentiation:

- **Openness and Innovation** - We value transparency and openness as an organization. We believe that putting product pricing and documentation online promotes trust and makes customers more comfortable engaging with our low-touch model. In addition, we are dedicated to innovation and encourage our employees to invent new capabilities, applications, uses, and improvements for our software. We run our Company using our own products, which promotes open communication and transparency throughout the organization.
- **Dedication to the Customer** - Customer service and support is at the core of our business. Our customer support teams strive to provide unparalleled service to our customers. We also encourage our service teams to build scalable, self-service solutions that customers will love, as we believe superior service drives greater customer happiness, which in turn breeds positive word-of-mouth.
- **Team-driven** - As our mission is to unleash the potential of every team, we value teamwork highly. We encourage our employees to be both team-oriented and entrepreneurial in identifying problems and inventing solutions. Dedication to teamwork starts at the top of our organization with our unique co-CEO structure, and is celebrated throughout our Company.
- **Long-term Focused** - We believe that we are building a company that can grow and prosper for decades to come. Our model, in which we expand across our customers' organizations over time, requires a patient, long-term approach, and a dedication to continuous improvement. This is exemplified by our investment in research and development, which is significant relative to traditional software models and is designed to drive the long-term sustainability of our product leadership. Given the choice between short-term results and building long-term scale, we choose the latter.

Our Financial Model

By developing a product strategy, distribution model, and culture that are designed around the needs of our customers and users, we believe that we have established a financial model that is favorable for our shareholders. Our model has allowed us to grow customers and revenue steadily while generating positive free cash flow for each of the last 17 fiscal years. Our model relies on rapidly and efficiently landing new customers and expanding our relationship with them over time. The following are the key elements of our model:

- **Significant Investment in Ongoing Product Development and Sales Automation** - Our research and development investments enable us to rapidly build new products, continuously enhance our existing products, acquire and integrate technologies, obtain data-driven insights, and further automate and streamline our approach to customer acquisition.
- **Rapid and Efficient Acquisition of New Customers** - By building products that are free to try and easy to use, we are able to attract customers rapidly without relying primarily on a traditional sales force, thereby significantly lowering the cost of customer acquisition.
- **Continued Expansion** - Our success is dependent on our ability to expand the relationship with our existing base of customers through the addition of more users, teams and products. We have introduced premium and enterprise editions for certain cloud products that offer additional capabilities to serve customers of any size and further expand our customer relationship.
- **Predictability of Sales** - As we are not dependent on a traditional sales force and primarily rely on a high-velocity, low-friction online distribution model, we have historically experienced a linear quarterly sales cycle. Once teams begin working together with our software, we become embedded in their workflows, becoming a system for engagement within organizations. This degree of integration makes our products difficult to displace and provides us with steady and predictable revenue. While certain events related to our decision to transition server customers to other deployment options over time drive short-term variability, the transition to these other deployment options will only drive further predictability of revenue over the long-term.
- **Positive Free Cash Flow** - By reducing customer acquisition costs and establishing a revenue model that has scaled linearly, our model has allowed us to have positive free cash flow for each of the last 17 fiscal years.

Our Products

We offer a range of team collaboration products, including:

- Jira Software and Jira Work Management for team planning and project management;
- Confluence for team content creation and sharing;
- Trello for capturing and adding structure to fluid, fast-forming work for teams;
- Jira Service Management for team service and support applications;
- Opsgenie for incident management;
- Jira Align for enterprise agile planning;
- Bitbucket for team code sharing and management; and
- Atlassian Access for enterprise-grade security and centralized administration.

These products can be deployed by users in the cloud and many of our products can be deployed behind the firewall on the customers' own infrastructure.

Jira Software and Jira Work Management. Jira Software and Jira Work Management provide a sophisticated and flexible workflow management system that helps teams plan, organize, track and manage their work and projects. Jira's customizable dashboards and powerful reporting features keep teams aligned and on track.

Confluence. Confluence is a social and flexible content collaboration platform used to create, share, organize, and discuss projects. Through Confluence's rich and dynamic editor, our customers create and share their work —

meeting notes, blogs, product requirements, file lists, company information, or project plans — with their team or external customers. Confluence's collaborative capabilities enable teams to stay up to date and on the same page.

Trello. Trello is a collaboration and organization product that captures and adds structure to fluid, fast-forming work for teams. A project management application that can organize your tasks into lists and boards, Trello can tell users and their teams what is being worked on, by whom, and how far along the task or project is. At the same time, Trello is extremely simple and flexible, which allows it to serve a vast number of other collaboration and organizational needs.

Jira Service Management. Jira Service Management is an intuitive and flexible service desk product for creating and managing service experiences for a variety of service team providers, including IT, legal, and HR teams. Jira Service Management features an elegant self-service portal, best-in-class team collaboration, ticket management, integrated knowledge, asset and configuration management, service level agreement support, and real-time reporting.

Opsgenie. Opsgenie is an incident management tool that enables IT teams to plan for and respond to service disruptions. Opsgenie quickly routes alerts to the appropriate IT teams, speeding diagnosis and resolution, and reducing downtime.

Jira Align. Jira Align helps enterprise organizations build and manage a 'master plan' that maps strategic projects to the various work streams required to deliver them. Jira Align provides business leaders with better visibility into bottlenecks, risks, and dependencies, as well as more accuracy around capacity planning and measuring return on investment.

Bitbucket. Bitbucket is a code management and collaboration product for teams using distributed version control systems. Bitbucket empowers teams to build, store, test, collaborate and deploy shared code.

Atlassian Access. Atlassian Access is an enterprise-wide product for enhanced security and centralized administration that works across every Atlassian cloud product used, including Jira, Jira Service Management, Confluence, Trello, and Bitbucket.

Other Products

We also offer additional products, including Atlassian cloud apps, Bamboo, Crowd, Crucible, Fisheye, Halp, Sourcetree, and Statuspage.

Key Technologies and Capabilities

Our products and technology infrastructure are designed to provide simple-to-use and versatile products with industry-standard security and data protection that scales to organizations of all sizes, from small teams to large organizations with thousands of users. Maintaining the security and integrity of our infrastructure is critical to our business. As such, we leverage standard security and monitoring tools to ensure performance across our network.

The Atlassian Cloud Platform

Our products are built upon a platform of shared components and services that provide a common system for user management, add-ons, search, user interfaces and more. Our strategy is to build more common services and functionality shared across our platform. This approach allows us to develop and introduce new products faster, as we can leverage common foundational services that already exist. This approach also allows our products to more seamlessly integrate with one another, and provides customers better experiences when using multiple products.

One component of our platform is the Atlassian User Interface ("AUI"), a library of JavaScript, CSS, templates and other resources for quickly creating interfaces that conform to Atlassian design guidelines. AUI is integrated into our products, and is also available externally so third-party developers can build products that conform to our interface specifications.

Atlassian Connect

Open APIs and extensibility have been a hallmark of our products for many years. We offer a broad set of representational state transfer (REST)-based APIs to interact with many of our products, features and data. Atlassian Connect is a framework to build apps for our products. An app may be an integration with another existing service, a set of new features for an Atlassian application, or an entirely new product that runs within an application. Atlassian Connect add-ons operate remotely over HTTP and can be written with any programming language and web framework.

Atlassian Connect apps must conform to a set of approval guidelines administered by us and can be publicly offered by third parties and sold via the Atlassian Marketplace.

The Atlassian Marketplace and Ecosystem

The Atlassian Marketplace is a hosted online marketplace for free and purchasable apps to our products. The Atlassian Marketplace offers thousands of apps from a large and growing ecosystem of third-party vendors and developers.

We offer the Atlassian Marketplace to customers to simplify the discovery and purchase of add-on capabilities for our products and to third-party vendors and developers to more easily reach our customer base, and to simplify license management and renewals. In fiscal year 2022, the Atlassian Marketplace generated over \$550 million in purchases.

In September 2020, we announced the launch of Atlassian Ventures, with \$50 million in initial funding. As of June 30, 2022, Atlassian Ventures has invested over \$100 million across dozens of companies focused on building the future of collaborative teamwork in the cloud. Atlassian Ventures intends to invest additional funds in the coming years. To date, Atlassian Ventures has invested in early-stage startups building apps integrated into Atlassian Cloud products and monetized through the Atlassian Marketplace as well as growth-stage startups deepening their partnerships with Atlassian.

In May 2021, we announced the general availability of Forge, our next-generation cloud app development platform designed to future-proof how Atlassian cloud products are customized, extended, and integrated. Developers can rely on Forge's hosted infrastructure, storage, and function-as-a-service to build new cloud apps for themselves or for the Atlassian Marketplace.

Marketing

Our go-to-market approach is driven by the strength and innovation of our products and organic user demand. Our model focuses on a land-and-expand strategy, automated and low-touch customer service, superior product quality, and disruptive pricing. We make our products free to try and easy to set up, which facilitates rapid and widespread adoption of our software. Our products are built for teams, and thus have natural network effects that help them spread virally, through word-of-mouth, across teams and departments. This word-of-mouth marketing increases as more individual users and teams discover our products.

Our marketing efforts focus on growing our company brand, building broader awareness and increasing demand for each of our products. We invest in brand and product promotion, demand generation through direct marketing and advertising, and content development to help educate the market about the benefits of our products. We also leverage insights gathered from our users and customers to improve our targeting and ultimately the return-on-investment from our marketing activities. Data-driven marketing is an important part of our business model, which focuses on continuous product improvement and automation in customer engagement and service.

Sales

Our website is our primary forum for sales, and supports thousands of commercial transactions daily. We share a wide variety of information directly with prospective customers, including detailed product information and product pricing. Our sales model focuses on enabling customer self-service, data-driven targeting and automation. As a result, we do not rely primarily on a traditional, commissioned direct sales force. We focus on allowing purchasing to be completed online through an automated, easy-to-use web-based process that permits payment using a credit card or bank/wire transfer. We augment these continuously-improving processes with a customer service team to help customers where needed and a sales team that focuses on expanding the relationships with our largest customers.

We also have a global network of solution partners with unique expertise, services and products that complement the Atlassian portfolio, such as deployment and customization services, localized purchasing assistance around currency, and language and specific in-country compliance requirements. Sales programs consist of activities and teams focused on supporting our solution partners, tracking channel sales activity, supporting and servicing our largest customers by helping optimize their experience across our product portfolio, helping customers expand their use of our products across their organizations and helping product evaluators learn how they can use our tools most effectively.

Community and Ecosystem

We are deeply committed to our global community, which as of June 30, 2022 includes a network of nearly 700 solution partners. We foster a sense of community with our users through our Atlassian Community Events (“ACE”) program, where users can meet at customer and developer events, including Atlassian Team, and Atlassian Community, our online community which features user-generated questions and answers with in-depth discussion of our products. While these events are typically held in-person, as a result of the COVID-19 pandemic, we have adjusted the format of various events to be hosted virtually in accordance with local public health guidelines.

ACEs are community-led meetups held around the world that we sponsor and are run by a network of enthusiastic and committed customers who develop an agenda covering wide-ranging topics for users to discuss together.

Atlassian Team is our flagship user event where our users can engage and learn from thousands of other users and hundreds of product experts. We use the event to share future product themes, deeper how-tos and customer-lead best practices. The event also features product demos and training courses and is a large networking opportunity for customers to meet each other, our partner ecosystem, and our employees. Building on Atlassian Team, we will be holding events tailored to each of our markets, beginning with Atlassian Presents: Work Life in September 2023. These tailored events aim to build deeper relationships with our global audience and give attendees an up-close view of how Atlassian products can help them collaborate more effectively.

We also hold developer events which provide an opportunity for the developer community to enhance their skills and knowledge of our products, including the integration capabilities of our platform, and meet with product specialists.

Customer Support and Services

We focus on designing products that are easy to set up, adopt, and use without support. We provide maintenance and support for all of our licensed customers through our global, multi-channel technical support and services group. Customers are entitled to technical support through an active subscription to our cloud products, or through an active annual maintenance agreement for our on-premises products. This maintenance and support provides customers with new features and improvements, and 24x7 access to our phone and online support teams.

Our automated support services enable our customers to help themselves and include the following resources:

- **Technical Documentation** - Users can access documentation and instruction for all versions of our products.
- **Knowledge Base** - We offer troubleshooting and how-to tips for all of our products, with links to all our product-specific knowledge bases.
- **Atlassian University** - Atlassian University offers step-by-step interactive tutorials and videos that instruct users and admins on how to use our product.
- **Over-the-web Hands-on Training** - Webinars, led by our skilled training instructors, teach users how to use each product.
- **Atlassian Community** - Atlassian Community is our online community for users to ask questions and provide answers and contribute in-depth discussions on our products and features.
- **Purchasing FAQ** - We offer a simple guide to the online purchasing and account management service.

We also offer premier hands-on support from a team of dedicated senior support engineers and technical account managers who act as a single point of contact for our support, product and engineering teams.

Further customized support and professional services are provided through Atlassian solution partners. We have nearly 700 solution partners worldwide dedicated to handling specific needs of our customers, such as translating documentation, providing on-site demos or training, building add-ons, tuning deployments, assisting with complex enterprise solutions, and providing setup or agile-based coaching. Our solution partners specialize in environment integrations and customizations and work with some of our largest customers to conduct hands-on system integrations, deployments, and upgrades.

Competition

Our products serve teams of all shapes and sizes in every industry, from software and technical teams, to IT and service teams, to a broad array of business teams.

Our competitors range from large technology vendors to new and emerging businesses in each of the markets we serve:

- **Software Teams** - Our competitors include large technology vendors, including Microsoft (including GitHub) and IBM, and smaller companies like Gitlab that offer project management, collaboration and developer tools.
- **IT Teams** - Our competitors range from cloud vendors, including ServiceNow, PagerDuty, and Freshworks, to legacy vendors such as BMC Software (Remedy) that offer service desk solutions.
- **Business Teams** - Our competitors range from large technology vendors, including Microsoft and Google, that offer a suite of products, to smaller companies like Asana, Monday.com, Notion and Smartsheet, which offer point solutions for team collaboration.

In most cases, due to the flexibility and breadth of our products, we co-exist alongside many of our competitors' products within our own customer base, such as Microsoft, Gitlab and Asana.

The principal competitive factors in our markets include product capabilities, flexibility, total cost of ownership, ease of access and use, performance and scalability, integration, customer satisfaction and global reach. Our product strategy, distribution model and company culture allow us to compete favorably on all these factors. Through our focus on research and development we are able to rapidly innovate, offer a breadth of products that are easy to use yet powerful, are integrated and delivered through multiple deployment options from Cloud, to highly scalable Data Center solutions. Our high-velocity, low-friction online distribution model allows us to efficiently reach customers globally, and we complement this with our network solution partners and sales teams that focus on expansion within our largest customers. Our culture enables us to focus on customer success through superior products, transparent pricing and world-class customer support.

Employees

Our employees are our greatest asset and we strive to foster a collaborative, productive and fun work environment. As of June 30, 2022, 2021 and 2020 we had 8,813, 6,420, and 3,616 employees, respectively.

C. Organizational Structure

Atlassian Corporation Plc is a holding company and we conduct substantially all of our business through certain of our subsidiaries. As of June 30, 2022, our subsidiaries, all of which are wholly-owned, are as follows:

Name	Country of Incorporation
Atlassian (UK) Limited	United Kingdom, United States of America
Atlassian (UK) Holdings Limited	United Kingdom, United States of America
Atlassian (Australia) Limited	United Kingdom, United States of America
Atlassian (UK) Operations Limited	United Kingdom
Atlassian (US) LLC	United States of America
Atlassian US, Inc.	United States of America
Atlassian Network Services, Inc.	United States of America
Dogwood Labs, Inc.	United States of America
Trello, Inc.	United States of America
AgileCraft LLC	United States of America
OpsGenie, Inc.	United States of America
Opsgenie Yazılım Anonim Şirketi	Turkey
iFountain, LLC	United States of America
Halp, Inc.	United States of America
Buddy AI Inc.	United States of America
Atlassian Australia 1 Pty Ltd	Australia
Atlassian Australia 2 Pty Ltd	Australia
Atlassian Corporation Pty. Ltd.	Australia
Atlassian Pty Ltd	Australia
Good Software Co. Pty Ltd	Australia
Code Barrel Pty Ltd	Australia
Lead Green Pty Ltd	Australia
Lead Green Trust	Australia
Vertical First Pty Ltd	Australia
Vertical First Trust	Australia
Atlassian Capital Pty. Ltd.	Australia
MITT Australia Pty Ltd	Australia
MITT Trust	Australia
Atlassian Holdings B.V.	Netherlands
Atlassian K.K.	Japan
Atlassian Germany GmbH	Germany
Atlassian Philippines, Inc.	Philippines
Atlassian France SAS	France
Atlassian B.V.	Netherlands
Atlassian Canada Inc.	Canada
Atlassian India LLP	India
Mindville AB	Sweden
Atlassian New Zealand	New Zealand
Atlassian Poland sp z o.o.	Poland
Chart.io, Inc.	United States of America
ThinkTilt Pty Ltd	Australia

D. Property, Plant and Equipment

As of June 30, 2022, our principal offices consist of approximately 261,000 and 325,000 square feet of leased office facilities in Sydney, Australia and the San Francisco Bay Area, California, United States, respectively. We also lease other office facilities around the world, including Austin, Texas; New York, New York; and Boston, Massachusetts, in the United States; the Netherlands; Japan; the Philippines; India; Poland; Sweden; and Turkey.

In March 2022, we entered into an Agreement for Lease (the "AFL") for our new global headquarters in Sydney, Australia (the "Australian HQ Property"). Following completion of the development of the Australian HQ Property, the AFL requires us to enter into a lease agreement for the planned office space. The lease is expected to commence in fiscal year 2027 and will continue for 15 years, with our option to extend the term for up to two additional ten-year periods.

We believe that suitable additional or alternative space will be available as needed to accommodate our growth if we require additional space.

Item 4A. Unresolved Staff Comments

Not applicable.

Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing under "Item 18. Financial Statements." As discussed in the section titled "Special Note Regarding Forward-Looking Statements," the following discussion and analysis contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" in this Annual Report.

The following section generally discusses fiscal years 2022 and 2021 items and year-to-year comparisons between fiscal years 2022 and 2021, as well as certain fiscal year 2020 items. Discussions of fiscal year 2020 items and year-to-year comparisons between fiscal years 2021 and 2020 that are not included in this Annual Report can be found in "Item 5. Operating and Financial Review and Prospects" of our annual report on Form 20-F for the fiscal year ended June 30, 2021.

Overview

Our mission is to unleash the potential of every team.

Our products help teams organize, discuss and complete their work — delivering superior outcomes for their organizations.

Our products serve teams of all shapes and sizes, in virtually every industry. Our primary products include Jira Software and Jira Work Management for planning and project management, Confluence for content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Jira Service Management for team service, management and support applications, Jira Align for enterprise agile planning, and Bitbucket for code sharing and management. Together, our products form an integrated system for organizing, discussing and completing shared work, becoming deeply entrenched in how people collaborate and how organizations run.

We begin with a deep investment in product development to create and refine high-quality and versatile products that users love. By making our products affordable for organizations of all sizes and transparently sharing our pricing online for most of our products, we do not follow the practice of opaque pricing and ad hoc discounting that is typical in the enterprise software industry. We pursue customer volume, targeting every organization, regardless of size, industry, or geography. This allows us to operate at unusual scale for an enterprise software company, with more than 240,000 customers across virtually every industry sector in approximately 200 countries as of June 30, 2022. Our customers range from small organizations that have adopted one of our products for a small group of users, to over two-thirds of the Fortune 500, many of which use a combination of our products across thousands of users.

To reach this expansive market, we primarily distribute and sell our products online without traditional sales infrastructure where our customers can get started in minutes without the need for assistance. We focus on enabling a self-service, low-friction model that makes it easy for customers to try, adopt and use our products. By making our products simple, powerful, affordable and easy to adopt, we generate demand from word-of-mouth and viral expansion within organizations.

Our culture of innovation, transparency and dedication to customer service drives our success in implementing and refining this unique approach. We believe this approach creates a self-reinforcing effect that fosters innovation, quality, customer happiness, scale and profitability. As a result of this strategy, we invest significantly more in research and development activities than in traditional sales activities relative to other enterprise software companies.

A substantial majority of our sales are automated through our website, including sales of our products through our solution partners and resellers. Our solution partners and resellers primarily focus on customers in regions that require local language support and other customized needs. Sales through indirect channels comprised approximately 40% of total revenue for fiscal year 2022. We plan to continue to invest in our partner programs to help us enter and grow in new markets, complementing our automated, low-touch approach.

We generate revenues primarily in the form of subscriptions, maintenance and other sources. Subscription revenues consist primarily of fees earned from subscription-based arrangements for providing customers the right to use our software in a cloud-based-infrastructure that we provide ("Cloud offerings"). We also sell on-premises term license agreements for our Data Center products ("Data Center offerings"), consisting of software licensed for a specified period and support and maintenance service that is bundled with the license for the term of the license period. Subscription revenues also include subscription-based agreements for our premier support services. From time to time, we make changes to our product offerings, prices and pricing plans for our products which may impact the growth rate of our revenue, our deferred revenue balances, and customer retention.

Maintenance provides our customers with access to unspecified future updates, upgrades and enhancements and technical product support on an if-and-when available basis for perpetual license products purchased and operated by our customers on their premises ("Server offerings"). Maintenance revenue combined with our subscription revenue business, through our Cloud and Data Center products, results in a large recurring revenue base. In each of the past three fiscal years, more than 80% of our total revenues have been of a recurring nature from either maintenance fees or subscriptions.

Customers typically pay us maintenance fees annually, at the beginning of each year. We typically recognize revenue on the license portion of perpetual license arrangements (part of Server offerings) and term license agreements (Data Center offerings) once the customer obtains control of the license, which is generally upon delivery of the license, and for maintenance and subscriptions, revenue is recognized ratably over the term of the contract. Any invoice amounts or payments received in advance of revenue recognition from subscriptions or maintenance are included in our deferred revenue balance. The deferred revenue balance is influenced by several factors, including customer decisions around the timing of renewals, length of contracts and invoice timing within the period. We no longer sell new perpetual licenses for our products. Beginning February 2022, we no longer sell upgrades to these on-premises versions of our products and plan to end maintenance and support for these on-premises versions of our products in February 2024. We will proactively help our customers transition to other versions of our products with our migration tools and programs, customer support teams, and pricing and packaging options.

Key Metrics

We utilize the following key metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions.

Customers

We have successfully demonstrated a history of growing both our customer base and spend per customer through growth in users, purchase of new licenses and adoption of new products. We believe that our ability to attract new customers and grow our customer base drives our success as a business.

In the first quarter of fiscal year 2022, we refined the definition of number of customers at the end of any particular period to be the number of organizations with unique domains that have at least one active and paid non-starter license or subscription, with two or more seats. A single-user account is no longer counted as a customer. While a single customer may have distinct departments, operating segments, or subsidiaries with multiple active

licenses or subscriptions of our products, if the product deployments share a unique domain name, we only include the customer once for purposes of calculating this metric. We define active licenses as those licenses that are under an active maintenance or subscription contract as of period end.

Our customers, as defined in this metric, have generated substantially all of our revenue in each of the periods presented. Including single-user accounts and organizations who have only adopted our free or starter products, the active use of our products extends well beyond our more than 240,000 customers. With these customers using our software today, we are able to reach a vast number of users, gather insights to refine our offerings and generate growing revenue by expanding within our customer base. No single customer contributed more than 5% of our total revenues during the fiscal year ended June 30, 2022.

The following table sets forth our number of customers under both the current definition and prior definition:

	As of June 30,		
	2022	2021	2020
Number of customers (under current definition) *	242,623	204,754	159,433
Number of customers (under prior definition)	**	236,118	174,097

*The primary difference between the customer count under the current and prior definition is that Trello single-user accounts are no longer included.

**Number of customers was no longer counted under the prior definition beginning on September 30, 2021.

Free cash flow

Free cash flow is a non-IFRS financial measure that we calculate as net cash provided by operating activities less net cash used in investing activities for capital expenditures, and net cash used in financing activities for payments of lease obligations. Management considers free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by our business that can be used for strategic opportunities, including investing in our business, making strategic acquisitions, and strengthening our statement of financial position. Free cash flow is not a measure calculated in accordance with IFRS and should not be considered in isolation from, or as a substitute for financial information prepared in accordance with IFRS, such as IFRS net cash provided by operating activities. In addition, Free cash flow may not be comparable to similarly titled metrics of other companies due to differences among methods of calculation. The following table presents a reconciliation of net cash provided by operating activities to free cash flow for the periods presented:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
IFRS net cash provided by operating activities	\$ 883,496	\$ 841,330	\$ 574,210
Less: Capital expenditures	(70,583)	(31,520)	(35,709)
Less: Payments of lease obligations	(49,142)	(44,874)	(38,125)
Free cash flow	\$ 763,771	\$ 764,936	\$ 500,376

Free cash flow decreased by \$1.2 million during the fiscal year ended June 30, 2022 as compared to the fiscal year ended June 30, 2021 as a result of an increase of \$39.1 million in capital expenditures and an increase of lease obligation payments of \$4.3 million, offset by an increase of \$42.2 million in net cash provided by operating activities.

For more information about net cash provided by operating activities, please see "Liquidity and Capital Resources."

A. Results of Operations

Components of Results of Operations

Sources of Revenues

Subscription revenues

Subscription revenues consist primarily of fees earned from subscription-based arrangements for providing customers the right to use our software in a cloud-based-infrastructure that we provide. We also sell on-premises term license agreements for our Data Center products, which consist of software licensed for a specified period and include support and maintenance services that are bundled with the license for the term of the license period. Subscription revenues also include subscription-based agreements for our premier support services. Subscription revenues are driven primarily by the number and size of active licenses, the type of product and the price of the licenses. Our subscription-based arrangements generally have a contractual term of one to twelve months, with a majority being one month. For cloud-based services, subscription revenue is recognized ratably as services are performed, commencing with the date the service is made available to customers. For Data Center products, we recognize revenue upfront for the portion that relates to the delivery of the term license and the support and related revenue is recognized ratably as the services are delivered over the term of the arrangement. Premier support consists of subscription-based arrangements for a higher level of support across different deployment options, and revenue is recognized ratably as the services are delivered over the term of the arrangement.

Maintenance revenues

Maintenance revenues represent fees earned from providing customers unspecified future updates, upgrades and enhancements and technical product support for perpetual license products on an if-and-when-available basis. Maintenance revenue is recognized ratably over the term of the support period.

Other revenues

Other revenues include primarily fees received for sales of third-party apps in the Atlassian Marketplace and perpetual license revenues. Technical account management, consulting and training services are also included in other revenues. Revenue from the sale of third-party apps via Atlassian Marketplace is recognized on the date of product delivery on a net basis given that all of our performance obligations have been satisfied at that time and we function as the agent in the relationship. Revenue from technical account management is recognized over the time period that the customer has access to the service. Revenue from consulting and training is recognized over time as the services are performed. Perpetual license revenues represent fees earned from the perpetual licenses of software to customers for use on the customer's premises. Perpetual license revenues consist of the revenues recognized from sales of licenses to new customers and additional licenses to existing customers. We typically recognize revenue on the license portion of perpetual license arrangements once the customer obtains control of the license, which is generally upon delivery of the license.

Cost of Revenues

Cost of revenues primarily consists of expenses related to hosting our cloud-based infrastructure, which includes third-party hosting fees and depreciation associated with computer equipment and software; compensation expenses for our employees, including share-based payment expense, consulting and contractors costs, associated with our customer support and infrastructure service teams; payment processing fees; amortization of acquired intangible assets; certain IT program fees; and facilities and related overhead costs. To support our cloud-based infrastructure, we utilize third-party managed hosting facilities and self-managed data centers. We allocate share-based payment expense to personnel costs based on the expense category in which the employee works. We allocate overhead such as information technology infrastructure, rent and occupancy charges in each expense category based on headcount in that category. As such, general overhead expenses are reflected in cost of revenues and operating expense categories.

Our cost of revenues also includes amortization of acquired intangible assets, such as the amortization of the cost associated with an acquired company's developed technology.

Gross Profit and Gross Margin

Gross profit is total revenues less total cost of revenues. Gross margin is gross profit expressed as a percentage of total revenues. Gross margin can fluctuate from period to period as a result of changes in product and services mix.

Operating Expenses

Our operating expenses are classified as research and development, marketing and sales, and general and administrative. For each functional category, the largest component is compensation expenses, which include salaries and bonuses, share-based payment expense, employee benefit costs, and contractor costs. We allocate overhead such as information technology infrastructure, rent, and occupancy charges in each expense category based on headcount in that category.

Research and development

Research and development expenses consist primarily of compensation expense for our employees, including share-based payment expense, consulting and contractors costs, contract software development costs, certain IT program expenses, and facilities and related overhead costs. We continue to focus our research and development efforts on building new products, adding new features and services, integrating acquired technologies, increasing functionality, enhancing our cloud-based infrastructure and developing our mobile capabilities.

Marketing and sales

Marketing and sales expenses consist primarily of compensation expense for our employees, including share-based payment expense, consulting and contractors costs, marketing and sales programs, certain IT program expenses, and facilities and related overhead costs. Marketing programs consist of advertising, promotional events, corporate communications, brand building and product marketing activities such as online lead generation. Sales programs consist of activities and teams focused on supporting our solution partners and resellers, tracking channel sales activity, supporting and servicing our customers by helping them optimize their experience and expand the use of our products across their organizations and helping product evaluators learn how they can use our tools most effectively.

General and administrative

General and administrative expenses consist primarily of compensation expense for our employees, including share-based payment expense, for finance, legal, human resources and information technology personnel, consulting and contractors costs, certain IT program expenses, other corporate expenses and facilities and related overhead costs.

Share-based payment expense

We allocate share-based payment expense to personnel costs based on the functional category in which the employee works. We recognize our share-based payments as an expense in the consolidated statements of operations based on their grant date fair values and vesting periods.

We adhere to the accelerated method of expense recognition for share-based awards subject to graded vesting (i.e., when portions of the award vest at different dates throughout the vesting period). For example, for a grant vesting over four years, we treat the grant as multiple awards (sometimes referred to as “tranches”) and recognize the cost on a straight-line basis separately for each tranche. This results in the majority of the grant’s share-based payment expense being recognized in the first year of the grant rather than equally per year under a straight-line expense methodology.

During the fiscal years ended 2022 and 2021 we recognized share-based payment expense of \$707.1 million and \$385.7 million, respectively. As of June 30, 2022, the aggregate share-based payment expense remaining to be amortized to cost of revenues and operating expenses, over a weighted-average period of 1.46 years, was \$675.8 million. We expect this share-based payment expense balance to be amortized as follows: \$438.7 million during fiscal year 2023; \$172.9 million during fiscal year 2024; \$57.8 million during fiscal year 2025 and \$6.4 million thereafter. The expected amortization reflects only outstanding share awards as of June 30, 2022.

Income taxes

Income taxes primarily consist of income taxes in the UK, Australia and the U.S., as well as income taxes in certain other foreign jurisdictions.

We generally conduct our international operations through wholly-owned subsidiaries and report our taxable income in various jurisdictions.

Net loss

We incurred a net loss during the fiscal years 2022 and 2021 on an IFRS basis primarily due to marking to fair value of the Exchange and Capped Call Derivatives and settlements of our exchangeable senior notes (the "Notes") and capped call transactions. Please refer to Note 16, "Debt," to the notes to our consolidated financial statements for details of our Notes and capped call transactions. The net loss was also attributable to our significant investments in research and development, and in technology infrastructure for our Cloud offerings. We invested in the development of new products along with new features and enhancements for our existing products. We also continued to grow our headcount as we scaled and increased investments in our teams.

Results of Operations

The following table sets forth our results of operations for the periods indicated:

	Fiscal Year Ended June 30,		
	2022	2021	2020
(U.S. \$ and shares in thousands, except per share data)			
Revenues:			
Subscription	\$ 2,096,706	\$ 1,324,064	\$ 931,455
Maintenance	495,077	522,971	469,350
Other	211,099	242,097	213,368
Total revenues	2,802,882	2,089,132	1,614,173
Cost of revenues (1) (2)	465,707	336,021	268,807
Gross profit	2,337,175	1,753,111	1,345,366
Operating expenses:			
Research and development (1) (2)	1,397,568	963,326	763,188
Marketing and sales (1) (2)	567,691	372,909	299,683
General and administrative (1)	478,373	315,242	268,409
Total operating expenses	2,443,632	1,651,477	1,331,280
Operating income (loss)	(106,457)	101,634	14,086
Other non-operating expense, net	(434,588)	(620,759)	(338,486)
Finance income	2,297	7,174	27,801
Finance costs	(25,824)	(122,713)	(49,610)
Loss before income tax expense	(564,572)	(634,664)	(346,209)
Income tax expense	(49,552)	(61,651)	(4,445)
Net loss	\$ (614,124)	\$ (696,315)	\$ (350,654)
Net loss per share attributable to ordinary shareholders:			
Basic	\$ (2.42)	\$ (2.79)	\$ (1.43)
Diluted	\$ (2.42)	\$ (2.79)	\$ (1.43)
Weighted-average shares outstanding used to compute net loss per share attributable to ordinary shareholders:			
Basic	253,312	249,679	244,844
Diluted	253,312	249,679	244,844

(1) Amounts include share-based payment expense, as follows:

Cost of revenues	\$ 44,848	\$ 24,739	\$ 19,787
Research and development	437,607	253,328	204,150
Marketing and sales	109,338	46,978	41,960
General and administrative	115,294	60,687	47,498

(2) Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	\$	22,694	\$	22,394	\$	29,509
Research and development		374		168		166
Marketing and sales		9,330		9,192		12,860

The following table sets forth our results of operations data for each of the periods indicated as a percentage of total revenues:

	Fiscal Year Ended June 30,		
	2022	2021	2020
Revenues:			
Subscription	75 %	63 %	58 %
Maintenance	18	25	29
Other	7	12	13
Total revenues	100	100	100
Cost of revenues	17	16	17
Gross profit	83	84	83
Operating expenses:			
Research and development	50	46	47
Marketing and sales	20	18	18
General and administrative	17	15	17
Total operating expenses	87	79	82
Operating income (loss)	(4)	5	1
Other non-operating expense, net	(15)	(30)	(21)
Finance income	—	—	2
Finance costs	(1)	(6)	(4)
Loss before income tax expense	(20)	(31)	(22)
Income tax expense	(2)	(3)	—
Net loss	(22)	(34)	(22)

Amounts include share-based payment expense, as follows:

Cost of revenues	2 %	1 %	1 %
Research and development	16	12	13
Marketing and sales	4	2	3
General and administrative	4	3	3

Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	1 %	1 %	2 %
Research and development	—	—	—
Marketing and sales	—	—	1

Fiscal Year Ended 2022 and 2021

Revenues

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Subscription	\$ 2,096,706	\$ 1,324,064	\$ 772,642	58 %
Maintenance	495,077	522,971	(27,894)	(5)
Other	211,099	242,097	(30,998)	(13)
Total revenues	<u>\$ 2,802,882</u>	<u>\$ 2,089,132</u>	<u>\$ 713,750</u>	<u>34</u>

Total revenues increased \$713.8 million, or 34%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. Growth in total revenues was primarily attributable to increased demand for our products from both new and existing customers. Of total revenues recognized in the fiscal year ended June 30, 2022, over 90% was attributable to sales to customer accounts existing on or before June 30, 2021. Our number of total customers increased to 242,623 at June 30, 2022 from 204,754 at June 30, 2021.

Subscription revenues increased \$772.6 million, or 58%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The increase in subscription revenues was primarily attributable to additional subscriptions from our existing customer base, customers migrating to cloud-based subscription services and term-based licenses for our Data Center products. We expect our subscription revenues to continue to increase in future periods.

Maintenance revenues decreased \$27.9 million, or 5%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. We expect maintenance revenue to decrease in future periods as we discontinued selling new perpetual license products beginning February 2021. We no longer offer upgrades to perpetual licenses beginning February 2022, and plan to end maintenance and support for these products in February 2024.

Other revenues decreased \$31.0 million, or 13%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The decrease in other revenues was primarily attributable to a decrease of \$54.9 million in perpetual license revenues as we discontinued selling new perpetual licenses for our products beginning February 2021, offset by an increase of \$20.2 million in revenue from sales of third-party apps through our Atlassian Marketplace.

Total revenues by deployment options were as follows:

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Cloud	\$ 1,515,424	\$ 967,832	\$ 547,592	57 %
Data Center	560,319	336,273	224,046	67
Server	525,028	607,778	(82,750)	(14)
Marketplace and services	202,111	177,249	24,862	14
Total revenues	<u>\$ 2,802,882</u>	<u>\$ 2,089,132</u>	<u>\$ 713,750</u>	<u>34</u>

Total revenues by geography were as follows:

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Americas	\$ 1,408,868	\$ 1,028,481	\$ 380,387	37 %
EMEA	1,077,338	826,445	250,893	30
Asia Pacific	316,676	234,206	82,470	35
Total revenues	<u>\$ 2,802,882</u>	<u>\$ 2,089,132</u>	<u>\$ 713,750</u>	<u>34</u>

Cost of Revenues

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Cost of revenues	\$ 465,707	\$ 336,021	\$ 129,686	39 %
Gross margin	83 %	84 %		

Cost of revenues increased \$130 million, or 39%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The overall increase was primarily due to an increase of \$75.4 million in compensation expense for employees (which includes an increase of \$20.1 million in share-based payment expense), an increase of \$35.0 million in hosting fees paid to third-party providers, and an increase of \$12.2 million in merchant fees.

We increased our headcount during the period to meet the higher demand for our products and services from our customers. We expect to continue to invest in additional personnel as we scale. Over time, we expect the revenue from our Cloud subscription business to grow as a percentage of total revenues. As a result, we intend to continue to invest in our cloud-based infrastructure to scale with our business needs. We expect that cost of revenues will increase in absolute dollars and may increase as a percentage of revenues in future periods.

Operating Expenses

Research and development

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Research and development	\$ 1,397,568	\$ 963,326	\$ 434,242	45 %

Research and development expenses increased \$434.2 million, or 45%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The overall increase was primarily a result of an increase of \$402.2 million in compensation expenses for employees (which includes an increase of \$184.3 million in share-based payment expenses).

We increased our research and development headcount during the period in order to enhance and extend our service offerings and develop new technologies. We expect that research and development expenses will increase in absolute dollars in future periods as we continue to invest in additional personnel and technology to support the development, improvement and integration of technologies. We have not capitalized any research and development costs during fiscal years 2022 and 2021.

Marketing and sales

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Marketing and sales	\$ 567,691	\$ 372,909	\$ 194,782	52 %

Marketing and sales expenses increased \$194.8 million, or 52%, for the fiscal year ended June 30, 2022, compared to the fiscal year ended June 30, 2021. Marketing and sales expenses increased primarily due to an increase of \$138.7 million in compensation expense for employees (which includes an increase of \$62.4 million in share-based payment expenses), an increase of \$19.3 million in online advertisement expenses, an increase of \$8.6 million in marketing events expenses, and an increase of \$7.4 million in professional services. Our marketing and sales headcount increased during the period, and we expect that marketing and sales expenses will increase in absolute dollars in future periods as we hire additional personnel to expand our relationship with our existing customers and to attract new customers.

General and administrative

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
General and administrative	\$ 478,373	\$ 315,242	\$ 163,131	52 %

General and administrative expenses increased \$163.1 million, or 52%, in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The increase was primarily due to an increase of \$130.4 million in compensation expense for employees (which includes an increase of \$54.6 million in share-based payment expenses) and an increase of \$18.6 million in professional services. Our general and administrative headcount increased during the period, and we expect that general and administrative expenses will increase in absolute dollars in future periods as we add personnel to support our growth.

Other non-operating expense, net

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Other non-operating expense, net	\$ (434,588)	\$ (620,759)	\$ 186,171	(30)%

Other non-operating expense, net decreased \$186.2 million in the fiscal year ended June 30, 2022, compared to the fiscal year ended June 30, 2021. The decrease was primarily due to a decrease of \$294.1 million from the mark to fair value of the Exchange and Capped Call Derivatives, offset by an increase of \$102.2 million of charges related to full settlements of Notes and capped calls during the fiscal year ended June 30, 2022.

Finance costs

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Finance costs	\$ (25,824)	\$ (122,713)	\$ 96,889	(79)%

Finance costs decreased \$96.9 million in the fiscal year ended June 30, 2022 compared to the fiscal year ended June 30, 2021. The decrease was primarily due to a decrease of \$104.0 million in amortization of debt discount and issuance cost due to full settlements of the Notes during the fiscal year ended June 30, 2022, offset by the interest expense of \$11.6 million from our Credit Facility.

Income tax expense

	Fiscal Year Ended June 30,		\$ Change	% Change
	2022	2021		
	(U.S. \$ in thousands)			
Income tax expense	\$ (49,552)	\$ (61,651)	\$ 12,099	**
Effective tax rate	**	**		

**Not meaningful

We reported an income tax expense of \$49.6 million on pretax loss of \$564.6 million for the fiscal year ended June 30, 2022, as compared to an income tax expense of \$61.7 million on pretax loss of \$634.7 million for the fiscal year ended June 30, 2021. Our effective tax rate substantially differed from the UK statutory income tax rate of 19.0% primarily due to different tax rates in foreign jurisdictions such as the U.S. and Australia, the recognition of significant permanent differences during the fiscal years ended 2022 and 2021, high taxable income in Australia and non-cash charges to adjust the carrying value of our U.S. and Australian deferred tax assets due to other comprehensive income movement in marketable securities. Significant permanent differences included non-deductible charges related to the Notes, nondeductible share-based payment expense and research and development incentives. The overall decrease in income tax expense is a result of lower profit in Australia. Our assessment of the recoverability of Australian and U.S. deferred tax assets will not change until there is sufficient

evidence to support their realizability. Our assessment of the realizability of our Australian and U.S. deferred tax assets is based on all available positive and negative evidence. Such evidence includes, but is not limited to, recent cumulative earnings or losses, expectations of future taxable income by taxing jurisdiction, and the carry-forward periods available for the utilization of deferred tax assets.

In March 2021, the UK announced an increase in the main corporate tax rate from 19% to 25%, effective for financial years beginning after April 1, 2023. Due to the magnitude of UK operations, this change does not have a material impact to the Company.

See Note 8, "Income Tax," to the notes to our consolidated financial statements for our reconciliation of loss before income tax expense to income tax expense. Changes in our global operations or local tax laws could result in changes to our effective tax rates, future cash flows and overall profitability of our operations.

Non-IFRS Financial Results

Our reported results include certain non-IFRS financial measures, including non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share, and free cash flow. Management believes that the use of these non-IFRS financial measures provides consistency and comparability with our past financial performance, facilitates period-to-period comparisons of our results of operations, and also facilitates comparisons with peer companies, many of which use similar non-IFRS or non-GAAP financial measures to supplement their IFRS or GAAP results. Non-IFRS results are presented for supplemental informational purposes only to aid in understanding our results of operations. The non-IFRS results should not be considered a substitute for financial information presented in accordance with IFRS, and may be different from non-IFRS or non-GAAP measures used by other companies.

Our non-IFRS financial measures include:

- *Non-IFRS gross profit.* Excludes expenses related to share-based compensation and amortization of acquired intangible assets;
- *Non-IFRS operating income.* Excludes expenses related to share-based compensation and amortization of acquired intangible assets;
- *Non-IFRS net income and non-IFRS net income per diluted share.* Excludes expenses related to share-based compensation, amortization of acquired intangible assets, non-coupon impact related to the Notes and capped calls, the related income tax effects on these items, and discrete tax impact resulting from a non-recurring transaction; and
- *Free cash flow.* Free cash flow is defined as net cash provided by operating activities less capital expenditures, which consists of purchases of property and equipment, and payments of lease obligations.

Our non-IFRS financial measures reflect adjustments based on the items below:

- Share-based compensation;
- Amortization of acquired intangible assets;
- Non-coupon impact related to the Notes and capped calls:
 - Amortization of the Notes discount and issuance costs;
 - Mark to fair value of the Notes exchange feature;
 - Mark to fair value of the related capped call transactions;
 - Net loss on settlements of the Notes and capped call transactions.
- The related income tax effects on these items and discrete tax impact resulting from a non-recurring transaction; and
- Purchase of property and equipment and payments of lease obligations.

We exclude expenses related to share-based compensation, amortization of acquired intangible assets, non-coupon impact related to the Notes and capped calls, the related income tax effects on these items, and discrete tax impact resulting from a non-recurring transaction from certain of our non-IFRS financial measures as we believe this helps investors understand our operational performance. In addition, share-based compensation expense can be difficult to predict and varies from period to period and company to company due to differing valuation methodologies, subjective assumptions, and the variety of equity instruments, as well as changes in stock price. Management believes that providing non-IFRS financial measures that exclude share-based compensation expense, amortization of acquired intangible assets, non-coupon impact related to the Notes and capped calls, the

related income tax effects on these items, and discrete tax impact resulting from a non-recurring transaction allow for more meaningful comparisons between our results of operations from period to period.

Management considers free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by our business that can be used for strategic opportunities, including investing in our business, making strategic acquisitions, and strengthening our statement of financial position.

Management uses non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share, and free cash flow:

- As measures of operating performance, because these financial measures do not include the impact of items not directly resulting from our core operations;
- For planning purposes, including the preparation of our annual operating budget;
- To allocate resources to enhance the financial performance of our business;
- To evaluate the effectiveness of our business strategies; and
- In communications with our board of directors and investors concerning our financial performance.

We understand that although non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share and free cash flow are frequently used by investors and securities analysts in their evaluation of companies, these measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results of operations as reported under IFRS.

The following table provides reconciliations of non-IFRS financial measures to the most directly comparable financial measures calculated and presented in accordance with IFRS for the fiscal years ended June 30, 2022, 2021, and 2020.

	Fiscal Year Ended June 30,		
	2022	2021	2020
(U.S. \$ and shares in thousands, except per share data)			
Gross profit			
IFRS gross profit	\$ 2,337,175	\$ 1,753,111	\$ 1,345,366
Plus: Share-based payment expense	44,848	24,739	19,787
Plus: Amortization of acquired intangible assets	22,694	22,394	29,509
Non-IFRS gross profit	<u>\$ 2,404,717</u>	<u>\$ 1,800,244</u>	<u>\$ 1,394,662</u>
Operating income			
IFRS operating income (loss)	\$ (106,457)	\$ 101,634	\$ 14,086
Plus: Share-based payment expense	707,087	385,732	313,395
Plus: Amortization of acquired intangible assets	32,398	31,754	42,535
Non-IFRS operating income	<u>\$ 633,028</u>	<u>\$ 519,120</u>	<u>\$ 370,016</u>
Net income			
IFRS net loss	\$ (614,124)	\$ (696,315)	\$ (350,654)
Plus: Share-based payment expense	707,087	385,732	313,395
Plus: Amortization of acquired intangible assets	32,398	31,754	42,535
Plus: Non-coupon impact related to exchangeable senior notes and capped calls	427,853	723,823	371,561
Plus (less): Income tax effects and adjustments	(118,922)	(87,417)	(88,030)
Non-IFRS net income	<u>\$ 434,292</u>	<u>\$ 357,577</u>	<u>\$ 288,807</u>
Net income per share			
IFRS net loss per share - diluted	\$ (2.42)	\$ (2.79)	\$ (1.43)
Plus: Share-based payment expense	2.75	1.51	1.27
Plus: Amortization of acquired intangible assets	0.13	0.12	0.17
Plus: Non-coupon impact related to exchangeable senior notes and capped calls	1.69	2.90	1.49
Plus (less): Income tax effects and adjustments	(0.46)	(0.34)	(0.35)
Non-IFRS net income per share - diluted	<u>\$ 1.69</u>	<u>\$ 1.40</u>	<u>\$ 1.15</u>
Weighted-average diluted shares outstanding			
Weighted-average shares used in computing diluted IFRS net loss per share	253,312	249,679	244,844
Plus: Dilution from share options and RSUs (1)	3,370	5,041	6,811
Weighted-average shares used in computing diluted non-IFRS net income per share	<u>256,682</u>	<u>254,720</u>	<u>251,655</u>
Free cash flow			
IFRS net cash provided by operating activities	\$ 883,496	\$ 841,330	\$ 574,210
Less: Capital expenditures	(70,583)	(31,520)	(35,709)
Less: Payments of lease obligations	(49,142)	(44,874)	(38,125)
Free cash flow	<u>\$ 763,771</u>	<u>\$ 764,936</u>	<u>\$ 500,376</u>

(1) The effects of these dilutive securities were not included in the IFRS calculation of diluted net loss per share for the fiscal year ended June 30, 2022, 2021, and 2020 because the effect would have been anti-dilutive.

B. Liquidity and Capital Resources

As of June 30, 2022, we had cash and cash equivalents totaling \$1.4 billion, short-term investments totaling \$73.3 million and trade receivables totaling \$308.1 million. Since our inception, we have primarily financed our business through cash flows generated by operations and corporate debt.

Our cash flows from operating activities, investing activities, and financing activities for the fiscal years ended 2022, 2021 and 2020 were as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Net cash provided by operating activities	\$ 883,496	\$ 841,330	\$ 574,210
Net cash provided by (used in) investing activities	46,852	256,644	(318,931)
Net cash used in financing activities	(461,732)	(1,654,805)	(42,575)
Effect of exchange rate changes on cash and cash equivalents	(9,194)	5,406	(1,176)
Net increase (decrease) in cash and cash equivalents	<u>\$ 459,422</u>	<u>\$ (551,425)</u>	<u>\$ 211,528</u>

Cash provided by operating activities has historically been affected by the amount of net loss adjusted for non-cash expense items such as depreciation and amortization, depreciation of right-of-use assets, non-coupon impact related to the Notes and capped calls and expense associated with share-based awards, the timing of employee-related costs such as bonus payments, collections from our customers, which is our largest source of operating cash flows, income tax payment and changes in other working capital accounts.

Accounts impacting working capital consist of trade receivables, prepaid expenses and other current assets, trade and other payables, current provisions, and current deferred revenue. Our working capital may be impacted by various factors in future periods, such as billings to customers for subscriptions, licenses and maintenance services and the subsequent collection of those billings or the amount and timing of certain expenditures.

Net cash provided by operating activities was \$883.5 million for the fiscal year ended June 30, 2022, primarily related to \$564.6 million in loss before income tax expense adjusted by charges including the net loss of marking to fair value of the exchange feature of the Notes and related capped calls and the settlements of the Notes and capped calls of \$424.5 million, share-based payment expense of \$707.1 million, depreciation and amortization of \$51.2 million, and depreciation of our right-of-use assets of \$42.8 million. The net increase of \$270.4 million from our operating assets and liabilities was primarily attributable to a \$284.9 million increase in our deferred revenue as a result of increased sales of subscriptions and renewals of maintenance contracts and a \$140.9 million increase in our trade and other payables, provisions and other non-current liabilities, offset by a \$134.8 million increase in trade receivables. Net cash provided by operating activities was also impacted by income tax paid, net of tax refunds received, of \$66.6 million.

Net cash provided by operating activities was \$841.3 million for the fiscal year ended June 30, 2021, primarily related to \$634.7 million in loss before income tax expense adjusted by charges including the net loss of marking to fair value of the exchange feature of the Notes and related capped calls of \$616.4 million, debt discount and issuance cost amortization of \$109.5 million, share-based payment expense of \$385.7 million, depreciation and amortization of \$55.3 million, and depreciation of our right-of-use assets of \$37.6 million. The net increase of \$44.9 million from our operating assets and liabilities was primarily attributable to a \$294.4 million increase in our deferred revenue as a result of increased sales of subscriptions and renewals of maintenance contracts and a \$64.9 million increase in our trade and other payables, provisions and other non-current liabilities, offset by a \$61.3 million increase in trade receivables. Net cash provided by operating activities was also impacted by income tax paid, net of tax refunds received, of \$50.3 million.

Net cash provided by investing activities during the fiscal year ended June 30, 2022 was \$46.9 million. This was primarily related to cash received from maturing investments which totaled \$76.9 million, proceeds from sales of investments of \$186.3 million, offset by purchases of investments totaling \$132.7 million, and capital expenditures totaling \$70.6 million.

Net cash provided by investing activities during the fiscal year ended June 30, 2021 was \$256.6 million. This was primarily related to cash received from maturing investments which totaled \$455.0 million and proceeds from sales of investments of \$48.8 million, offset by purchases of investments totaling \$119.4 million, cash paid for business combinations, net of cash acquired, totaling \$91.6 million and capital expenditures totaling \$31.5 million.

Net cash used in financing activities for the fiscal year ended June 30, 2022 was \$461.7 million and was primarily related to settlement of the Notes for an aggregate consideration of \$1.5 billion in cash, payments of lease obligations of \$49.1 million, offset by proceeds from the Credit Facility of \$1.0 billion, and net proceeds from settling the corresponding portion of our existing capped calls for \$135.5 million.

Net cash used in financing activities for the fiscal year ended June 30, 2021 was \$1,654.8 million and was primarily related to settlement of the Notes for an aggregate consideration of \$1,803.2 million in cash, payments of lease obligations of \$44.9 million, offset by net proceeds from settling the corresponding portion of our existing capped calls for \$203.1 million.

Liquidity and Material Cash Requirements

We have access to a \$1 billion senior unsecured delayed-draw term loan facility (the "Term Loan Facility") and a \$500 million senior unsecured revolving credit facility (the "Revolving Credit Facility," and together with the Term Loan Facility, the "Credit Facility"). As of June 30, 2022, \$1.0 billion has been drawn under the Term Loan Facility, and we are in compliance with all related covenants. The Credit Facility matures in October 2025 and bears interest, at our option, at a base rate plus a margin up to 0.50% or LIBOR rate plus a spread of 0.875% to 1.50%, in each case with such margin being determined by our consolidated leverage ratio. The Revolving Credit Facility may be borrowed, repaid, and re-borrowed until its maturity, and we have the option to request an increase of \$250 million in certain circumstances. The Credit Facility may be repaid at our discretion without penalty. Commencing on October 31, 2023, we are obligated to repay the outstanding principal amount of the Credit Facility in installments on a quarterly basis in an amount equal to 1.25% of the Credit Facility borrowing amount until the maturity of the Credit Facility. During the fiscal year 2022, the Company had fully settled the remaining principal amount of the Notes for aggregate consideration of \$1.5 billion in cash and unwound the related capped calls for net proceeds of \$135.5 million. Please refer to Note 16, "Debt," to the notes to our consolidated financial statements for details of the Credit Facility.

Our principal contractual obligations primarily consist of obligations under our leases for office space and contractual commitments for hosting services and other infrastructure services.

At June 30, 2022, contractual obligations were as follows:

	Payments Due by Period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	After 5 years
	(U.S. \$ in thousands)				
Term loan facility	\$ 1,000,000	\$ —	\$ 87,500	\$ 912,500	\$ —
Lease liabilities (1)	359,810	53,408	99,668	78,577	128,157
Obligations for leases that have not yet commenced	956,118	—	—	35,812	920,306
Purchase obligations	143,907	98,847	35,816	9,244	—
Capital purchase obligations	9,028	9,028	—	—	—
Total	\$ 2,468,863	\$ 161,283	\$ 222,984	\$ 1,036,133	\$ 1,048,463

(1) Lease liabilities represent undiscounted lease payments excluding certain low-value and short-term leases. For further information, refer to Note 12, "Leases," to the notes to our consolidated financial statements.

We believe that our existing cash and cash equivalents, together with cash generated from operations, and borrowing capacity from the Revolving Credit Facility will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future cash requirements will depend on many factors including our growth rate, the timing and extent of spend on research and development efforts, employee headcount, marketing and sales activities, acquisitions of additional businesses and technologies, the timing and extent of settlements of the Notes for cash payments, the introduction of new software and services offerings, enhancements to our existing software and services offerings and the continued market acceptance of our products.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with IFRS, which includes all standards issued by the IASB and related interpretations issued by the IFRS Interpretations Committee. The preparation of the consolidated financial statements requires us to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, contingent liabilities, revenues, and expenses. We base our judgments and estimates on historical experience and on other various factors we believe to be reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the financial results or the financial position reported in future periods.

While our significant accounting policies are more fully described in Note 2, “*Summary of Significant Accounting Policies*” to the notes to our consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, these are the accounting policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

Revenue recognition

Policies, Estimates and Judgments

Revenues are generally recognized upon the transfer of control of promised products or services provided to our customers, reflecting the amount of consideration we expect to receive for those products or services. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of sales and other similar taxes collected from customers, which are subsequently remitted to governmental authorities. The revenue recognition policy is consistent for sales generated directly with customers and sales generated indirectly through solution partners and resellers.

Revenues are recognized upon the application of the following steps:

1. identification of the contract or contracts with a customer;
2. identification of the performance obligations in the contract;
3. determination of the transaction price;
4. allocation of the transaction price to the performance obligations in the contract; and
5. recognition of revenue when, or as, the performance obligation is satisfied.

The timing of revenue recognition may differ from the timing of billing our customers. We receive payments from customers based on a billing schedule as established in our contracts. Contract assets are recognized when performance is completed in advance of scheduled billings. Deferred revenue is recognized when billings are in advance of performance under the contract. Our revenue arrangements include standard warranty provisions that our products and services will perform and operate in all material respects, with the applicable published specifications, the financial impacts of which have historically been and are expected to continue to be insignificant. Our contracts do not include a significant financing component.

Our contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require judgment.

We allocate the transaction price for each contract to each performance obligation based on the relative standalone selling price (“SSP”) for each performance obligation. We use judgment in determining the SSP for products and services. We typically determine an SSP range for our products and services which is reassessed on a periodic basis or when facts and circumstances change. For all performance obligations other than perpetual and term licenses, we are able to determine SSP based on the observable prices of products or services sold separately in comparable circumstances to similar customers. In instances where performance obligations do not have observable standalone sales, we utilize available information that may include market conditions, pricing strategies, the economic life of the software, and other observable inputs to estimate the price we would charge if the products and services were sold separately.

Our products are generally sold with a right of return, we may provide other credits or incentives, and in certain instances we estimate customer usage of our services, which are accounted for as variable consideration when determining the amount of revenue to recognize. Returns and credits are estimated at contract inception and

updated at the end of each reporting period if additional information becomes available. Variable consideration was not material for the periods presented.

Recognition of revenue

Revenue recognized from contracts with customers is disaggregated into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. We report our revenues in three categories: (i) subscription, (ii) maintenance, and (iii) other. In addition, we present revenue by geographic region in Note 16, "Revenue," to the notes to our consolidated financial statements.

Subscription revenues

Subscription revenues consist primarily of fees earned from subscription-based arrangements for providing customers the right to use our software in a cloud-based-infrastructure that we provide. We also sell on-premises term license agreements for our Data Center products, which consist of software licensed for a specified period and include support and maintenance services that are bundled with the license for the term of the license period. Subscription revenues also include subscription-based agreements for our premier support services. Subscription revenues are driven primarily by the number and size of active licenses, the type of product and the price of the licenses. Our subscription-based arrangements generally have a contractual term of one to twelve months, with a majority being one month. For cloud-based services, subscription revenue is recognized ratably as services are performed, commencing with the date the service is made available to customers. For Data Center products, we recognize revenue upfront for the portion that relates to the delivery of the term license and the support and related revenue is recognized ratably as the services are delivered over the term of the arrangement. Premier support consists of subscription-based arrangements for a higher level of support across different deployment options, and revenue is recognized ratably as the services are delivered over the term of the arrangement.

Maintenance revenues

Maintenance revenues represent fees earned from providing customers unspecified future updates, upgrades and enhancements and technical product support for perpetual license products on an if-and-when-available basis. Maintenance revenue is recognized ratably over the term of the support period.

Other revenues

Other revenues include primarily fees received for sales of third-party apps in the Atlassian Marketplace and perpetual license revenues. Technical account management, consulting and training services are also included in other revenues. Revenue from the sale of third-party apps via Atlassian Marketplace is recognized at the date of product delivery on a net basis given that all of our performance obligations have been satisfied at that time and we function as the agent in the relationship. Revenue from technical account management is recognized over the time period that the customer has access to the service. Revenue from consulting and training is recognized over time as the services are performed. Perpetual license revenues represent fees earned from the perpetual licenses of software to customers for use on the customer's premises. Perpetual license revenues consist of the revenues recognized from sales of licenses to new customers and additional licenses to existing customers. We typically recognize revenue on the license portion of perpetual license arrangements once the customer obtains control of the license, which is generally upon delivery of the license.

Business combinations

We include the results of operations of the businesses that we acquire beginning from the acquisition date. We allocate the purchase price of our acquisitions to the assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred.

We use our best estimates and assumptions to accurately assign fair value to the intangible assets acquired at the acquisition date. The estimation is primarily due to the judgmental nature of the inputs to the valuation models used to measure the fair value of these intangible assets, as well as the sensitivity of the respective fair values to the underlying significant assumptions. Our estimates are inherently uncertain and subject to refinement. We use a discounted cash flow method of the income approach to measure the fair value of these intangible assets. Assumptions used to estimate the fair value of the intangible assets include revenue growth rates, technology migration curve, customer attrition rates and discount rates. These assumptions are forward-looking and could be affected by future economic and market conditions.

During the measurement period, which may be up to one year from the date of acquisition, we may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed based on additional information obtained affecting the fair value of those assets and liabilities, with the corresponding offset to goodwill. In addition, uncertain tax positions are initially established in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these provisional estimates and assumptions as deemed reasonable by management. We record any adjustments to these provisional estimates and assumptions against goodwill provided they arise within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.

Goodwill

Goodwill is the excess of the aggregate of the consideration transferred over the identifiable assets acquired and liabilities assumed. Goodwill is tested for impairment annually during the fourth quarter of our fiscal year and when circumstances indicate that the carrying value may be impaired. We perform our annual goodwill impairment test at the level of our operating segment as there are no lower levels within the Group at which goodwill is monitored. Impairment is determined for goodwill by assessing the recoverable amount of the operating segment. When the recoverable amount of the operating segment is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets

We acquire intangible assets separately or in connection with business combinations. Intangible assets are measured at cost initially. All of our intangible assets are subject to amortization and are amortized over their estimated useful life using the straight-line method. The amortization expense on intangible assets is recognized in the consolidated statements of operations in the expense category, consistent with the function of the intangible asset.

The estimated useful lives for each intangible asset class are as follows:

Patents, trademarks and other rights	5 - 12 years
Customer relationships	3 - 10 years
Acquired developed technology	4 - 6 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. When the recoverable amount of an intangible asset is less than its carrying amount, an impairment loss is recognized.

Impairment of non-financial assets

At the end of each reporting period, we assess whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, we estimate the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. An asset's recoverable amount is the higher of an asset's or cash generating unit ("CGU")'s fair value less costs of disposal and its value in use. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment of non-marketable debt and equity investments

We assess our privately held debt and equity securities strategic investment portfolio quarterly for impairment. Our impairment analysis encompasses an assessment of both qualitative and quantitative analyses of key factors including the investee's financial metrics, market acceptance of the product or technology, and any similar new rounds of financing. If the investment is considered to be impaired, we record any privately held equity investments at fair value by recognizing an impairment through the Statement of Financial Position and establishing a new carrying value for the investment. Any adjustments to privately held debt securities are recorded through the Consolidated Statement of Operations.

Leases

Group as lessee

We determine if an arrangement is a lease at inception. Our lease agreements generally contain lease and non-lease components. Lease payments under our lease arrangements are primarily fixed. Non-lease components primarily include payments for maintenance and utilities and are expensed as incurred.

Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value of the future lease payments is our incremental borrowing rate, because the interest rate implicit in our leases is not readily determinable. Our incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located. Our lease terms include periods under options to extend or terminate the lease when it is reasonably certain that we will exercise that option. We generally use the base, non-cancelable, lease term when determining lease liabilities. We reassess the lease term if and when a significant event or change in circumstances occurs within the control of the Group.

Right-of-use assets are recognized at cost at the lease commencement date. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct cost incurred, any prepaid lease payments less lease incentives and an estimate of restoration cost. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

We apply the short-term lease recognition exemption for our short-term leases and leases of low-value assets. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are primarily comprised of office equipment. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis over the lease term.

Taxation

Current tax

Current income tax assets and/or liabilities comprise amounts expected to be recovered or paid to Her Majesty's Revenue & Customs ("HMRC"), the Australian Taxation Office, the United States Internal Revenue Service ("IRS") and other fiscal authorities relating to the current or prior reporting periods, which are unpaid at each reporting date. Current tax is payable on taxable income that differs from the consolidated statements of operations in the financial statements due to permanent and temporary timing differences. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

We use the liability method of accounting for income taxes. Deferred income tax assets and liabilities represent temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax basis used in the computation of taxable income. Deferred tax however is not recognized on the initial recognition of goodwill, or the initial recognition of an asset or liability (other than in a business combination) in a transaction that affects neither tax nor accounting income.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where we are able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax liabilities are generally provided for in full.

Deferred tax assets are recognized to the extent that they are expected to reverse in the foreseeable future and it is probable that they will be able to be utilized against future taxable income, based on our forecast of future results of operations. Deferred tax assets are adjusted for significant non-taxable income, expenses and specific limits on the use of any unused tax loss or credit. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates and in accordance with laws that are expected to apply to their respective period of realization, provided the tax rates and laws are enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax assets are reviewed

at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and we intend to settle our current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of tax expense (benefit) in the consolidated statements of operations, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively. Where deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets are recognized for deductible temporary differences for which management considers it is probable that future taxable income will be available to utilize those temporary differences. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income, together with future tax-planning strategies. Assumptions about the generation of future taxable income depend on management's estimates of future cash flows, future business expectations, capital expenditures, dividends, and other capital management transactions. Management judgment is also required in relation to the application of income tax legislation, which involves complexity and an element of uncertainty. Where management judgment is found to be misplaced, some or all of recognized deferred tax asset and liability carrying amounts may require adjustment, resulting in a corresponding credit or charge to the consolidated statements of operations.

The Company assesses uncertainty over a tax treatment in accordance with International Financial Reporting Interpretations Committee ("IFRIC") 23. When the Company concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the Company will reflect the effect of uncertainty by using either of the following methods, depending on which method the Company expects to better predict the resolution of the uncertainty:

- The most likely amount: the single most likely amount in a range of possible outcomes.
- The expected value: the sum of the probability-weighted amounts in a range of possible outcomes.

New Standards, Interpretations and Amendments Not Yet Adopted in Fiscal Year 2022

The IASB has issued other amendments resulting from improvements to IFRS that management considers do not have any impact on the accounting policies, financial position or performance of the Group. We do not expect them to have a material impact on our accounting policies.

C. Research and Development, Patents and Licenses, etc.

Research and Development

Our research and development organization is primarily responsible for design, development, testing and delivery of our products and platform. It is also responsible for our customer services platforms, including billing and support, our Marketplace platform, and marketing and sales systems that power our automated distribution model.

As a company, we prioritize research and development above all other operating investments. Over the last two fiscal years, we invested \$1,670.0 million in research and development activities, excluding share-based compensation, translating to 34.1% of the revenue generated over the same period. During this period, we released new versions, features, and cloud platform capabilities to drive existing customer success and expansion as well as attract new customers to our products.

As of June 30, 2022, over 50% of our employees were involved in research and development activities. Our research and development organization is primarily distributed across seven locations: Sydney, Australia, the San Francisco Bay Area, California, New York, New York, Austin, Texas, Bengaluru, India, Gdansk, Poland, and Ankara, Turkey.

Our research and development organization consists of flexible and dynamic teams that follow agile development methodologies to enable rapid product releases across our various platforms: Cloud, Data Center and Server. In addition to investing in our internal development teams, we invest heavily in our developer ecosystem to enable external software developers to build features and solutions on top of our platform. Given our relentless focus on the customer, we work closely with our customers to develop our products, and have designed a development process that incorporates the feedback that matters most from our users. From maintaining an active online community to measuring user satisfaction for our products, we are able to address our users' greatest needs.

Intellectual Property

We protect our intellectual property through a combination of trademarks, domain names, copyrights, trade secrets and patents, as well as contractual provisions and restrictions governing access to our proprietary technology.

We registered "Atlassian" as a trademark in the United States, Australia, the EU, Russia, China, Japan, Switzerland, Norway, Singapore, Israel, Korea, and Canada. We have also registered or filed for trademark registration of product-related trade names and logos in the United States, Australia, the EU, Brazil, Russia, India, and China, and certain other jurisdictions, and will pursue additional trademark registrations to the extent we believe it would be beneficial and cost effective.

As of June 30, 2022, we had 302 issued patents and had 297 applications pending in the United States and before the European Patent Office. These patents and patent applications seek to protect proprietary inventions relevant to our business. We intend to pursue additional patent protection to the extent we believe it would be beneficial and cost effective.

We are the registered holder of a variety of domain names that include "Atlassian" and similar variations.

In addition to the protection provided by our registered intellectual property rights, we protect our intellectual property rights by imposing contractual obligations on third parties who develop or access our technology. We enter into confidentiality agreements with our employees, consultants, contractors and business partners. Our employees, consultants and contractors are also subject to invention assignment agreements, pursuant to which we obtain rights to technology that they develop for us. We further protect our rights in our proprietary technology and intellectual property through restrictive license and service use provisions in both the general and product-specific terms of use on our website and in other business contracts.

D. Trend Information

We operate with a long-term mindset to drive durable growth measured over decades.

We introduced free cloud editions across our core products - Jira Software, Confluence and Jira Service Management - to make it easier for teams to try and use our products. We also introduced Atlassian Cloud Enterprise, to provide enhanced capabilities to fit the needs of customers of any size. These editions are the direct result of our multi-year investment in our cloud platform.

Migrating our larger customers to the cloud is one of our most important priorities over the next several years. Consistent with our strategy, our server business is expected to contract. Maintenance revenue is expected to decline as server customers migrate to our Cloud and Data Center offerings. Subscription revenue is expected to increase and continue to be our primary driver of revenue growth.

Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers. Our business depends on demand for business software applications generally and for collaboration software solutions in particular. Weakening economic conditions as a result of the COVID-19 pandemic, rising inflation, increases in interest rates, and Russia's invasion of Ukraine did not individually have a material adverse impact on our financial condition or results of operations during the fiscal year ended June 30, 2022; however, the extent to which any of these risks ultimately impacts our business, results of operations, and financial position will depend on future developments, which are uncertain and cannot be predicted at this time. For example, while our diverse customer base is a competitive advantage for us and helps fuel our low-friction flywheel sales model, we have revenue exposure to customers who are small- and medium-sized businesses and to industries that may be disproportionately impacted by weakening economic conditions. Also, a majority of our Cloud customers choose to be billed on a monthly basis and many of these customers are small and medium-sized businesses that may be adversely impacted by weakening economic conditions. In addition, we may experience elongated sales cycles and extended payment terms and concessions due to weakening economic conditions.

We will continue investing to pursue the large market opportunities ahead of us, despite macroeconomic headwinds and slower revenue growth. We expect to invest in additional personnel as we scale, with the majority in research and development. Effective April 2021, we removed the one-year cliff for our new RSU grants to existing employees, which will vest evenly over four years on a quarterly basis. We expect our share-based payment expenses to increase in the fiscal year ending June 30, 2023 as we continue to invest in our team and additional personnel. We plan to continue to invest in our platform, cloud services, migration tools, new product initiatives, and enhancements across the cloud portfolio.

Other than as disclosed elsewhere in this Annual Report, we are not aware of any trends, uncertainties, demands, commitments or events for the current fiscal year that are reasonably likely to have a material effect on our revenues, income, profitability, liquidity or capital reserves, or that caused the disclosed financial information to be not necessarily indicative of future results of operations or financial conditions.

E. Critical Accounting Estimates

The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Determining the SSP for products and services requires estimates and assumptions. We typically determine a SSP range for our products and services which is reassessed on a periodic basis or when facts and circumstances change. For all performance obligations other than perpetual and term licenses, we are able to determine SSP based on the observable prices of products or services sold separately in comparable circumstances to similar customers. In instances where performance obligations do not have observable standalone sales, we utilize available information that may include market conditions, pricing strategies, the economic life of the software, and other observable inputs to estimate the price we would charge if the products and services were sold separately.

Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth information for our directors and executive officers, including their ages as of June 30, 2022. Unless otherwise stated, the address for our non-employee directors and executive officers, other than Messrs. Cannon-Brookes and Farquhar, is 350 Bush Street, Floor 13, San Francisco, California 94104. The address for Messrs. Cannon-Brookes and Farquhar is Level 6, 341 George Street, Sydney, NSW, 2000, Australia.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Executive Officers and Employee Directors:		
Michael Cannon-Brookes	42	Co-Founder, Co-Chief Executive Officer and Director
Scott Farquhar	42	Co-Founder, Co-Chief Executive Officer, Interim Chief Financial Officer and Director
Erika Fisher	37	Chief Administrative Officer and Chief Legal Officer
Rajeev B. Rajan	52	Chief Technology Officer
Cameron Deatsch	41	Chief Revenue Officer
Anu Bharadwaj	40	Chief Operating Officer
Non-Employee Directors:		
Shona L. Brown (1)	55	Director and Chair
Heather Mirjahangir Fernandez (2)(3)	45	Director
Sasan Goodarzi (1)	53	Director
Jay Parikh (1)	48	Director
Enrique Salem (2)(3)	55	Director
Steven Sordello (2)	52	Director
Richard P. Wong (3)	52	Director
Michelle Zatlyn (2)	42	Director

(1) Member of the Compensation and Leadership Development Committee.

(2) Member of the Audit Committee.

(3) Member of the Nominating and Corporate Governance Committee.

Each executive officer serves at the discretion of our board of directors and holds office until their successor is duly elected and qualified or until their earlier resignation or removal. There are no family relationships among any of our directors or executive officers and no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any directors or executive officers were selected as a director or member of senior management.

Executive Officers and Employee Directors

Michael Cannon-Brookes co-founded Atlassian and has served as our Co-Chief Executive Officer and as a member of our board of directors since October 2002. Mr. Cannon-Brookes has also served as an adjunct professor of computer science & engineering at the University of New South Wales, Australia since April 2014. Mr. Cannon-Brookes holds a Bachelor of Science in information systems from the University of New South Wales, Australia.

Scott Farquhar co-founded Atlassian and has served as our Co-Chief Executive Officer and as a member of our board of directors since October 2002 and as chair of our board of directors from December 2016 to April 2018. Mr. Farquhar currently serves as our Interim Chief Financial Officer, a position he has held since July 1, 2022. Mr. Farquhar holds a Bachelor of Science in business information technology from the University of New South Wales, Australia.

Erika Fisher has served as our Chief Administrative Officer since September 2020 and as our Chief Legal Officer since December 2021. Ms. Fisher joined Atlassian in April 2016 and has served in several leadership roles during that time, including commercial and product counsel, Head of Privacy and General Counsel. She also sits on the board of the Business Software Alliance. Prior to joining Atlassian, Ms. Fisher spent several years in private

practice at Weil, Gotshal & Manges LLP and Goodwin Procter LLP. Her practice focused on advising early stage, high growth companies in licensing and technology transactions. Ms. Fisher holds a Juris Doctorate from the University of Pennsylvania where she was awarded the Silverman-Rodin merit scholarship, a Certificate in Business and Public Policy from the Wharton School, and a bachelor's degree in art history and political science from the University of Miami, where she was awarded the Foote Fellows merit scholarship.

Rajeev B. Rajan has served as our Chief Technology Officer since May 2022. From September 2021 to May 2022, Mr. Rajan served as Vice President, Head of Engineering for Facebook at Meta Platforms, Inc. (formerly known as Facebook, Inc.), a social networking company, and served as Head of Office in the Pacific Northwest Region from March 2021 to May 2022. From July 2017 to March 2021, Mr. Rajan served as an Engineering Director at Meta Platforms, Inc. From September 1994 to July 2017, Mr. Rajan served in various roles at Microsoft. Mr. Rajan holds a Bachelor of Engineering (Hons.) in Computer Science from Birla Institute of Technology and Science, Pilani, and a Master of Science in Computer Science from The Ohio State University.

Cameron Deatsch has served as our Chief Revenue Officer since March 2020. From October 2012 to March 2020, Mr. Deatsch served in multiple roles at Atlassian, including Senior Director of Advocacy, Head of Server Business, Head of Corporate Development, Head of Server and Enterprise Marketing and Head of Growth and Online Sales. From June 2008 to August 2010, Mr. Deatsch served as a Product Marketing Manager at Jive Software and became their Senior Director of Marketing from June 2010 to October 2012. Mr. Deatsch holds a Master of Business Administration from the University of Montana and a Bachelor of Science in Electrical Engineering from University of California, Davis.

Anu Bharadwaj has served as our Chief Operating Officer since August 2021. From January 2014 to July 2021, Ms. Bharadwaj served in multiple roles at Atlassian, including Vice President of Product, Head of Product, Atlassian Cloud, Head of Product Strategy, Atlassian and Head of Product, Jira. Prior to joining Atlassian, Ms. Bharadwaj served in various leadership positions at Microsoft, most recently serving as Principal Group Program Manager. Ms. Bharadwaj holds a Bachelor of Engineering in Computer Science from R.V. College of Engineering.

Non-Employee Directors

Shona L. Brown has served on our board of directors since November 2015 and as chair of our board of directors since April 2018. Dr. Brown is currently an independent advisor. She served as a senior advisor to Google Inc. (now known as Alphabet Inc.), an Internet search and technology company, from January 2013 until November 2015. From April 2011 to December 2012, Dr. Brown served as Senior Vice President of Google.org, Google's charitable organization. From 2003 to 2011, Dr. Brown served as Vice President and later as Senior Vice President, Business Operation of Google Inc. From 1995 to 2003, Dr. Brown was a consultant at McKinsey & Company, where she served as a partner from 2000 to 2003. Dr. Brown is currently a director of PepsiCo, Inc., a food and beverage company, and DoorDash, Inc. ("Doordash"), a logistics company, as well as several non-profit organizations. Dr. Brown holds a Bachelor of Computer Systems Engineering from Carleton University, a Master of Arts in philosophy and economics from Oxford University, and a Ph.D. in industrial engineering and industrial management from Stanford University.

Heather Mirjahangir Fernandez has served on our board of directors since November 2015. Ms. Fernandez is the Chief Executive Officer and co-founder of Solv., a private company focused on connecting consumers and healthcare providers using technology solutions. From January 2014 to August 2015, Ms. Fernandez served as Senior Vice President and General Manager of Business Services at Trulia, Inc., an online residential real estate site, which was acquired by Zillow, Inc. in 2015. From August 2006 to January 2014, Ms. Fernandez served in various other senior management positions in sales and marketing at Trulia, Inc. Prior to Trulia, Inc., Ms. Fernandez was an advisor at Morgan Stanley and Director of the Impact Group at Blanc & Otus. Ms. Fernandez holds a Bachelor of Arts in political science from University of California, Berkeley and a Master of Business Administration from Stanford University Graduate School of Business.

Sasan Goodarzi has served on our board of directors since April 2018. Mr. Goodarzi has served as Chief Executive Officer of Intuit Inc. ("Intuit"), a financial software company, since January 2019. During his 14 years with Intuit, Mr. Goodarzi has successfully led each of Intuit's largest businesses. From May 2016 to January 2019, Mr. Goodarzi was Executive Vice President and General Manager of Intuit Small Business Group. From 2004 to 2010, Mr. Goodarzi was Senior Vice President and General Manager for Intuit's ProTax division and Intuit Financial Services. Prior to Intuit, Mr. Goodarzi worked for Invensys, a global provider of industrial automation, transportation and controls technology, serving as Global President of the Products group. He also held a number of senior leadership roles in the automation control division at Honeywell and served as the Chief Executive Officer and co-founder of a technology startup, Lazer Cables Inc. Mr. Goodarzi earned his Bachelor of Science degree in electrical

engineering at the University of Central Florida and a Master of Business Administration from the Kellogg School of Management at Northwestern University.

Jay Parikh has served on our board of directors since July 2013. Mr. Parikh has served as the co-Chief Executive Officer of Lacework, Inc. (“Lacework”), a cloud security company, since August 2021. Mr. Parikh previously served as Vice President of Global Engineering and Infrastructure at Facebook, Inc. from November 2009 till February 2021. From October 2007 to October 2009, Mr. Parikh served as Senior Vice President, Engineering & Operations at Ning, Inc., a social networking company. From April 1999 to October 2007, Mr. Parikh served as Vice President of Engineering at Akamai Technologies, Inc., a cloud services provider. Mr. Parikh holds a Bachelor of Science in mechanical engineering from Virginia Tech.

Enrique Salem has served on our board of directors since July 2013. Mr. Salem has served as a Managing Director of Bain Capital Ventures since July 2014. From April 2009 to July 2012, Mr. Salem served as President, Chief Executive Officer and a director of Symantec Corporation, a cybersecurity company. From June 2004 to April 2009, Mr. Salem served in various other senior management positions at Symantec Corporation. From April 2002 to June 2004, Mr. Salem served as the President and Chief Executive Officer of Brightmail, Inc., an email filtering company, which was acquired by Symantec Corporation in 2004. Mr. Salem is currently a director of Mandiant Inc., a network security company, DocuSign, Inc., an e-signature solutions company, and several private companies. Mr. Salem previously served as a director of ForeScout Technologies, Inc., a cybersecurity company, from September 2013 until its sale to Ferrari Group Holdings, L.P. in August 2020. Mr. Salem holds a Bachelor of Arts degree in computer science from Dartmouth College.

Steven Sordello has served on our board of directors since November 2015. From July 2007 to January 2022, Mr. Sordello served as the Senior Vice President and Chief Financial Officer of LinkedIn Corporation (“LinkedIn”), an online business-oriented social networking service, which was acquired by Microsoft in 2016. From August 2006 to July 2007, Mr. Sordello served as Chief Financial Officer of TiVo, Inc., a manufacturer of digital video recorders. From May 1999 to October 2005, Mr. Sordello served in several roles, including as Chief Financial Officer, at Ask Jeeves, Inc., an internet search engine company, which was acquired by IAC in 2005. Prior to that, Mr. Sordello served in various finance roles at Adobe Systems Incorporated, a software company, and Syntex Corporation, a pharmaceuticals company, which was acquired by Roche Pharmaceuticals in 1994. Mr. Sordello also serves as a director at Compass, a real estate technology company. Mr. Sordello previously served as a director of Cloudera, Inc., a cloud software company, from September 2014 to January 2019. Mr. Sordello is currently a member of the board of trustees of Santa Clara University. Mr. Sordello holds a Master of Business Administration and a Bachelor of Science in business from Santa Clara University.

Richard P. Wong has served on our board of directors since July 2010. Mr. Wong has served as a General Partner to Accel Partners, a venture capital firm, since December 2006. From January 2001 to November 2006, Mr. Wong held a number of executive roles at Openwave Systems Inc., a mobile software company, including Senior Vice President of Products and Chief Marketing Officer. Mr. Wong is currently a director of UiPath, Inc., a software development tool company, a position he has held since April 2018, and a number of other private companies. Mr. Wong previously served as a director of SunRun Inc., a solar energy company, from July 2009 to March 2018. Mr. Wong holds a Master of Management from the MIT Sloan School of Management and a Bachelor of Science in materials science and engineering from the Massachusetts Institute of Technology.

Michelle Zatlyn has served on our board of directors since September 2021. Ms. Zatlyn is a co-founder of Cloudflare, Inc. (“Cloudflare”), a cloud services provider, where she has served as its Chief Operating Officer since 2016 and its President since 2020. From 2009 to 2016, Ms. Zatlyn served as Head of User Experience of Cloudflare. Ms. Zatlyn has also served as a member of the board of directors of Cloudflare since 2009. Ms. Zatlyn holds a B.Sc. in Chemistry and Business from McGill University and an M.B.A. from Harvard Business School.

B. Compensation

Executive Officers’ Compensation

For the fiscal year ended June 30, 2022, our executive officers, including our Co-Chief Executive Officers who also served as employees directors, received \$77.2 million in cash compensation, benefits and Class A ordinary shares pursuant to vested RSU awards, based on the vest date value of such shares. We paid our executive officers a base salary and annual cash bonus and made contributions to their retirement funds; however, Messrs. Cannon-Brookes and Farquhar each opted not to participate in our bonus for fiscal year 2022.

Directors' Compensation

Employee Directors

For the fiscal year ended June 30, 2022, we did not pay our employee directors any compensation for their services as directors. The table below sets forth the compensation paid to our employee directors for their services as executive officers for the fiscal year ended June 30, 2022:

Fiscal Year Ended June 30, 2022 Employee Directors' Compensation (U.S. \$) (1)

Name	Salary/Fees(2)	Benefits	Annual Bonus(3)	Long-Term Incentive	Retirement Benefits(4)	Total
Michael Cannon-Brookes	\$ 54,301	\$ 436	\$ —	\$ —	\$ 5,474	\$ 60,211
Scott Farquhar	\$ 86,761	\$ 436	\$ —	\$ —	\$ 8,720	\$ 95,917

(1) For the fiscal year ended June 30, 2022, the cash compensation for our employee directors were set, and paid, in Australian dollars. Currency received by our employee directors in Australian dollars have been converted into U.S. dollars using a monthly average exchange rate for fiscal year 2022 of USD \$1.00 to AUD \$1.37.

(2) Messrs. Cannon-Brookes and Farquhar each opted for their salaries to be reduced to AUD \$74,653.20, the annualized statutory minimum wage in Australia, effective July 1, 2019. During fiscal year 2022, Mr. Farquhar received an increased salary because he took an extended leave and received leave pay based on the average of his earnings of the prior five years (the statutory minimum). In accordance with Company policy, Mr. Farquhar also received a patent bonus in accordance with standard company policy because he was an inventor of a successfully filed patent application.

(3) Messrs. Cannon-Brookes and Farquhar each opted not to participate in our bonus plan during the fiscal year ended June 30, 2022.

(4) These amounts represent our contributions to each employee director's retirement fund, as required by applicable jurisdictional law.

Non-Employee Directors

On December 4, 2019 our shareholders approved a new policy (the "Director Compensation Policy"), effective as of December 4, 2019, pursuant to which our non-employee directors are eligible to receive the following cash retainers and equity awards (U.S. \$):

Annual Retainer for Board of Directors Membership

Annual service on the board of directors	\$ 55,000
Additional retainer for annual service as chair of the board of directors	\$ 50,000

Additional Annual Retainer for Committee Chairs

Annual service as chair of the Audit Committee	\$ 20,000
Annual service as chair of the Compensation and Leadership Development Committee	\$ 15,000
Annual service as chair of the Nominating and Corporate Governance Committee	\$ 10,000

On the date of each annual general meeting ("AGM"), each non-employee director who continues as a non-employee director following the AGM is granted RSUs on the date of such AGM having a value of \$265,000 (the "Annual Grant"). A new non-employee director who joins other than at an AGM (on the first eligible grant date following their appointment to our board of directors) is granted a pro-rata proportion of an Annual Grant based on the time between their appointment and the next AGM. The Annual Grant vests in full on the earlier of: (i) the one-year anniversary of the grant date; and (ii) the next AGM, subject to continued service as a director through the applicable vesting date, unless the Compensation and Leadership Development Committee determines that circumstances warrant continuation of vesting.

All awards granted to our non-employee directors are subject to 100% accelerated vesting upon the sale of the company.

We reimburse all reasonable expenses incurred by non-employee directors in connection with their service on our board of directors. This would include expenses incurred for attending board or committee meetings, or we may

alternatively provide a travel allowance for such purpose. We may reimburse reasonable expenses for items which, for tax purposes, would be treated as a taxable benefit, in which case we may also pay any such tax on behalf of the non-employee director or provide a tax gross-up. In addition, we provide liability-related insurance and indemnification benefits to our directors.

Each of our non-employee directors is required, within four years following their first election to our board of directors (or, if later, from the effective date of our Director Compensation Policy), to own Class A ordinary shares having an aggregate value of at least \$250,000.

For the fiscal year ended June 30, 2022, we paid our non-employee directors in accordance with our Director Compensation Policy. The table below sets forth the compensation paid to our non-employee directors for the fiscal year ended June 30, 2022:

Fiscal Year Ended June 30, 2022 Non-Employee Directors' Compensation (U.S. \$)

Name	Salary/Fees	Benefits	Annual Bonus	Long-Term Incentives ⁽⁶⁾	Retirement Benefits	Total
Shona Brown ⁽¹⁾ ⁽²⁾	\$ 125,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 390,268
Heather Mirjahangir Fernandez	\$ 55,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 320,268
Sasan Goodarzi ⁽³⁾	\$ 70,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 335,268
Jay Parikh	\$ 55,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 320,268
Enrique Salem ⁽²⁾	\$ 75,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 340,268
Steven Sordello ⁽²⁾ ⁽⁴⁾	\$ 95,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 360,268
Richard P. Wong ⁽⁵⁾	\$ 65,000	—	—	\$ 265,268 ⁽⁷⁾	—	\$ 330,268
Michelle Zatlyn	\$ 45,435	—	—	\$ 327,956 ⁽⁷⁾	—	\$ 373,391

(1) Dr. Brown was the chair of the board of directors.

(2) Dr. Brown and Messrs. Salem and Sordello received a one-time cash payment in fiscal year 2022 for their service on the Special Committee overseeing the U.S. Domestication.

(3) Mr. Goodarzi was the chair of the Compensation and Leadership Development Committee.

(4) Mr. Sordello was the chair of the Audit Committee.

(5) Mr. Wong was the chair of the Nominating and Corporate Governance Committee.

(6) The equity awards are not subject to performance measures, so the value of the equity awards have been included in full, notwithstanding that the equity awards are subject to outstanding service-based vesting conditions.

(7) Each continuing non-employee member of our board of directors received an Annual Grant.

Director Agreements

We entered into director agreements with each of Messrs. Parikh and Salem, each dated July 30, 2013. The director agreements for Messrs. Parikh and Salem each provided the non-employee director with options to purchase 200,000 shares of restricted stock (automatically converted into the right to receive Class A ordinary shares upon our IPO), in each case at an exercise price of U.S. \$2.92 per share. The options vest in 48 equal monthly installments from their respective grant dates (each on July 30, 2013). Messrs. Parikh and Salem each early exercised his option and received shares subject to the company's right of repurchase if the applicable director terminates his service for any reason prior to the applicable vesting dates. All early-exercised shares for each of Messrs. Parikh and Salem have vested and are no longer subject to the company's right of repurchase.

We also entered into director agreements with Dr. Brown, Ms. Fernandez and Mr. Sordello in November 2015, and with Mr. Goodarzi in April 2018, and each were eligible to receive cash retainers and equity awards in accordance with the terms of our Director Compensation Policy.

We have not entered into a director agreement with Mr. Wong or Ms. Zatlyn. In addition, we have not entered into a director agreement or employment agreement with either Mr. Cannon-Brookes or Mr. Farquhar.

In addition, pursuant to our Director Compensation Policy, Messrs. Wong, Parikh and Salem and Ms. Zatlyn each were eligible to receive cash retainers and an Annual Grant in accordance with the terms of our Director Compensation Policy.

We do not have service contracts with any of our non-employee directors that provide for benefits upon a termination of service.

Executive Severance Plan

In September 2020, we adopted an amended and restated executive severance plan (the "New Executive Severance Plan"), which replaced our prior executive severance plan. Under the terms of the New Executive Severance Plan, certain of our executive officers, excluding Messrs. Cannon-Brookes and Farquhar, may participate. The New Executive Severance Plan provides for a severance payment equal to six months or nine months of base salary upon a termination by us without "cause" (as defined in the New Executive Severance Plan) or a resignation by the executive officer for "good reason" (as defined in the New Executive Severance Plan) or, following a "change in control" (as defined in the New Executive Severance Plan), a severance payment equal to twelve months of base salary, plus 100% of the covered executive's annual target bonus in effect immediately prior to the "date of termination" (as defined in the New Executive Severance Plan). In addition, upon such a termination within 12 months following a "change in control" in which outstanding equity awards of the company will be assumed, continued or substituted by the successor entity, an executive officer will generally receive 100% (or such lower percentage as may be determined by our board of directors or the Compensation and Leadership Development Committee) accelerated vesting of all unvested and outstanding equity awards held by such executive officer at such time; provided, that any equity awards subject to performance conditions will be deemed satisfied at the target levels specified in the applicable award agreements. Notwithstanding the foregoing, if the outstanding equity awards of the company will not be assumed, continued or substituted by the successor entity in connection with the change in control, then each executive officer will receive 100% accelerated vesting of all unvested and outstanding equity awards held by such executive officer at such time; provided, that any equity awards subject to performance conditions will be deemed satisfied at the target levels specified in the applicable award agreements.

Executive Bonus Plan

We paid cash incentive bonuses to our executive officers for the fiscal year ended June 30, 2022 pursuant to our annual executive bonus plan (the "FY22 Bonus Plan"). Messrs. Cannon-Brookes and Farquhar each opted not to participate in the FY22 Bonus Plan.

The FY22 Bonus Plan provided our executive officers with an opportunity to earn an annual bonus payment with a target equal to 50% to 60% of their base salary, based on company performance (measured by revenue). In fiscal year 2022, payout to our executive officers pursuant to the FY22 Bonus Plan was equal to 102.47% of each executive officer's bonus target amount.

Retirement Benefits

For the fiscal year ended June 30, 2022, we contributed approximately AUD \$19,513 into retirement funds on behalf of our executive officers in Australia (as required by applicable jurisdictional law), and approximately USD \$67,117 into a tax qualified retirement plan (the "401(k) Plan") on behalf of our executive officers in the United States.

401(k) Plan

We maintain a 401(k) Plan that provides all regular U.S. employees, including U.S. executive officers, with an opportunity to save for retirement on a tax-advantaged basis. Under our 401(k) Plan, participants may elect to defer a portion of their eligible compensation on a pre-tax and Roth after-tax, and voluntary after-tax basis and have it contributed to the 401(k) Plan subject to applicable annual Code limits. The 401(k) Plan allows for matching contributions to be made by us. Currently, we make a safe harbor match based on the participant's pre-tax and Roth after-tax contributions up to a maximum of 4% of the participant's base salary, bonus and commissions paid during the applicable contribution period. Employee elective deferrals and safe harbor matching contributions are 100% vested at all times.

Health and Welfare Benefits

Our executive officers are eligible to participate in all of our employee benefit plans, including our medical, dental, life and disability insurance plans, to the same extent as other employees generally in the jurisdiction each executive officer resides. In addition, we generally do not provide our executive officers or directors with material perquisites or other personal benefits.

Outstanding Equity Awards, Grants and Options

We periodically grant options and RSUs to our employees, directors and consultants to enable them to share in our successes and to reinforce a corporate culture that aligns their interests with those of our shareholders.

During the fiscal year ended June 30, 2022, we granted 362,041 RSUs in the aggregate under our 2015 Share Incentive Plan (the "2015 Plan") to our non-employee directors and executive officers. Our non-employee directors were granted equity awards during such fiscal year in accordance with the Director Compensation Policy.

As of June 30, 2022, our executive officers held 329,796 RSUs. As of June 30, 2022, our directors held 5,752 RSUs.

Equity Compensation Plans

Prior to our IPO in December 2015, we granted equity awards under three main equity plans, our UK Employee Share Option Plan (the "Share Option Plan"), our 2013 U.S. Share Option Plan (the "2013 Plan") and our 2014 Restricted Share Unit Plan (the "2014 Plan"). Following our IPO in December 2015, we no longer grant equity awards under these equity plans. All equity awards have since been granted under our 2015 Plan.

2015 Share Incentive Plan

Our 2015 Plan was adopted by our board of directors in October 2015 and approved by our shareholders in November 2015 and became effective immediately prior to our IPO in December 2015. The 2015 Plan replaced the Share Option Plan, the 2013 Plan and the 2014 Plan. The 2015 Plan allows the Compensation and Leadership Development Committee to make equity-based incentive awards to our officers, employees, directors and consultants; provided, that awards to non-employee directors and consultants will be made under a sub-plan to the 2015 Plan.

We initially reserved 20,700,000 Class A ordinary shares for the issuance of awards under the 2015 Plan. The 2015 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each July 1, beginning on July 1, 2016, by 5% of the outstanding Class A ordinary shares on the immediately preceding June 30th or such lesser number of Class A ordinary shares as determined by the Compensation and Leadership Development Committee in its discretion. This number is subject to adjustment in the event of a share split, share dividend or other change in our capitalization. As of June 30, 2022, 6,023,997 RSUs, 3,017 restricted Class A ordinary shares, and 23,670 options to purchase Class A ordinary shares at a weighted-average exercise price of approximately \$0.65 remained outstanding under the 2015 Plan.

The shares we issue under the 2015 Plan will be newly created shares or shares that we reacquire. The Class A ordinary shares underlying any awards that are forfeited, cancelled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by us prior to vesting, satisfied without the issuance of shares, expire or are otherwise terminated (other than by exercise) under the 2015 Plan or our other equity plans will be added back to the Class A ordinary shares available for issuance under the 2015 Plan.

Options and share appreciation rights with respect to no more than 5,000,000 shares may be granted to any one individual in any one calendar year and the maximum "performance-based award" payable to any one "covered employee" during a performance cycle under the 2015 Plan is 5,000,000 shares or \$5,000,000 in the case of cash-based performance awards. The maximum number of shares that may be issued as incentive share options may not exceed 20,700,000 cumulatively increased on July 1, 2016 and on each July 1st thereafter by the lesser of the annual increase for such year or 10,350,000 shares. The value of all awards issued under the 2015 Plan and all other cash compensation paid by us to any non-employee director in any calendar year cannot exceed \$1,500,000.

The 2015 Plan is administered by our Compensation and Leadership Development Committee. Our Compensation and Leadership Development Committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, to make any combination of awards to participants, and to determine the specific terms and conditions of each award, subject to the provisions of the 2015 Plan. Persons eligible to participate in the 2015 Plan will be those full- or part-time officers, employees, non-employee directors and consultants as selected from time to time by our Compensation and Leadership Development Committee in its discretion. Our Compensation and Leadership Development Committee may also delegate to our Chief Executive Officers, the chair of our Compensation and Leadership Development Committee, or a committee including either of such individuals, the power to grant awards to individuals (other than individuals subject to Section 16 of the Exchange Act or Section 162(m) of the Code).

The 2015 Plan permits us to grant options that are intended to qualify as incentive share options under Section 422 of the Code and options that do not so qualify. The per share exercise price of each option will be determined by our Compensation and Leadership Development Committee but may not be less than 100% of the fair market value of a Class A ordinary share on the date of grant. An incentive share option that is granted to an employee who owns more than 10% of the combined voting power of all classes of our shares, or a 10% owner, must have a per share exercise price of not less than 110% of the fair market value of a Class A ordinary share on the date of grant. The term of each option will be fixed by our Compensation and Leadership Development Committee and may not exceed ten years from the date of grant (five years in the case of an incentive share option held by a 10% owner). Our Compensation and Leadership Development Committee will determine at what time or times each option may be exercised. To the extent required for incentive share option treatment under Section 422 of the Code, the aggregate fair market value (determined as of the time of grant) of the shares that first become exercisable by an option holder during any calendar year must not exceed \$100,000. To the extent that any option exceeds this limit, it will constitute a non-qualified share option.

Our Compensation and Leadership Development Committee may award share appreciation rights subject to such conditions and restrictions as it may determine. Share appreciation rights entitle the recipient to Class A ordinary shares, or cash, equal to the value of the appreciation in our share price over the exercise price. The per share exercise price may not be less than 100% of fair market value of a share on the date of grant. The term of a share appreciation right may not exceed ten years.

Our Compensation and Leadership Development Committee may award restricted Class A ordinary shares and RSUs to participants subject to such conditions and restrictions as it may determine. These conditions and restrictions may include the achievement of certain performance goals and/or continued employment with us through a specified vesting period. Our Compensation and Leadership Development Committee may also grant Class A ordinary shares that are free from any restrictions under the 2015 Plan. Unrestricted Class A ordinary shares may be granted to participants in recognition of past services or for other valid consideration and may be issued in lieu of cash compensation due to such participant.

Our Compensation and Leadership Development Committee may grant performance share awards to participants that entitle the recipient to receive awards of Class A ordinary shares upon the achievement of certain performance goals and such other conditions as our Compensation and Leadership Development Committee shall determine. Our Compensation and Leadership Development Committee may grant dividend equivalent rights to participants that entitle the recipient to receive credits for dividends that would be paid if the recipient had held a specified number of Class A ordinary shares.

Our Compensation and Leadership Development Committee may grant cash bonuses under the 2015 Plan to participants, subject to the achievement of certain performance goals.

Our Compensation and Leadership Development Committee may grant awards of restricted shares, RSUs, performance shares or cash-based awards under the 2015 Plan that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code. These awards will only vest or become payable upon the attainment of performance goals that are established by our Compensation and Leadership Development Committee and related to one or more performance criteria. The performance criteria that could be used with respect to any such awards include: total shareholder return, earnings before interest, taxes, depreciation and amortization, net income (loss) (either before or after interest, taxes, depreciation and/or amortization), changes in the market price of our shares, economic value-added, funds from operations or similar measure, sales or revenue or bookings, acquisitions or strategic transactions, operating income (loss), cash flow (including, but not limited to, operating cash flow and free cash flow), return on capital, assets, equity, or investment, return on sales, gross or net profit levels, productivity, expense, margins, operating efficiency, customer satisfaction, working capital, earnings (loss) per share of our shares, sales or market shares, number of customers and number of average users, any of which may be measured in absolute terms, as compared to any incremental increase or as compared to results of a peer group.

The 2015 Plan provides that upon the effectiveness of a "sale event," as defined in the 2015 Plan, an acquirer or successor entity may assume, continue or substitute for the outstanding awards under the 2015 Plan. To the extent that awards granted under the 2015 Plan are not assumed or continued or substituted by the successor entity, all unvested and/or unexercisable awards with time-based vesting, conditions or restrictions granted under the 2015 Plan shall fully accelerate, and all awards with conditions and restrictions relating to the attainment of performance goals may become vested and nonforfeitable in the plan administrator's discretion or to the extent specified in the applicable award agreement, in each case prior to the effectiveness of the sale event and then shall terminate. In the event of such termination, individuals holding options and share appreciation rights will be

permitted to exercise such options and share appreciation rights (to the extent exercisable) prior to the sale event. In addition, in connection with the termination of the 2015 Plan upon a sale event, we may make or provide for a cash payment to participants holding vested and exercisable options and share appreciation rights equal to the difference between the per share cash consideration payable to shareholders in the sale event and the exercise price of the options or share appreciation rights.

Our board of directors may amend or discontinue the 2015 Plan and our Compensation and Leadership Development Committee may amend or cancel outstanding awards for purposes of satisfying changes in law or any other lawful purpose, but no such action may adversely affect rights under an award without the holder's consent. Certain amendments to the 2015 Plan require the approval of our shareholders.

No awards may be granted under the 2015 Plan after the date that is ten years from the date of shareholder approval of the 2015 Plan.

2013 U.S. Share Option Plan

The 2013 Plan was adopted in November 2013. Following our IPO in December 2015, we no longer grant any equity awards under this plan and any shares remaining available for issuance were cancelled. The 2013 Plan will continue to govern outstanding awards granted thereunder. As of June 30, 2022, options to purchase 729 Class A ordinary shares remained outstanding under the 2013 Plan at a weighted-average exercise price of approximately \$3.18 per share.

The 2013 Plan allowed for the grant of options to our employees, directors and consultants.

The 2013 Plan is administered by our Compensation and Leadership Development Committee. The administrator has full power to select, from among the individuals eligible for options, the individuals to whom options will be granted, to implement an option exchange program, to determine the specific terms and conditions of each option and to construe and interpret the terms of the 2013 Plan and any award agreements thereunder.

The 2013 Plan permitted the granting of both options to purchase restricted shares intended to qualify as incentive share options under Section 422 of the Code and options that do not so qualify. Incentive share options were only granted to employees and were required to meet certain other requirements. The per share option exercise price of each option was determined by our Compensation and Leadership Development Committee but were not be less than 100% of the fair market value of a restricted share on the date of grant. The term of each option did not exceed seven years from the date of grant (five years in the case of an incentive share option held by a 10% owner). The administrator determines at what time or times each option may be exercised.

The 2013 Plan provides that upon the effectiveness of a "corporate transaction," as defined in the 2013 Plan, each outstanding option will either be (i) assumed or an equivalent award will be substituted by the successor corporation or a parent or subsidiary of such successor corporation or (ii) terminated, in exchange for payment of cash, securities and/or other property for vested and exercisable options.

Our board of directors may amend or discontinue the 2013 Plan at any time; however, such amendment must not adversely affect the rights of option holders without their consent. Certain amendments to the 2013 Plan require the approval of our shareholders.

2015 Employee Share Purchase Plan

The 2015 Employee Share Purchase Plan ("ESPP") was adopted by our board of directors in October 2015 and approved by our shareholders in November 2015. We may, but have not yet elected to, implement the ESPP.

The ESPP initially reserves and authorizes up to a total of 5,700,000 Class A ordinary shares to participating employees. The ESPP provides that the number of shares reserved and available for issuance will automatically increase each July 1st, beginning on July 1, 2016, by the lesser of (i) 2,850,000 Class A ordinary shares, (ii) 1% of the outstanding number Class A ordinary shares on the immediately preceding June 30th, or (iii) such lesser number of Class A ordinary shares as determined by the plan administrator. The share reserve is subject to adjustment in the event of a share split, share dividend or other change in our capitalization.

The ESPP is administered by our Compensation and Leadership Development Committee. The administrator has the authority to make all determinations for administration of the ESPP.

All employees employed by us or by any of our designated affiliates whose customary employment is for more than 20 hours a week (unless this exclusion is not permitted by applicable law) are eligible to participate in the

ESPP. Any employee who owns 5% or more of the total combined voting power or value of all classes of our shares is not eligible to purchase Class A ordinary shares under the ESPP.

Offerings to our employees to purchase Class A ordinary shares under the ESPP may be made at such times as determined by the administrator. Offerings will continue for such period, referred to as offering periods, as the administrator may determine, but may not be longer than 27 months. Each eligible employee may elect to participate in any offering by submitting an enrollment form before the applicable offering date.

Each employee who is a participant in the ESPP may purchase Class A ordinary shares by authorizing payroll deductions of up to 10% of their eligible compensation during an offering period. Unless the participating employee has previously withdrawn from the offering, their accumulated payroll deductions will be used to purchase Class A ordinary shares on the last business day of the applicable offering period equal to the lower of (i) the accumulated payroll deductions divided by either a per share price equal to 85% of the fair market value of a share of our Class A ordinary shares on the first business day or the last business day of the offering period, whichever is lower, (ii) 2,500 Class A ordinary shares, or (iii) such other lesser maximum number of Class A ordinary shares as shall have been established by the administrator in advance of the offering. Under applicable tax rules, an employee may purchase no more than \$25,000 worth of Class A ordinary shares, valued at the start of the purchase period, under the ESPP in any calendar year.

The accumulated payroll deductions of any employee who is not a participant on the last day of an offering period will be refunded. An employee's rights under the ESPP terminate upon voluntary withdrawal from the plan or when the employee ceases employment with us for any reason.

The ESPP may be terminated or amended by our Compensation and Leadership Development Committee or board of directors at any time. An amendment that increases the number of our Class A ordinary shares that are authorized under the ESPP and certain other amendments require the approval of our shareholders. The plan administrator may adopt subplans under the ESPP for employees of our non-U.S. subsidiaries and may permit such employees to participate in the ESPP on different terms, to the extent permitted by applicable law.

C. Board of Directors Practices

Composition of our Board of Directors

Our board of directors currently consists of ten members, all of whom were elected pursuant to the board composition provisions of our articles of association. Under our amended and restated articles of association, the appointment of directors is determined by a majority of our board of directors and there are no contractual rights for any shareholder to appoint a director to the board of directors.

Director Independence

Our board of directors has undertaken a review of the independence of each director. Based on information provided by each director concerning their background, employment and affiliations, our board of directors has determined that Dr. Brown, Messrs. Goodarzi, Parikh, Salem, Sordello and Wong, and Msses. Fernandez and Zatlyn do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the Nasdaq listing standards. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our shares by each non-employee director and the transactions described in "Related Party Transactions."

Diversity

The demographic information presented below for our directors is based on voluntary self-identification by each director. Additional biographical information of our directors and executive officers is set forth above under “A. Directors and Senior Management—Executive Officers and Employee Directors.”

Board Diversity Matrix (as of June 30, 2022)

Country of Principal Executive Offices	United Kingdom			
Foreign Private Issuer	Yes			
Disclosure Prohibited under Home Country Law	No			
Total Number of Directors	10			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	3	7	0	0
Part II: Demographic Background				
African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian (other than South Asian)	1	1	0	0
South Asian	0	0	0	0
Hispanic or Latinx	0	1	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	3	4	0	0
Two or More Races or Ethnicities	1	0	0	0
LGBTQ+	0			
Persons Who Identify as Middle Eastern	1			
Did not Disclose Demographic Background	1			

Committees of the Board of Directors

Our board of directors has established an Audit Committee, a Compensation and Leadership Development Committee and a Nominating and Corporate Governance Committee. The composition and responsibilities of each of the committees of our board of directors are described below. Members serve on these committees until their resignation or until otherwise determined by our board of directors. Our board of directors may establish other committees as it deems necessary or appropriate from time to time.

Audit Committee

Messrs. Salem and Sordello and Msses. Fernandez and Zatlun, each of whom is a non-employee director, comprise our Audit Committee. Mr. Sordello is the chair of our Audit Committee. Our board of directors has determined that each of the members of our Audit Committee satisfies the requirements for independence and financial literacy under the listing standards of Nasdaq and SEC rules and regulations. Our board of directors has determined that Mr. Sordello qualifies as an “audit committee financial expert” as defined in the SEC rules and satisfies the financial sophistication requirements of the Nasdaq listing standards. Our Audit Committee is responsible for, among other things:

- selecting and hiring our independent registered public accounting firm;
- evaluating the performance and independence of our independent registered public accounting firm and the performance of the company’s internal audit function;
- approving the audit and pre-approving any non-audit services to be performed by our independent registered public accounting firm;
- reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;

- reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures;
- overseeing and reviewing our guidelines and policies that govern the process by which our exposure to risk is assessed and managed by management
- overseeing procedures for the treatment of complaints on accounting, internal accounting controls, or audit matters;
- reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit and the financial statements included in our publicly filed reports; and
- reviewing and approving any proposed related party transactions.

Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the Nasdaq listing standards.

Compensation and Leadership Development Committee

Dr. Brown and Messrs. Goodarzi and Parikh, each of whom is a non-employee director, comprise our Compensation and Leadership Development Committee. Mr. Goodarzi is the chair of our Compensation and Leadership Development Committee. Although the rules of Nasdaq do not require the Compensation and Leadership Development Committee to be comprised entirely of independent directors for as long as we remain a foreign private issuer, our board of directors has determined that each member of our Compensation and Leadership Development Committee satisfies the requirements for independence under the Nasdaq listing standards and the applicable rules and regulations of the SEC. Each member of our Compensation and Leadership Development Committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Our Compensation and Leadership Development Committee is responsible for, among other things:

- reviewing and evaluating our Co-Chief Executive Officers' and other executive officers' compensation, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control agreements, and any other benefits, compensation or arrangements;
- administering our equity and cash compensation plans, and other material benefit programs; and
- overseeing our overall compensation philosophy, compensation plans, and benefits programs.

Our Compensation and Leadership Development Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the Nasdaq listing standards.

Nominating and Corporate Governance Committee

Ms. Fernandez and Messrs. Salem and Wong, each of whom is a non-employee director, comprise our Nominating and Corporate Governance Committee. Mr. Wong is the chair of our Nominating and Corporate Governance Committee. Our board of directors has determined that each member of our Nominating and Corporate Governance Committee satisfies the requirements for independence under the Nasdaq listing standards. Our Nominating and Corporate Governance Committee is responsible for, among other things:

- evaluating and making recommendations regarding the composition, qualification, organization and governance of our board of directors and its committees;
- evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees; and
- reviewing and making recommendations with regard to our corporate governance guidelines.

Our Nominating and Corporate Governance Committee operates under a written charter that satisfies the Nasdaq listing standards.

D. Employees

We have made significant investments in our business to support future growth, including a substantial increase in our global employee base. As of June 30, 2022, 2021 and 2020, we had 8,813, 6,420, and 3,616 employees, respectively.

E. Share Ownership

For information regarding the share ownership of our directors and executive officers, please refer to “Item 6.B. Compensation” and “Item 7.A. Major Shareholders and Related Party Transactions.”

Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table sets forth information with respect to the beneficial ownership of our shares as of June 30, 2022 by:

- each executive officer;
- our directors;
- our directors and executive officers as a group; and
- each person or entity known by us to own beneficially more than 5% of any class of our outstanding shares (by number or by voting power).

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 144,891,749 Class A ordinary shares and 110,035,649 Class B ordinary shares outstanding as of June 30, 2022. In computing the number of shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares subject to options held by the person that are currently exercisable or exercisable within 60 days of June 30, 2022 or issuable upon the vesting of RSUs held by the person within 60 days of June 30, 2022.

However, except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Shares Beneficially Owned				% of Total Voting Power (1)
	Class A		Class B		
	Shares	%	Shares	%	
5% Shareholders:					
Entities affiliated with T. Rowe Price Associates, Inc. (2)	18,273,087	12.61 %	—	—	1.47 %
Entities affiliated with Prudential Financial, Inc. (3)	8,828,924	6.09 %	—	—	*
Directors and Executive Officers:					
Michael Cannon-Brookes (4)	—	—	54,717,824	49.73 %	43.94 %
Scott Farquhar (5)	—	—	54,717,824	49.73 %	43.94 %
Cameron Deatsch (6)	19,029	*	—	—	*
Rajeev B. Rajan (7)	7,542	*	—	—	*
Erika Fisher (8)	11,009	*	—	—	*
Anu Bharadwaj (9)	29,533	*	—	—	*
Shona Brown (10)	31,976	*	—	—	*
Heather Mirjahangir Fernandez (11)	14,606	*	—	—	*
Jay Parikh (12)	20,756	*	—	—	*
Enrique Salem (13)	131,563	*	—	—	*
Steven Sordello (14)	45,990	*	—	—	*
Sasan Goodarzi (15)	12,090	*	—	—	*
Richard P. Wong (16)	146,966	*	—	—	*
Michelle Zatlyn (17)	163	*	—	—	*
All directors and executive officers as a group (14 persons) (18)	471,223	*	109,435,648	99.45 %	87.92 %

*Represents beneficial ownership of less than 1%

(1) Percentage of total voting power represents voting power with respect to all shares of our Class A ordinary shares and Class B ordinary shares as a single class. Holders of Class A ordinary shares are entitled to one vote per share and holders of Class B ordinary shares are entitled to ten votes per share.

(2) Based on information reported by T. Rowe Price Associates, Inc. ("T. Rowe Price") on a Schedule 13G/A filed with the SEC on February 10, 2022. Of the shares of Class A ordinary shares beneficially owned, T. Rowe Price reported that it has sole dispositive power with respect to 18,273,087 shares, and sole voting power with respect to 6,529,363 shares. Entities affiliated with T. Rowe Price listed their address as 100 E. Pratt Street, Baltimore, Maryland 21202.

(3) Based on information reported by Prudential Financial, Inc. ("Prudential") on a Schedule 13G/A filed with the SEC on February 14, 2022. Of the shares of Class A ordinary shares beneficially owned, Prudential reported that it has sole dispositive power with respect to 172,117 shares, shared dispositive power with respect to 8,443,010, sole voting power with respect to 172,117 shares, and shared voting power with respect to 8,048,956. Entities affiliated with Prudential listed their address as 751 Broad Street, Newark, New Jersey 07102.

(4) Consists of (i) 269,334 Class B ordinary shares held of record by Mr. Cannon-Brookes and (ii) 54,448,490 Class B ordinary shares held of record by CBC Co Pty Limited as trustee for the Cannon-Brookes Head Trust.

(5) Consists of (i) 269,334 Class B ordinary shares held of record by Mr. Farquhar and (ii) 54,448,490 Class B ordinary shares held of record by Skip Enterprises Pty Limited as trustee for the Farquhar Family Trust.

(6) Consists of (i) 10,373 Class A ordinary shares held of record by Mr. Deatsch and (ii) 8,656 RSUs that vest within 60 days of June 30, 2022.

(7) Consists of 7,542 RSUs that vest within 60 days of June 30, 2022.

(8) Consists of (i) 5,602 Class A ordinary shares held of record by Ms. Fisher and (ii) 5,407 RSUs that vest within 60 days of June 30, 2022.

(9) Consists of (i) 23,938 Class A ordinary shares held of record by Ms. Bharadwaj and (ii) 5,595 RSUs that vest within 60 days of June 30, 2022.

(10) Consists of 31,976 Class A ordinary shares held of record by Dr. Brown.

(11) Consists of 14,606 Class A ordinary shares held of record by Ms. Fernandez.

(12) Consists of 20,756 Class A ordinary shares held of record by Mr. Parikh.

(13) Consists of 131,563 Class A ordinary shares held of record by Mr. Salem.

(14) Consists of 45,990 Class A ordinary shares held of record by Mr. Sordello.

(15) Consists of 12,090 Class A ordinary shares held of record by Mr. Goodarzi.

(16) Consists of 146,966 Class A ordinary shares held of record by Mr. Wong.

(17) Consists of 163 Class A ordinary shares held of record by Ms. Zatlyn.

(18) Consists of (i) 444,023 Class A ordinary shares, (ii) 109,435,648 Class B ordinary shares, and (iii) 27,200 RSUs that vest within 60 days of June 30, 2022.

Two of our major shareholders, Michael Cannon-Brookes and Scott Farquhar, hold the majority of our outstanding Class B ordinary shares. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

As of June 30, 2022, approximately 56.81% of our outstanding shares were Class A shares held in the United States by one record holder (Cede and Company).

B. Related Party Transactions

Other than as described below, during the fiscal year ended June 30, 2022, there has not been any transaction to which we were or are a party in which we, any of our directors, executive officers, associates, or holders of more than 5% of any class of our voting securities, or any affiliates or member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest.

RSUs

During the fiscal year ended June 30, 2022, we granted RSUs to our non-employee directors and certain of our executive officers.

Indemnification Agreements

We have entered into indemnification agreements with our directors and executive officers to indemnify them to the maximum extent allowed under applicable law. These agreements indemnify these individuals against certain costs, charges, losses, liabilities, damages and expenses incurred by such director in the execution or discharge of his duties. These agreements do not indemnify our directors against any liability attaching to such individuals in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he or she is a director, which would be rendered void under the Companies Act.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Registration Agreement

In July 2010, our predecessor entity, Atlassian Corporation Pty Ltd., entered into a Registration Agreement with certain holders of our outstanding share capital, including Messrs. Cannon-Brookes and Farquhar. As of June 30, 2022, certain holders of our Class A ordinary shares and our Class B ordinary shares, including Messrs. Cannon-Brookes and Farquhar, are entitled to rights with respect to the registration of their shares under the Securities Act.

Atlassian Foundation

The Atlassian Foundation was established in 2008 with the vision of helping to make the world better. Together with the Atlassian Foundation International Limited, which was established in 2016, the Atlassian Foundation works on a range of different projects in conjunction with organizations, including Code.org, Co-Impact, Educate!, Education Commission, Education Outcomes Fund, Forte, Humanitix, Pledge 1%, Raspberry Pi Foundation, Room to Read, Ruangguru, and Teach for All.

We contribute approximately 1% of our annual profits and all revenues associated with our starter licenses for on-premises products to the Atlassian Foundation. We donated \$9.7 million to the Atlassian Foundation in fiscal year 2022. Additionally, since the Atlassian Foundation's inception, we have provided, at no charge, certain resources to Atlassian Foundation employees such as office space and salaries.

Splunk

In fiscal year 2022, we purchased \$13.5 million of services from Splunk Inc. ("Splunk") for systems monitoring purposes, and Splunk purchased approximately \$1.6 million of products from us, both in the ordinary course of business. Sri Viswanath, our former Chief Technology Officer who resigned from that role in May 2022 and left Atlassian at the end of June 2022, was a director of Splunk until June 2022. The contract with Splunk was not negotiated by Mr. Viswanath and was executed before he joined the board of Splunk. Mr. Viswanath does not have a material interest in the relationship described above.

LinkedIn

In fiscal year 2022, we purchased approximately \$6.4 million of services from LinkedIn, for recruiting purposes, in the ordinary course of business. Steve Sordello, one of our board members, was Chief Financial Officer of LinkedIn until July 2021 and Senior Vice President and Chief Financial Officer Emeritus from July 2021 to January 2022. The transactions between Atlassian and LinkedIn were not negotiated by Mr. Sordello. Mr. Sordello did not have a material interest in the relationship described above.

DoorDash

In fiscal year 2022, DoorDash purchased approximately \$2.3 million of products from us, in the ordinary course of business. Shona Brown, one of our board members, is a director of DoorDash. The transactions between Atlassian and DoorDash were not negotiated by Dr. Brown and were in the ordinary course of business. Dr. Brown does not have a material interest in the relationship described above.

Intuit

In fiscal year 2022, Intuit purchased approximately \$0.8 million of products from us, in the ordinary course of business. Sasan Goodarzi, one of our board members, is Chief Executive Officer and a director of Intuit. The transactions between Atlassian and Intuit were not negotiated by Mr. Goodarzi and were in the ordinary course of business. Mr. Goodarzi does not have a material interest in the relationship described above.

Cloudflare

In fiscal year 2022, Cloudflare purchased approximately \$0.5 million of products from us, in the ordinary course of business and we purchased approximately \$0.2 million of products and services from Cloudflare, in the ordinary course of business. Michelle Zatlyn, one of our board members, is President and Chief Operating Officer and a director of Cloudflare. The transactions between Atlassian and Cloudflare were not negotiated by Ms. Zatlyn and were in the ordinary course of business. Ms. Zatlyn does not have a material interest in the relationship described above.

Lacework

In fiscal year 2022, Lacework purchased approximately \$0.1 million of products from us, in the ordinary course of business. Jay Parikh, one of our board members, is co-Chief Executive Officer and a director of Lacework. The transactions between Atlassian and Lacework were not negotiated by Mr. Parikh and were in the ordinary course of business. Mr. Parikh does not have a material interest in the relationship described above.

Certain Relationships

From time to time, we engage in certain transactions with other companies affiliated with our directors, executive officers, and significant shareholders or their immediate family members. We believe that all such arrangements have been entered into in the ordinary course of business and do not represent a material interest to such directors, executive officers or significant shareholders.

Policies and Procedures for Related Party Transactions

The Audit Committee has the primary responsibility for reviewing and approving or disapproving related party transactions, which are transactions between us and related persons in which we or a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our ordinary shares, in each case since the beginning of the most recently completed year, and their immediate family members. Our Audit Committee charter provides that the Audit Committee shall review and approve or disapprove any related party transactions.

C. Interests of Experts and Counsel

Not applicable.

Item 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See "Item 18. Financial Statements."

Legal Proceedings

We are not a party to any material legal proceedings as of the date of this report. From time to time we may be subject to legal proceedings and claims arising in the ordinary course of business. We investigate these claims as they arise and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Although the results of litigation and claims cannot be predicted with certainty, we believe there was not at least a reasonable possibility that we had incurred a material loss with respect to such loss contingencies as of June 30, 2022.

Dividend Policy

While we have in the past paid limited dividends, we do not have any present or future plan to pay dividends on our shares. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors, subject to applicable laws, and will depend on then existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, general business conditions, business prospects and other factors our board of directors may deem relevant.

B. Significant Changes

We have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report. We are seeking shareholder approval to effect the U.S. Domestication. If the U.S. Domestication is consummated, we will retrospectively convert our consolidated financial statements from IFRS to generally accepted accounting principles in the U.S.

Item 9. THE OFFER AND LISTING

A. Offer and Listing Details

The principal market in which our Class A ordinary shares are traded is on The Nasdaq Global Select Market under the symbol "TEAM."

B. Plan of Distribution

Not applicable.

C. Markets

Our Class A ordinary shares are quoted on The Nasdaq Global Select Market under the symbol "TEAM."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

Item 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

The information required by this section, including a summary of certain key provisions of our articles of association, is set forth in Exhibit 4.3 (Description of Share Capital) to this Annual Report, and is incorporated herein by reference.

C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than as may be described in "Item 4. Information on the Company," "Item 5. Operating and Financial Review and Prospects" or elsewhere in this Annual Report.

D. Exchange Controls

Other than applicable taxation, anti-money laundering and counter-terrorist financing law and regulations and certain economic sanctions which may be in force from time to time, there are currently no English laws or

regulations, or any provision of our articles of association, which would prevent the import or export of capital or remittance of dividends, interest and other payments to holders of our securities who are not residents of the United Kingdom on a general basis.

E. Taxation

The discussion under this Section E (Taxation) relates only to taxation for periods prior to the U.S. Domestication, if effectuated. For a discussion of the taxation relating to the U.S. Domestication and to holders of shares of capital stock of the Company following the U.S. Domestication, if effectuated, see the Proxy Statement and Notice of Meetings, dated July 11, 2022, attached as Exhibit 99.1 to the Company's report on Form 6-K, filed with the SEC on July 11, 2022.

Material United Kingdom Tax Considerations

The comments set out below are based on current United Kingdom tax law as applied in England and HMRC practice (which may not be binding on HMRC) as of the date of this Annual Report, both of which are subject to change, possibly with retrospective effect. They are intended as a general guide and apply only to our shareholders resident and, in the case of an individual, domiciled for tax purposes in the United Kingdom and to whom "split year" treatment does not apply (except insofar as express reference is made to the treatment of non-United Kingdom residents), who hold Class A ordinary shares as an investment and who are the absolute beneficial owners thereof. The discussion does not address all possible tax consequences relating to an investment in the Class A ordinary shares. Certain categories of shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefiting from certain reliefs or exemptions, those connected with us, those that own (or are deemed to own) 5% or more of our shares and/or voting power (either alone or together with connected persons) and those for whom the Class A ordinary shares are employment-related securities may be subject to special rules and this summary does not apply to such shareholders and any general statements made in this disclosure do not take them into account. This summary does not address any inheritance tax considerations.

This summary is for general information only and is not intended to be, nor should it be considered to be, legal or tax advice to any particular investor. It does not address all of the tax considerations that may be relevant to specific investors in light of their particular circumstances or to investors subject to special treatment under United Kingdom tax law. In particular:

Taxation of Dividends

We will not be required to withhold amounts on account of United Kingdom tax at source when paying a dividend.

Individuals

United Kingdom resident and domiciled holders do not have to pay tax on the first £2,000 of dividend income received in the 2022/2023 tax year (the "dividend allowance"). However tax will be levied on any dividends received over the dividend allowance at 8.75% on dividend income within the basic rate band, 33.75% on dividend income within the higher rate band and 39.35% on dividend income within the additional rate band.

Corporate Shareholders

Although shareholders who are within the charge to corporation tax would strictly be subject to corporation tax on dividends paid by us (subject to special rules for such shareholders that are "small" companies), generally such dividends will fall within an exempt class and will not be subject to corporation tax (provided certain conditions are met and anti-avoidance rules are satisfied). However, each shareholder's position will depend on its own individual circumstances and shareholders within the charge to corporation tax should consult their own professional advisers.

Non-Residents

A shareholder resident outside the United Kingdom may also be subject to foreign taxation on dividend income under local law. Shareholders who are not resident for tax purposes in the United Kingdom should obtain their own tax advice concerning tax liabilities on dividends received from us.

Taxation of Capital Gains on Disposals of Class A ordinary shares

United Kingdom Shareholders

Shareholders who are resident in the United Kingdom, and individual shareholders who are temporarily non-resident and subsequently resume residence in the United Kingdom within a certain time, may depending on their circumstances and the availability of exemptions or reliefs (including, for example, the annual exempt amount for individuals), be liable to United Kingdom taxation on chargeable gains in respect of gains arising from a sale or other disposal (or deemed disposal) of the Class A ordinary shares.

Non-United Kingdom Shareholders

An individual holder who is not a United Kingdom resident shareholder will not be liable to United Kingdom capital gains tax on chargeable gains realized on the disposal of their Class A ordinary shares unless such shareholder carries on (whether solely or in partnership) a trade, profession or vocation in the United Kingdom through a branch or agency in the United Kingdom to which the shares are attributable. In these circumstances, such shareholder may, depending on their individual circumstances, be chargeable to United Kingdom capital gains tax on chargeable gains arising from a disposal of their shares.

A corporate holder of shares who is not a United Kingdom resident shareholder will not be liable for United Kingdom corporation tax on chargeable gains realized on the disposal of its shares unless it carries on a trade in the United Kingdom through a permanent establishment to which the shares are attributable. In these circumstances, a disposal of shares by such shareholder may give rise to a chargeable gain or an allowable loss for the purposes of United Kingdom corporation tax.

Stamp Duty and Stamp Duty Reserve Tax

The statements in this section titled “Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)” are intended as a general guide to the current United Kingdom stamp duty and SDRT position. The discussion below relates to shareholders wherever resident, but investors should note that certain categories of person are not liable to stamp duty or SDRT and others may be liable at a higher rate or may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

General

Except in relation to depositary receipt systems and clearance services (to which the special rules outlined below apply):

- (i) No stamp duty or SDRT will arise on the issue of Class A ordinary shares in registered form by us.
- (ii) An agreement to transfer Class A ordinary shares will normally give rise to a charge to SDRT at the rate of 0.5% of the amount or value of the consideration payable for the transfer. SDRT is, in general, payable by the purchaser.
- (iii) Instruments transferring Class A ordinary shares will generally be subject to stamp duty at the rate of 0.5% of the consideration given for the transfer (rounded up to the next £5). The purchaser normally pays the stamp duty.
- (iv) If a duly stamped transfer completing an agreement to transfer is produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional), any SDRT already paid is generally repayable, normally with interest, and any SDRT charge yet to be paid is cancelled.

Depositary Receipt Systems and Clearance Services

United Kingdom domestic law provides that where our Class A ordinary shares are issued or transferred to a depositary receipt system or clearance service (or their nominees or agents) SDRT (in the case of an issue of shares) and stamp duty or SDRT (in the case of a transfer of shares) may be payable, broadly at the higher rate of 1.5% of the amount or value of the consideration given (or, in certain circumstances, the value of the shares) (rounded up to the nearest £5 in the case of stamp duty). Generally, transfers within such depositary receipt system or clearance service are thereafter not subject to stamp duty or SDRT, provided that (in the case of a clearance service) no election under section 97A of the Finance Act 1986 has been made (as to which, see further below).

However, following the European Court of Justice decision in C-569/07 *HSBC Holdings Plc, Vidacos Nominees Limited v. The Commissioners of Her Majesty's Revenue & Customs* and the First-tier Tax Tribunal decision in *HSBC Holdings Plc and The Bank of New York Mellon Corporation v. The Commissioners of Her Majesty's Revenue & Customs* (the "BNY Case"), HMRC has confirmed that a charge to 1.5% SDRT is no longer payable when new shares are issued to a clearance service (such as, in our understanding, DTC) or depositary receipt system. We consider that this position still holds notwithstanding the United Kingdom's exit from the EU on January 31, 2020. The HM Treasury Autumn Budget 2017 Report contained a statement that "The government will not reintroduce the Stamp Duty and Stamp Duty Reserve Tax 1.5% charge on the issue of shares (and transfers integral to capital raising) into overseas clearance services and depositary receipt systems following the UK's exit from the EU". As far as we are aware there has been no subsequent government statement revising this position. HMRC's Stamp Taxes on Shares Manual STSM055050 confirms that the 1.5% charge on issues of shares will remain disapplied under the terms of the European Union (Withdrawal) Act 2018 following the end of the "implementation period" on December 31, 2020 because the direct effect of EU Directive 2008/7/EC was confirmed by the First-tier Tax Tribunal in the BNY Case before the exit of the United Kingdom from the European Union on January 31, 2020.

HMRC remains of the view that where Class A ordinary shares are transferred (a) to, or to a nominee or an agent for, a person whose business is or includes the provision of clearance services or (b) to, or to a nominee or an agent for, a person whose business is or includes issuing depositary receipts, stamp duty or SDRT will generally be payable at the higher rate of 1.5% of the amount or value of the consideration given or, in certain circumstances, the value of the Class A ordinary shares.

There is an exception from the 1.5% charge on the transfer to, or to a nominee or agent for, a clearance service where the clearance service has made and maintained an election under section 97A(1) of the Finance Act 1986 which has been approved by HMRC and which applies to the Class A ordinary shares. In these circumstances, SDRT at the rate of 0.5% of the amount or value of the consideration payable for the transfer will arise on any transfer of Class A ordinary shares into such an account and on subsequent agreements to transfer such Class A ordinary shares within such account. It is our understanding that DTC has not made an election under section 97A(1) of the Finance Act of 1986, and that therefore transfers or agreements to transfer shares held in book entry (i.e., electronic) form within the facilities of DTC should not be subject to United Kingdom stamp duty or SDRT.

Any liability for stamp duty or SDRT in respect of a transfer into a clearance service or depositary receipt system, or in respect of a transfer within such a service, which does arise will strictly be accountable by the clearance service or depositary receipt system operator or their nominee, as the case may be, but will, in practice, be payable by the participants in the clearance service or depositary receipt system.

Certain Material U.S. Federal Income Tax Considerations for U.S. Holders

The following is a summary of certain material U.S. federal income tax considerations relating to the ownership and disposition of Class A ordinary shares by a U.S. holder (as defined below). This summary addresses only the U.S. federal income tax considerations for U.S. holders that hold Class A ordinary shares as capital assets (generally, property held for investment) for U.S. federal income tax purposes. This summary does not address all U.S. federal income tax matters that may be relevant to a particular U.S. holder. This summary does not address tax considerations applicable to a holder of Class A ordinary shares that may be subject to special tax rules including, without limitation, the following:

- banks, financial institutions or insurance companies;
- brokers, dealers or traders in securities, currencies, commodities, or notional principal contracts;
- tax-exempt entities or organizations, including an "individual retirement account" or "Roth IRA" as defined in Section 408 or 408A of the Code (as defined below), respectively;
- real estate investment trusts, regulated investment companies or grantor trusts;
- persons that hold the Class A ordinary shares as part of a "hedging," "integrated," "wash sale" or "conversion" transaction or as a position in a "straddle" for U.S. federal income tax purposes;
- partnerships (including entities classified as partnerships for U.S. federal income tax purposes) or other pass-through entities, or persons that will hold the Class A ordinary shares through such an entity;
- certain former citizens or long term residents of the United States;

- holders that own directly, indirectly, or through attribution 10% or more of the voting power or value of the Class A ordinary shares;
- persons who received the Class A ordinary shares as compensation;
- persons subject to Section 451(b) of the Code;
- holders that own directly, indirectly or through attribution Class B ordinary shares; and
- holders that have a “functional currency” for U.S. federal income tax purposes other than the U.S. dollar.

Further, this summary does not address the U.S. federal estate, gift, or alternative minimum tax considerations, or any U.S. state, local, or non-U.S. tax considerations of the ownership and disposition of the Class A ordinary shares.

This description is based on the Code, existing, proposed and temporary U.S. Treasury Regulations promulgated thereunder and administrative and judicial interpretations thereof, all as of the date hereof. All the foregoing is subject to change, which change could apply retroactively, and to differing interpretations, all of which could affect the tax considerations described below. There can be no assurances that the IRS will not take a contrary or different position concerning the tax consequences of the ownership and disposition of the Class A ordinary shares or that such a position would not be sustained by a court. We have not obtained, nor do we intend to obtain, a ruling with respect to the U.S. federal income tax considerations relating to the purchase, ownership, or disposition of the Class A ordinary shares. Holders should consult their tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of the Class A ordinary shares in their particular circumstances.

For the purposes of this summary, a “U.S. holder” is a beneficial owner of Class A ordinary shares that is (or is treated as), for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or other entity that is treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if a court within the United States is able to exercise primary supervision over its administration and one or more “United States persons” (within the meaning of Section 7701(a)(3) of the Code) have the authority to control all of the substantial decisions of such trust or has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a United States person for U.S. federal income tax purposes.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Class A ordinary shares, the U.S. federal income tax consequences relating to an investment in the Class A ordinary shares will depend in part upon the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor regarding the U.S. federal income tax considerations of owning and disposing of the Class A ordinary shares in its particular circumstances.

As indicated below, this discussion is subject to U.S. federal income tax rules relating to a “passive foreign investment company” (“PFIC”).

Distributions

Although we do not currently plan to pay dividends, and subject to the discussion in “—*Passive Foreign Investment Company Considerations*,” below, the gross amount of any distribution (before reduction for any amounts withheld in respect of foreign withholding tax) actually or constructively received by a U.S. holder with respect to Class A ordinary shares will generally be taxable to the U.S. holder as a dividend to the extent of the U.S. holder’s pro rata share of our current and accumulated earnings and profits as determined under U.S. federal income tax principles. Distributions in excess of earnings and profits will generally be non-taxable to the U.S. holder to the extent of, and will be applied against and reduce, the U.S. holder’s adjusted tax basis in the Class A ordinary shares. Distributions in excess of earnings and profits and such adjusted tax basis will generally be taxable to the U.S. holder as either long-term or short-term capital gain depending upon whether the U.S. holder has held the Class A ordinary shares for more than one year as of the time such distribution is received. However, since we do not calculate our earnings and profits under U.S. federal income tax principles, it is expected that any distribution will be reported as a dividend, even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Non-corporate U.S. holders may qualify for the preferential rates of taxation with respect to dividends on Class A ordinary shares applicable to long-term capital gains (i.e., gains from the sale of capital assets held for more than one year) applicable to qualified dividend income (as discussed below) if we are a “qualified foreign corporation” and certain other requirements (discussed below) are met. A non-United States corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (a) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is satisfactory for purposes of this provision and which includes an exchange of information provision, or (b) with respect to any dividend it pays on Class A ordinary shares which are readily tradable on an established securities market in the United States. The Class A ordinary shares are listed on the Nasdaq Global Select Market, which is an established securities market in the United States. However, there can be no assurance that the Class A ordinary shares will be considered readily tradable on an established securities market in the United States in later years. Subject to the discussion in “-Passive Foreign Investment Company Considerations,” below, such dividends will generally be “qualified dividend income” in the hands of individual U.S. holders, provided that a holding period requirement (more than 60 days of ownership, without protection from the risk of loss, during the 121-day period beginning 60 days before the ex-dividend date) and certain other requirements are met. The dividends will not be eligible for the dividends-received deduction generally allowed to corporate U.S. holders.

Subject to applicable limitations and requirements, a U.S. holder generally may claim the amount of any applicable withholding tax as either a deduction from gross income in its computation of its taxable income for U.S. federal income tax purposes or as a credit against its U.S. federal income tax liability. The availability of foreign tax credits is subject to numerous requirements (including a minimum holding period requirement) and complex limitations that must be determined and applied on an individual basis. Generally, the credit cannot exceed the proportionate share of a U.S. holder's U.S. federal income tax liability that such U.S. holder's taxable income from foreign sources bears to such U.S. holder's worldwide taxable income. In applying this limitation, a U.S. holder's various items of income and deduction must be classified, under complex rules, as either “foreign source” or “U.S. source.” This limitation is calculated separately with respect to specific categories of income. The amount of a distribution with respect to the Class A ordinary shares that is treated as a “dividend” may be lower for U.S. federal income tax purposes than it is for applicable tax purposes, potentially effectively resulting in a reduced foreign tax credit for the U.S. holder. In addition, the creditability of foreign taxes could be affected by actions taken by intermediaries in the chain of ownership between the holders of the Class A ordinary shares and us if, as a result of such actions, the holders of the Class A ordinary shares are not properly treated as beneficial owners of the underlying ordinary shares. Recently issued U.S. Treasury regulations that apply to foreign income taxes paid or accrued in taxable years beginning on or after December 28, 2021 may further restrict the availability of any such foreign tax credits based on the nature of the withholding tax imposed by the foreign jurisdiction. Each U.S. holder should consult its tax advisors regarding the foreign tax credit rules.

In general, the amount of a distribution paid to a U.S. holder in a foreign currency will be the dollar value of the foreign currency calculated by reference to the spot exchange rate on the day the U.S. holder receives the distribution, regardless of whether the foreign currency is converted into U.S. dollars at that time. Any foreign currency gain or loss a U.S. holder realizes on a subsequent conversion of foreign currency into U.S. dollars will be U.S. source ordinary income or loss. If dividends received in a foreign currency are converted into U.S. dollars on the day they are received, a U.S. holder should not be required to recognize foreign currency gain or loss in respect of the dividend.

Sale, Exchange or Other Taxable Disposition of the Class A Ordinary Shares

A U.S. holder will generally recognize gain or loss for U.S. federal income tax purposes upon the sale, exchange or other taxable disposition of Class A ordinary shares in an amount equal to the difference between the U.S. dollar value of the amount realized from such sale or exchange and the U.S. holder's tax basis for those Class A ordinary shares. Subject to the discussion in “—*Passive Foreign Investment Company Considerations*” below, this gain or loss will generally be a capital gain or loss. The adjusted tax basis in the Class A ordinary shares generally will be equal to the cost of such Class A ordinary shares. Capital gain from the sale, exchange or other taxable disposition of Class A ordinary shares of a non-corporate U.S. holder is generally eligible for a preferential rate of taxation applicable to capital gains, if the non-corporate U.S. holder's holding period determined at the time of such sale, exchange or other taxable disposition for such Class A ordinary shares exceeds one year (i.e., such gain is long-term taxable gain). The deductibility of capital losses for U.S. federal income tax purposes is subject to limitations under the Code. Any such gain or loss that a U.S. holder recognizes generally will be treated as U.S. source income or loss for foreign tax credit limitation purposes.

For a cash basis taxpayer, units of foreign currency paid or received are translated into U.S. dollars at the spot rate on the settlement date of the purchase or sale. In that case, no foreign currency exchange gain or loss will result from currency fluctuations between the trade date and the settlement date of such a purchase or sale. An accrual basis taxpayer, however, may elect the same treatment required of cash basis taxpayers with respect to purchases and sales of the Class A ordinary shares that are traded on an established securities market, provided the election is applied consistently from year to year. Such election may not be changed without the consent of the IRS. For an accrual basis taxpayer who does not make such election, units of foreign currency paid or received are translated into U.S. dollars at the spot rate on the trade date of the purchase or sale. Such an accrual basis taxpayer may recognize exchange gain or loss based on currency fluctuations between the trade date and the settlement date. Any foreign currency gain or loss a U.S. holder realizes will be U.S. source ordinary income or loss.

Net Investment Income Tax

Certain U.S. holders that are individuals, estates or trusts may be subject to a 3.8% tax on all or a portion of their “net investment income,” which may include all or a portion of their dividend income and net gains from the disposition of Class A ordinary shares. Each U.S. holder that is an individual, estate or trust is urged to consult its tax advisors regarding the applicability of the net investment income tax to its income and gains in respect of its investment in the Class A ordinary shares.

Passive Foreign Investment Company Considerations

If we are classified as a PFIC in any taxable year, a U.S. holder would be subject to special rules generally intended to reduce or eliminate any benefits from the deferral of U.S. federal income tax that a U.S. holder could derive from investing in a non-U.S. company that does not distribute all of its earnings on a current basis.

A corporation organized outside the United States generally will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules with respect to the income and assets of its subsidiaries, either: (i) at least 75% of its gross income is “passive income” or (ii) at least 50% of the average quarterly value of its total gross assets (which, assuming we are not a controlled foreign corporation for the year being tested, would be measured by the fair market value of our assets) is attributable to assets that produce “passive income” or are held for the production of “passive income.”

Passive income for this purpose generally includes dividends, interest, royalties, rents, gains from commodities and securities transactions, the excess of gains over losses from the disposition of assets which produce passive income, and includes amounts derived by reason of the temporary investment of cash, including any funds raised in prior or future offerings. If a non-U.S. corporation owns directly or indirectly at least 25% by value of the stock of another corporation, the non-U.S. corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation’s income. The determination of whether we are a PFIC is a fact-intensive determination made on an annual basis and the applicable law is subject to varying interpretation. If we are classified as a PFIC in any taxable year during which a U.S. holder owns the Class A ordinary shares, such U.S. holder will be subject to special tax rules discussed below and could suffer adverse tax consequences.

We do not believe that we were a PFIC for our taxable year ending on June 30, 2022. However, our status in any taxable year will depend on our assets, income and activities in each year, and because this is a factual determination made annually after the end of each taxable year, there can be no assurance that we will not be considered a PFIC for the current taxable year or any future taxable years. If we were a PFIC for any taxable year while a taxable U.S. holder held our Class A ordinary shares, such U.S. holder would generally be taxed at ordinary income rates on any gain recognized from the sale or exchange of our Class A ordinary shares and on any dividends treated as “excess distributions” and interest charges generally applicable to underpayments of tax should apply to any taxes payable.

If we are determined to be a PFIC, U.S. holders may be able to make certain elections that could alleviate some of the adverse consequences of PFIC status and would result in an alternative treatment of the Class A ordinary shares. Such elections include a “mark to market” election, a “deemed sale” election, and a “qualified electing fund” election. We may or may not be able to provide the information required to make any such elections, and U.S. holders should therefore not assume that any particular election will be available to them.

If we are determined to be a PFIC, the general tax treatment for U.S. holders described in this section would apply to indirect distributions and gains deemed to be realized by U.S. holders in respect of any of our subsidiaries that also may be determined to be PFICs.

Although the determination of whether we are a PFIC is made annually, if we are a PFIC for any taxable year in which a U.S. holder owns our Class A ordinary shares, such U.S. holder will generally be subject to the special tax rules described above for that year and for each subsequent year in which such U.S. holder owns our Class A ordinary shares (even if we do not qualify as a PFIC in such subsequent years).

If a U.S. holder owns Class A ordinary shares during any taxable year in which we are a PFIC, the U.S. holder generally will be required to file an IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with respect to the company, generally with the U.S. holder's federal income tax return for that year. If our company were a PFIC for a given taxable year, then you should consult your tax advisor concerning your annual filing requirements.

The U.S. federal income tax rules relating to PFICs are complex. Prospective U.S. investors are urged to consult their tax advisers with respect to the ownership and disposition of the Class A ordinary shares, the consequences to them of an investment in a PFIC, any elections available with respect to the Class A ordinary shares and the IRS information reporting obligations with respect to the ownership and disposition of the Class A ordinary shares.

Backup Withholding and Information Reporting

U.S. holders generally will be subject to information reporting requirements with respect to distributions on Class A ordinary shares and on the proceeds from the sale, exchange or disposition of Class A ordinary shares that are paid within the United States or through U.S.-related financial intermediaries, unless the U.S. holder is an "exempt recipient." In addition, U.S. holders may be subject to backup withholding on such payments, unless the U.S. holder provides a taxpayer identification number and a duly executed IRS Form W-9 or otherwise establishes an exemption. Backup withholding is not an additional tax, and the amount of any backup withholding will be allowed as a credit against a U.S. holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

Foreign Asset Reporting

Certain U.S. holders who are individuals (and certain specified entities) may be required to report information relating to an interest in the Class A ordinary shares, subject to certain exceptions (including an exception for shares held in accounts maintained by U.S. financial institutions) by filing IRS Form 8938 (Statement of Specified Foreign Financial Assets) with their federal income tax return. U.S. holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of the Class A ordinary shares.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and furnish other information as a foreign private issuer with the SEC. The SEC maintains a website at www.sec.gov that contains reports and other information regarding registrants that file electronically with the SEC. This Annual Report as well as some of the other information submitted by us to the SEC may be accessed through this website. In addition, information about us is available at our website at www.atlassian.com.

I. Subsidiary Information

Not applicable.

Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Currency Risk

We operate globally and are exposed to foreign exchange risk arising from exposure to various currencies in the ordinary course of business. Our exposures primarily consist of the Australian dollar, Indian rupee, Euro, British pound, Japanese yen, Philippine peso, Canadian dollar, Polish zloty and New Zealand dollar. Foreign exchange risk arises from commercial transactions and recognized financial assets and liabilities denominated in a currency other than the U.S. dollar. Our financial risk management policy is reviewed annually by our Audit Committee and requires us to monitor our foreign exchange exposure on a regular basis.

The substantial majority of our sales contracts are denominated in U.S. dollars, and our operating expenses are generally denominated in the local currencies of the countries where our operations are located. We therefore benefit from a strengthening of the U.S. dollar and are adversely affected by the weakening of the U.S. dollar.

We have a cash flow hedging program in place and enter into derivative transactions to manage certain foreign currency exchange risks that arise in our ordinary business operations. We recognize all derivative instruments as either assets or liabilities on our consolidated statements of financial position and measure them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting.

We enter into master netting agreements with select financial institutions to reduce our credit risk, and we trade with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our foreign currency derivatives.

Foreign currency exchange rate exposure

We hedge material foreign currency denominated monetary assets and liabilities using balance sheet hedges. The fluctuations in the fair market value of balance sheet hedges due to foreign currency rates generally offset those of the hedged items, resulting in no material effect on profit. Consequently, we are primarily exposed to significant foreign currency exchange rate fluctuations with regard to the spot component of derivatives held within a designated cash flow hedge relationship affecting other comprehensive income.

Foreign currency sensitivity

A sensitivity analysis performed on our hedging portfolio as of June 30, 2022 and 2021 indicated that a hypothetical 10% strengthening of the U.S. dollar against the Australian dollar applicable to our business would decrease the fair value of our foreign currency contracts by \$38.2 million and \$39.4 million, respectively, and a hypothetical 10% weakening of the U.S. dollar against the Australian dollar would increase the fair value of our foreign currency contracts by \$38.2 million and \$39.4 million, respectively.

Interest Rate Risk

We are exposed to interest rate risk arising from our variable interest rate Credit Facility. Our financial risk management policy is reviewed annually by our Audit Committee and requires us to monitor its interest rate exposure on a regular basis.

We have a hedging program in place and enter into derivative transactions to manage the variable interest rate risks that arise with our Term Loan Facility. We enter into master netting agreements with financial institutions to execute our hedging program. Our master netting agreements are with select financial institutions to reduce our credit risk, and we trade with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our interest rate derivatives.

We enter into interest rate swaps with the objective to hedge the variability of cash flows in the interest payments associated with our Term Loan Facility. The interest rate swaps involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. The interest rate swaps are designated as cash flow hedges and measured at fair value.

A sensitivity analysis performed on interest rate swaps as of June 30, 2022 and 2021 indicated that a hypothetical 100 basis point increase in interest rates would increase the market value of our interest rate swap by \$17.6 million and \$24.8 million, respectively, and a hypothetical 100 basis point decrease in interest rates would decrease the market value of our interest rate swap by \$18.8 million and \$20.6 million, respectively. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur.

In addition, our cash equivalents and investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates. As of June 30, 2022, we had cash and cash equivalents totaling \$1.4 billion and short-term investments totaling \$73.3 million.

A sensitivity analysis performed on our portfolio as of June 30, 2022 and 2021 indicated that a hypothetical 100 basis point increase in interest rates would decrease the market value of our marketable debt investments by \$0.3 million and \$1.9 million, respectively, and a hypothetical 100 basis point decrease in interest rates would increase the market value of our marketable debt investments by \$0.3 million and \$0.3 million, respectively. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur.

Equity Price Risk

We are exposed to equity price risk in connection with our equity investments. Our marketable equity investments are susceptible to market price risk from uncertainties about future values of the investment securities. As of June 30, 2022 and 2021, our marketable equity investments are fair valued at \$30.8 million and \$110.4 million, respectively. A hypothetical 10% increase in the respective share prices of our equity investments as of June 30, 2022 and 2021 would increase the fair value of our marketable equity investments by \$3.1 million and \$11.0 million, respectively, and a hypothetical 10% decrease in the respective share prices of our equity investments would decrease the fair value of our marketable equity investments by \$3.1 million and \$11.0 million, respectively.

See Note 5, "*Financial Assets and Liabilities*," to the notes to our consolidated financial statements for more details on our quantitative and qualitative disclosure about market risk.

Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

Item 15. CONTROLS AND PROCEDURES

Disclosure controls and procedures

Our Co-Chief Executive Officer and Co-Chief Executive Officer and Interim Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of June 30, 2022, have concluded that, as of such date, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Co-Chief Executive Officer and Co-Chief Executive Officer and Interim Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of June 30, 2022. Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in "Item 18. Financial Statements." of this Annual Report.

Changes in internal control over financial reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on effectiveness of controls and procedures

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Item 16. [RESERVED]

Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Sordello is independent and qualifies as an "audit committee financial expert" as set forth in Rule 10A-3 under the Exchange Act and satisfies the financial sophistication requirements of the Nasdaq listing standards.

Item 16B. CODE OF ETHICS

Our board of directors has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Co-Chief Executive Officers, Chief Financial Officer and other executive and senior financial officers. The full text of our code of business conduct and ethics is posted on the investor relations page of our website at investors.atlassian.com. We intend to disclose any amendments to our code of business conduct and ethics, or waivers of its requirements, as it applies to our executive officers and directors, on our website or in filings under the Exchange Act.

Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Aggregate audit fees, audit-related fees, tax fees and the aggregate of all other fees billed to us by Ernst & Young LLP for the fiscal years ended June 30, 2022 and 2021 were as follows:

	2022	2021
	(U.S. \$ in thousands)	
Audit fees (1)	\$ 3,640	\$ 3,223
Audit-related fees (2)	2,088	879
Tax fees (3)	—	292
Other fees (4)	11	11
Total	<u>\$ 5,739</u>	<u>\$ 4,405</u>

(1) Audit Fees consist of fees incurred for professional services rendered for the integrated audit of our annual consolidated financial statements, review of the quarterly consolidated financial statements and foreign statutory audits and services that are normally provided by Ernst & Young LLP in connection with statutory and regulatory filings or engagements. Audit fees also include accounting consultations, research related to the integrated audit.

(2) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under "Audit Fees." This primarily consists of fees for service organization control audits and services provided in relation to assessments of IFRS to U.S. GAAP differences.

(3) Tax fees relate to assistance with tax compliance, tax planning and various tax advisory services provided by principal accountant during fiscal year 2021. There were no tax related services provided during fiscal year 2022.

(4) Other fees are any additional amounts for products and services provided by the principal accountants.

Our Audit Committee has adopted a pre-approval policy for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the Audit Committee pre-approves annually all audit services, audit-related services, tax services and other services as described above, that may be performed by our independent accountants. All of the audit and non-audit services provided by our principal accountants have been pre-approved by our Audit Committee.

Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

Item 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

Item 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

Item 16G. CORPORATE GOVERNANCE

We are a "foreign private issuer" under the securities laws of the United States and the rules of Nasdaq. Under the securities laws of the United States, foreign private issuers are subject to different disclosure requirements than U.S. domiciled registrants. We intend to take all actions necessary for us to maintain compliance as a foreign private issuer under the applicable corporate governance requirements of the Sarbanes-Oxley Act, the rules adopted by the SEC and Nasdaq's listing standards. Under Nasdaq's rules, a foreign private issuer is subject to less stringent corporate governance requirements. Subject to certain exceptions, the rules of Nasdaq permit a foreign private issuer to follow its home country practice in lieu of the listing requirements of Nasdaq. We intend to follow home country practices in lieu of the listing requirements of Nasdaq with regard to voting by a show of hands and quorum requirements. Otherwise, we intend to follow the requirements of Nasdaq to the extent possible under English law.

In addition, because we are a foreign private issuer, our directors and executive officers are not subject to short-swing profit liability and insider trading reporting obligations under Section 16 of the Exchange Act. They will, however, be subject to the obligations to report changes in share ownership under Section 13 of the Exchange Act and related SEC rules to the extent appropriate.

Item 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

Item 17. FINANCIAL STATEMENTS

See "Item 18. Financial Statements."

Item 18. FINANCIAL STATEMENTS

The following financial statements are filed as part of this Annual Report, together with the report of the independent registered public accounting firm:

- Reports of Independent Registered Public Accounting Firm
- Consolidated Statements of Operations for the fiscal years ended June 30, 2022, 2021 and 2020
- Consolidated Statements of Comprehensive Loss for the fiscal years ended June 30, 2022, 2021 and 2020
- Consolidated Statements of Financial Position as of June 30, 2022 and 2021
- Consolidated Statements of Changes in Equity for the fiscal years ended June 30, 2022, 2021 and 2020
- Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2022, 2021 and 2020
- Notes to the Consolidated Financial Statements

Item 19. EXHIBITS**Exhibit
Number****Description**

3.1 (1)	<u>Amended and Restated Articles of Association of the company.</u>
4.1 (2)	<u>Form of certificate evidencing Class A ordinary shares.</u>
4.2 (3)	<u>Registration Agreement, dated July 2, 2010, by and among the company and certain of its shareholders.</u>
4.3 (4)	<u>Description of share capital.</u>
10.1 (5)	<u>Credit Agreement, dated as of October 28, 2020, by and among the Company, Atlassian, Inc., Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other lenders and parties thereto.</u>
10.2 (3) #	<u>Form of Deed of Indemnity entered into between the company and its directors.</u>
10.3 (3) #	<u>Form of Indemnification Agreement entered into between the company and its officers.</u>
10.4 (3) #	<u>2013 U.S. Share Option Plan and forms of agreements thereunder.</u>
10.5 (3) #	<u>2015 Share Incentive Plan and forms of agreements thereunder.</u>
10.6 (3) #	<u>2015 Employee Share Purchase Plan.</u>
10.7 (3) #	<u>Ordinary Shares Option Agreement.</u>
10.8 (3) #	<u>Deed of Amendment to Class B Ordinary Shares Option Agreement.</u>
10.9 (3) #	<u>Class B Ordinary Shares Exercise Agreement.</u>
10.10 (3) #	<u>Executive Cash Incentive Bonus Plan.</u>
10.11 (5) #	<u>Amended and Restated Executive Severance Plan.</u>
10.12 (3) #	<u>Form of Director Agreement.</u>
10.13 (6) #	<u>Non-Employee Director Compensation Policy.</u>
10.14 (3)	<u>Lease, dated March 25, 2015, by and between Atlassian Pty Ltd and Council of the City of Sydney.</u>
10.15 (3)	<u>Lease, dated December 22, 2011, by and between Atlassian Pty Ltd and 341 George St Pty Ltd.</u>
10.16 (3)	<u>Lease, dated July 9, 2015, by and between Atlassian Pty Ltd and 341 George St Pty Ltd.</u>
10.17 (7)	<u>Lease, dated June 25, 2021, by and between Atlassian Pty Ltd and 341 George St Pty Ltd.</u>
10.18 (8)	<u>Lease, dated October 25, 2017, by and between Atlassian Inc. and MV Campus Owner, LLC.</u>
10.19 (9)	<u>Lease, dated November 22, 2017, by and between Atlassian Inc. and 350 Bush Street Owner, LLC.</u>
10.20 (7)	<u>Variations of Lease, dated July 1, 2021, by and between Atlassian Pty Ltd and ISPT Pty Ltd.</u>
10.21 (10) † *	<u>Agreement for Lease, dated March 23, 2022, by and among Atlassian Corporation Plc, Atlassian Pty Ltd, Vertical First Pty Ltd as trustee for the Vertical First Trust, Dexus Property Services Pty Limited, Dexus Funds Management Limited as responsible entity for Dexus Property Trust and Dexus Funds Management Limited as responsible entity for Dexus Operations Trust.</u>
10.22 †	<u>Deed of Amendment, dated April 30, 2022, to Agreement for Lease, dated March 23, 2022, by and among Atlassian Corporation Plc, Atlassian Pty Ltd, Vertical First Pty Ltd as trustee for the Vertical First Trust, Dexus Property Services Pty Limited, Dexus Funds Management Limited as responsible entity for Dexus Property Trust and Dexus Funds Management Limited as responsible entity for Dexus Operations Trust.</u>
12.1	<u>Certificate of Co-Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.</u>

Exhibit Number	Description
12.2	Certificate of Co-Chief Executive Officer and Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
13.1	Certificate of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
13.2	Certificate of Co-Chief Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
21.1	Subsidiaries of the Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
101.1	The following financial information from Atlassian Corporation Plc's Annual Report on Form 20-F for the year ended June 30, 2022, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) Consolidated Statements of Operations for the fiscal years ended June 30, 2022, 2021 and 2020, (ii) Consolidated Statements of Comprehensive Loss for the fiscal years ended June 30, 2022, 2021 and 2020, (iii) Consolidated Statements of Financial Position as of June 30, 2022 and 2021, (iv) Consolidated Statements of Changes in Equity for the fiscal years ended June 30, 2022, 2021 and 2020, (v) Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2022, 2021 and 2020, and (vi) Notes to Consolidated Financial Statements.
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101.1)

-
- (1) Incorporated by reference to the Company's report on Form 6-K filed on December 8, 2016.
 - (2) Incorporated by reference to the Company's Registration Statement on Form F-1/A (File No. 333-207879) filed on November 18, 2015.
 - (3) Incorporated by reference to the Company's Registration Statement on Form F-1 (File No. 333-207879) filed on November 9, 2015.
 - (4) Incorporated by reference to the Company's Annual Report on Form 20-F filed on August 23, 2019.
 - (5) Incorporated by reference to the Company's report on Form 6-K filed on October 29, 2020.
 - (6) Incorporated by reference to the Company's Annual Report on Form 20-F filed on August 14, 2020.
 - (7) Incorporated by reference to the Company's Annual Report on Form 20-F filed August 13, 2021.
 - (8) Incorporated by reference to the Company's report on Form 6-K filed on October 30, 2017.
 - (9) Incorporated by reference to the Company's report on Form 6-K filed on November 27, 2017.
 - (10) Incorporated by reference to the Company's report on Form 6-K filed on March 25, 2022.

Indicates management contract or compensatory plan, contract or agreement.

† Portions of this exhibit have been redacted.

* Certain exhibits and schedules to this agreement have been omitted.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Date: August 19, 2022

ATLASSIAN CORPORATION PLC

By: /s/ Michael Cannon-Brookes

Name: Michael Cannon-Brookes
Title: *Co-Chief Executive Officer*

By: /s/ Scott Farquhar

Name: Scott Farquhar
Title: *Co-Chief Executive Officer and Interim Chief Financial Officer*

ATLASSIAN CORPORATION PLC
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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Atlassian Corporation Plc

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Atlassian Corporation Plc (the Company) as of June 30, 2022 and 2021, the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for each of the three years in the period ended June 30, 2022, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated August 19, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue recognition

Description of the Matter

As described in Note 2 to the consolidated financial statements, the Company primarily derives revenues from cloud-based services arrangements and subscription-based and perpetual software license arrangements that include bundled support and maintenance services for the duration of the license period. The Company's contracts with customers often contain multiple performance obligations, including promises to transfer multiple software products and/or services to a customer. To account for promised goods and services in accordance with IFRS 15, *Revenue from Contracts with Customers*, the Company allocates the transaction price to the distinct performance obligations on a relative standalone selling price basis and recognizes revenue when control of the distinct performance obligation is transferred to the customer. For example, the Company recognizes software license revenue at the time of delivery of the license and recognizes subscription and support revenue over time as the services are performed.

Auditing the Company's recognition of revenue was challenging and complex due to the effort required to analyze the accounting treatment for the Company's various software product and service offerings in accordance with IFRS 15. This involved assessing the impact of terms and conditions of new or amended contracts with customers or new product or service offerings, the determination of the relative standalone selling prices for each distinct performance obligation and the timing of recognition of revenue.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's internal controls over the relevant terms and conditions of its contracts, the appropriate accounting for those terms and conditions under IFRS 15, including the identification of performance obligations, determination of the relative standalone selling price for each performance obligation, and the determination of the timing of recognition of revenue. This included testing relevant controls over the information systems that are important to the initiation, billing and recording of revenue transactions.

Among other procedures to evaluate management's identification and determination of the distinct performance obligations, we read executed contracts for a sample of sales transactions to understand the contract, identified the promised goods and services in the contract and identified the distinct performance obligations. To test management's determination of relative standalone selling price for each performance obligation, we performed audit procedures, among others, to assess the appropriateness of the methodology applied, tested mathematical accuracy of the underlying data and calculations, and tested sample selections to corroborate the data underlying the Company's calculations. We also evaluated whether the Company appropriately applied its revenue recognition policy to a sample of sales transactions to determine whether revenue was recognized in the correct amount and period. Finally, we assessed the related disclosures in the consolidated financial statements.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

San Francisco, California

August 19, 2022

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Atlassian Corporation Plc

Opinion on Internal Control Over Financial Reporting

We have audited Atlassian Corporation Plc's internal control over financial reporting as of June 30, 2022, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Atlassian Corporation Plc (the Company) maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's 2022 consolidated financial statements, and our report dated August 19, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Francisco, California

August 19, 2022

ATLISSIAN CORPORATION PLC
CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. \$ and shares in thousands, except per share data)

	Notes	Fiscal Year Ended June 30,		
		2022	2021	2020
Revenues:				
Subscription		\$ 2,096,706	\$ 1,324,064	\$ 931,455
Maintenance		495,077	522,971	469,350
Other		211,099	242,097	213,368
Total revenues	15	2,802,882	2,089,132	1,614,173
Cost of revenues (1) (2)		465,707	336,021	268,807
Gross profit		2,337,175	1,753,111	1,345,366
Operating expenses:				
Research and development (1) (2)		1,397,568	963,326	763,188
Marketing and sales (1) (2)		567,691	372,909	299,683
General and administrative (1)		478,373	315,242	268,409
Total operating expenses		2,443,632	1,651,477	1,331,280
Operating income (loss)		(106,457)	101,634	14,086
Other non-operating expense, net	6	(434,588)	(620,759)	(338,486)
Finance income		2,297	7,174	27,801
Finance costs		(25,824)	(122,713)	(49,610)
Loss before income tax expense		(564,572)	(634,664)	(346,209)
Income tax expense	8	(49,552)	(61,651)	(4,445)
Net loss		\$ (614,124)	\$ (696,315)	\$ (350,654)
Net loss per share attributable to ordinary shareholders:				
Basic	18	\$ (2.42)	\$ (2.79)	\$ (1.43)
Diluted	18	\$ (2.42)	\$ (2.79)	\$ (1.43)
Weighted-average shares outstanding used to compute net loss per share attributable to ordinary shareholders:				
Basic	18	253,312	249,679	244,844
Diluted	18	253,312	249,679	244,844

(1) Amounts include share-based payment expense, as follows:

Cost of revenues	\$ 44,848	\$ 24,739	\$ 19,787
Research and development	437,607	253,328	204,150
Marketing and sales	109,338	46,978	41,960
General and administrative	115,294	60,687	47,498

(2) Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	\$ 22,694	\$ 22,394	\$ 29,509
Research and development	374	168	166
Marketing and sales	9,330	9,192	12,860

The above consolidated statements of operations should be read in conjunction with the accompanying notes.

ATLASSIAN CORPORATION PLC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(U.S. \$ in thousands)

	Notes	Fiscal Year Ended June 30,		
		2022	2021	2020
Net loss		\$ (614,124)	\$ (696,315)	\$ (350,654)
Items that will not be reclassified to profit or loss in subsequent periods:				
Net gain (loss) on equity investments classified at fair value through other comprehensive income	5	(72,663)	48,080	41,255
Income tax effect		16,775	(11,283)	(9,380)
Other comprehensive income (loss) for items that will not be reclassified to profit or loss, net of tax		(55,888)	36,797	31,875
Items that will be reclassified to profit or loss in subsequent periods:				
Foreign currency translation adjustment		(11,355)	4,916	(613)
Net change in unrealized gain (loss) on debt investments classified at fair value through other comprehensive income	5	(1,358)	(4,844)	5,053
Net gain (loss) on cash flow hedging derivative instruments	5	27,438	(16,008)	16,711
Income tax effect		(9,840)	7,827	(8,961)
Other comprehensive income (loss) after tax that will be reclassified to profit or loss in subsequent periods		4,885	(8,109)	12,190
Other comprehensive income (loss), net of tax		(51,003)	28,688	44,065
Total comprehensive loss, net of tax		\$ (665,127)	\$ (667,627)	\$ (306,589)

The above consolidated statements of comprehensive loss should be read in conjunction with the accompanying notes.

ATLASSIAN CORPORATION PLC
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(U.S. \$ in thousands)

	Notes	June 30,	
		2022	2021
Assets			
Current assets:			
Cash and cash equivalents	14	\$ 1,385,265	\$ 919,227
Short-term investments	5	73,294	313,001
Trade receivables	9	308,127	173,473
Tax receivables		541	2,332
Derivative assets	5,16	13,685	127,486
Prepaid expenses and other current assets	14	58,077	48,322
		<u>1,838,989</u>	<u>1,583,841</u>
Assets held for sale	14	60,265	43,665
Total current assets		<u>1,899,254</u>	<u>1,627,506</u>
Non-current assets:			
Property and equipment, net	10	98,554	66,221
Deferred tax assets	8	42,760	36,174
Goodwill	11	732,666	725,758
Intangible assets, net	11	100,840	124,590
Right-of-use assets, net	12	267,328	205,300
Strategic investments		159,064	122,159
Other non-current assets	14	60,740	37,636
		<u>1,461,952</u>	<u>1,317,838</u>
Total non-current assets		<u>1,461,952</u>	<u>1,317,838</u>
Total assets		<u>\$ 3,361,206</u>	<u>\$ 2,945,344</u>
Liabilities			
Current liabilities:			
Trade and other payables	14	\$ 404,908	\$ 266,497
Tax liabilities		26,367	42,051
Provisions	14	32,796	25,148
Deferred revenue	15	1,066,059	812,943
Lease obligations	12	40,638	42,446
Derivative liabilities	5,16	23,288	772,127
Exchangeable senior notes, net	16	—	348,799
		<u>1,594,056</u>	<u>2,310,011</u>
Total current liabilities		<u>1,594,056</u>	<u>2,310,011</u>
Non-current liabilities:			
Deferred tax liabilities	8	26,457	26,625
Provisions	14	13,804	12,435
Deferred revenue	15	116,621	84,652
Term loan facility, net	16	999,419	—
Lease obligations	12	274,434	214,103
Other non-current liabilities		812	2,604
		<u>1,431,547</u>	<u>340,419</u>
Total non-current liabilities		<u>1,431,547</u>	<u>340,419</u>
Total liabilities		<u>3,025,603</u>	<u>2,650,430</u>
Equity			
Share capital	17	25,485	25,164
Share premium	17	461,044	461,016
Other capital reserves	17	2,223,820	1,516,609
Other components of equity	17	53,829	104,832
Accumulated deficit		(2,428,575)	(1,812,707)
		<u>335,603</u>	<u>294,914</u>
Total equity		<u>335,603</u>	<u>294,914</u>
Total liabilities and equity		<u>\$ 3,361,206</u>	<u>\$ 2,945,344</u>

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

ATLASSIAN CORPORATION PLC
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(U.S. \$ in thousands)

	Notes	Other components of equity						Retained earnings (accumulated deficit)	Total equity
		Share capital	Share premium	Other capital reserves	Cash flow hedge reserve	Foreign currency translation reserve	Investments at fair value through other comprehensive income reserve		
Balance as of June 30, 2019		\$ 24,199	\$ 458,166	\$ 816,660	\$ (2,547)	\$ 4,372	\$ 30,254	\$ (765,637)	\$ 565,467
Net loss		—	—	—	—	—	—	(350,654)	(350,654)
Other comprehensive income (loss), net of tax		—	—	—	8,714	(613)	35,964	—	44,065
Total comprehensive loss, net of tax		—	—	—	8,714	(613)	35,964	(350,654)	(306,589)
Issuance of ordinary shares upon exercise of share options		76	1,726	—	—	—	—	—	1,802
Vesting of early exercised shares		64	—	(32)	—	—	—	—	32
Issuance of ordinary shares for settlement of restricted share units (RSUs)		405	—	(405)	—	—	—	—	—
Share-based payment		—	—	313,706	—	—	—	—	313,706
Replacement equity awards related to business combination		—	—	552	—	—	—	—	552
Tax benefit from share plans		—	—	437	—	—	—	—	437
Cumulative effect of applying new accounting pronouncement		—	—	—	—	—	—	(101)	(101)
		<u>545</u>	<u>1,726</u>	<u>314,258</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(101)</u>	<u>316,428</u>
Balance as of June 30, 2020		\$ 24,744	\$ 459,892	\$ 1,130,918	\$ 6,167	\$ 3,759	\$ 66,218	\$ (1,116,392)	\$ 575,306
Net loss		—	—	—	—	—	—	(696,315)	(696,315)
Other comprehensive income, net of tax		—	—	—	(9,102)	4,916	32,874	—	28,688
Total comprehensive income (loss), net of tax		—	—	—	(9,102)	4,916	32,874	(696,315)	(667,627)
Issuance of ordinary shares upon exercise of share options	17	39	1,124	—	—	—	—	—	1,163
Vesting of early exercised shares	17	34	—	(34)	—	—	—	—	—
Issuance of ordinary shares for settlement of restricted share units (RSUs)	17	347	—	(347)	—	—	—	—	—
Share-based payment expense	7	—	—	385,918	—	—	—	—	385,918
Replacement equity awards related to business combination	13	—	—	523	—	—	—	—	523
Tax benefit from share plans		—	—	(369)	—	—	—	—	(369)
		<u>420</u>	<u>1,124</u>	<u>385,691</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>387,235</u>
Balance as of June 30, 2021		\$ 25,164	\$ 461,016	\$ 1,516,609	\$ (2,935)	\$ 8,675	\$ 99,092	\$ (1,812,707)	\$ 294,914
Hyperinflation		—	—	—	—	—	—	(1,744)	(1,744)
Balance as of July 1, 2021		25,164	461,016	1,516,609	(2,935)	8,675	99,092	(1,814,451)	293,170
Net loss		—	—	—	—	—	—	(614,124)	(614,124)
Other comprehensive loss, net of tax		—	—	—	17,462	(11,355)	(57,110)	—	(51,003)
Total comprehensive loss, net of tax		—	—	—	17,462	(11,355)	(57,110)	(614,124)	(665,127)
Issuance of ordinary shares upon exercise of share options	17	4	28	—	—	—	—	—	32
Vesting of early exercised shares	17	21	—	(21)	—	—	—	—	—
Issuance of ordinary shares for settlement of restricted share units (RSUs)	17	296	—	(296)	—	—	—	—	—
Share-based payment expense	7	—	—	707,470	—	—	—	—	707,470
Tax benefit from share plans		—	—	58	—	—	—	—	58
		<u>321</u>	<u>28</u>	<u>707,211</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>707,560</u>
Balance as of June 30, 2022		\$ 25,485	\$ 461,044	\$ 2,223,820	\$ 14,527	\$ (2,680)	\$ 41,982	\$ (2,428,575)	\$ 335,603

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

ATLISSIAN CORPORATION PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. \$ in thousands)

	Notes	Fiscal Year Ended June 30,		
		2022	2021	2020
Operating activities				
Loss before income tax expense		\$ (564,572)	\$ (634,664)	\$ (346,209)
Adjustments to reconcile loss before income tax expense to net cash provided by operating activities:				
Depreciation and amortization	10, 11	51,163	55,296	62,271
Depreciation of right-of-use assets	12	42,795	37,552	35,127
Share-based payment expense	7	707,087	385,732	313,395
Net loss on exchange derivative and capped call transactions	5	424,482	616,446	335,953
Amortization of debt discount and issuance cost	16	4,075	109,548	35,608
Interest income		(2,297)	(7,174)	(27,801)
Interest expense		21,749	13,164	14,002
Net foreign currency loss (gain)		(12,065)	7,650	(1,503)
Impairment of lease related assets	7	—	7,435	—
Net unrealized loss on investments	5	2,100	2,000	—
Net loss (gain) on sale of investments, disposal of assets and other		3,189	1,144	(993)
Changes in assets and liabilities:				
Trade receivables		(134,764)	(61,256)	(29,440)
Prepaid expenses and other assets		(20,767)	(13,054)	(10,608)
Trade and other payables, provisions and other non-current liabilities		140,946	64,899	51,532
Deferred revenue	15	284,937	294,371	131,535
Interest received		2,086	12,513	29,217
Income tax paid, net		(66,648)	(50,272)	(17,876)
Net cash provided by operating activities		883,496	841,330	574,210
Investing activities				
Business combinations, net of cash acquired	13	(12,377)	(91,584)	(53,212)
Purchases of intangible assets		(4,018)	(1,800)	—
Purchases of property and equipment		(70,583)	(31,520)	(35,709)
Purchases of investments		(132,671)	(119,431)	(985,931)
Proceeds from maturities of investments		76,937	454,996	513,268
Proceeds from sales of investments		186,262	48,786	245,498
Change in restricted cash		10,336	(2,618)	(2,085)
Payment of deferred consideration		(7,034)	(185)	(760)
Net cash provided by (used in) investing activities		46,852	256,644	(318,931)
Financing activities				
Proceeds from exercise of share options		32	1,163	1,802
Payments of lease obligations	12	(49,142)	(44,874)	(38,125)
Payment of issuance costs for debt	16	—	(4,445)	—
Interest paid		(13,310)	(6,498)	(6,250)
Repayment of exchangeable senior notes	16	(1,548,686)	(1,803,244)	(2)
Proceeds from settlement of capped call transactions	16	135,497	203,093	—
Proceeds from term loan facility	16	1,000,000	—	—
Proceeds from other financing arrangements		13,877	—	—
Net cash used in financing activities		(461,732)	(1,654,805)	(42,575)
Effect of exchange rate changes on cash and cash equivalents		(9,194)	5,406	(1,176)
Net increase (decrease) in cash and cash equivalents		459,422	(551,425)	211,528
Cash and cash equivalents at beginning of period		919,227	1,479,969	1,268,441
Net decrease (increase) in cash and cash equivalents included in assets held for sale		6,616	(9,317)	—
Cash and cash equivalents at end of period		\$ 1,385,265	\$ 919,227	\$ 1,479,969

The above consolidated statements of cash flows should be read in conjunction with the accompanying notes.

ATLASSIAN CORPORATION PLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Atlassian Corporation Plc (the “Company”) is a public company limited by shares, incorporated and registered in the United Kingdom (the “UK”). The registered office of the Company and its subsidiaries (collectively, “Atlassian,” the “Group,” “our,” or “we”) is located at Exchange House, Primrose Street, London EC2A 2EG, c/o Herbert Smith Freehills LLP.

We design, develop, license and maintain software and provision software hosting services to help teams organize, discuss and complete their work. Our primary products include Jira Software and Jira Work Management for planning and project management, Confluence for content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Jira Service Management for team service, management and support applications, Jira Align for enterprise agile planning, and Bitbucket for code sharing and management.

The accompanying consolidated financial statements of the Group for the year ended June 30, 2022 were authorized for issue in accordance with a resolution of the board of directors on August 19, 2022.

2. Summary of Significant Accounting Policies

Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”), which includes all standards issued by the International Accounting Standards Board (“IASB”) and related interpretations issued by the IFRS Interpretations Committee. The consolidated financial statements have been prepared on a historical cost basis, except for debt and equity financial assets and derivative financial instruments that have been measured at fair value.

All amounts included in the consolidated financial statements are reported in thousands of U.S. dollars (U.S. \$ in thousands) except where otherwise stated. Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which forms the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the financial results or the financial position reported in future periods. Significant estimates, assumptions and judgments made by management include revenue recognition and impairment of non-financial assets (see Note 3, “*Critical Accounting Estimates and Judgments*”). Other estimates, assumptions and judgments made by management include business combinations, fair value measurement of financial instruments and accounting for income taxes.

In March 2020, the World Health Organization declared a novel coronavirus (“COVID-19”) a pandemic. The impact of COVID-19 has been difficult to predict and the full extent of the impact will depend on a number of factors, including the continued duration and spread of the outbreak and related variants, its severity, the actions taken by governments and authorities to contain the virus or treat its impact, the effectiveness of current vaccines and therapeutic treatments, and the extent to which normal economic and operating conditions continue to resume. The Group considered the impact of COVID-19 on the assumptions and estimates used, including the allowance for credit losses for accounts receivable, the creditworthiness of customers entering into revenue arrangements, our impairment assessment of assets, the fair values of our financial instruments, and income taxes, which require increased judgement and carry a higher degree of estimate uncertainty. The Group determined that there were no material adverse impacts on the consolidated financial statements for the fiscal years ended June 30, 2022 and 2021. As events continue to evolve and additional information becomes available, the Group’s assumptions and estimates may change in future periods.

Principles of consolidation

The consolidated financial statements incorporate the financial positions and the results of operations of the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated.

Segment

The Group operates as a single operating segment, which is also its reporting segment. An operating segment is defined as a component of an entity for which discrete financial information is available and whose results of operations are regularly reviewed by the chief operating decision maker. The Group's chief operating decision makers are the Group's Co-Chief Executive Officers, who review results of operations to make decisions about allocating resources and assessing performance based on consolidated financial information. Accordingly, the Group has determined it operates in one operating segment.

Foreign currency

The Group's consolidated financial statements are presented using the U.S. dollar, which is the Company's functional currency. Some of the Group's foreign subsidiaries' functional currency is the local currency. We translate the financial statements of these subsidiaries to U.S. dollars using month-end exchange rates for assets and liabilities, and average exchange rates for revenue, costs, and expenses. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars are recorded as a separate component on the consolidated statements of comprehensive loss.

Foreign currency transaction gains and losses from re-measurement of monetary assets and liabilities that are denominated in currencies other than the respective functional currencies are included in other non-operating expense, net in the consolidated statements of operations for the period.

Revenue recognition

Policies, Estimates and Judgments

Revenues are generally recognized upon the transfer of control of promised products or services provided to our customers, reflecting the amount of consideration we expect to receive for those products or services. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of sales and other similar taxes collected from customers, which are subsequently remitted to governmental authorities. The revenue recognition policy is consistent for sales generated directly with customers and sales generated indirectly through solution partners and resellers.

Revenues are recognized upon the application of the following steps:

1. identification of the contract or contracts with a customer;
2. identification of the performance obligations in the contract;
3. determination of the transaction price;
4. allocation of the transaction price to the performance obligations in the contract; and
5. recognition of revenue when, or as, the performance obligation is satisfied.

The timing of revenue recognition may differ from the timing of billing our customers. We receive payments from customers based on a billing schedule as established in our contracts. Contract assets are recognized when performance is completed in advance of scheduled billings. Deferred revenue is recognized when billings are in advance of performance under the contract. Our revenue arrangements include standard warranty provisions that our products and services will perform and operate in all material respects with the applicable published specifications, the financial impacts of which have historically been, and are expected to continue to be insignificant. Our contracts do not include a significant financing component.

Our contracts with customers often include promises to transfer multiple products and services to a customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require judgment.

We allocate the transaction price for each contract to each performance obligation based on the relative standalone selling price (“SSP”) for each performance obligation. We use judgment in determining the SSP for products and services. We typically determine an SSP range for our products and services which is reassessed on a periodic basis or when facts and circumstances change. For all performance obligations other than perpetual and term licenses, we are able to determine SSP based on the observable prices of products or services sold separately in comparable circumstances to similar customers. In instances where performance obligations do not have observable standalone sales, we utilize available information that may include market conditions, pricing strategies, the economic life of the software, and other observable inputs to estimate the price we would charge if the products and services were sold separately.

Our products are generally sold with a right of return, we may provide other credits or incentives, and in certain instances we estimate customer usage of our services, which are accounted for as variable consideration when determining the amount of revenue to recognize. Returns and credits are estimated at contract inception and updated at the end of each reporting period if additional information becomes available. Variable consideration was not material for the periods presented.

Recognition of revenue

Revenue recognized from contracts with customers is disaggregated into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. We report our revenues in three categories: (i) subscription, (ii) maintenance, and (iii) other. In addition, we present revenue by geographic region in Note 16, “Revenue.”

Subscription revenues

Subscription revenues consist primarily of fees earned from subscription-based arrangements for providing customers the right to use our software in a cloud-based-infrastructure that we provide. We also sell on-premises term license agreements for our Data Center products, which consist of software licensed for a specified period and include support and maintenance services that are bundled with the license for the term of the license period. Subscription revenues also include subscription-based agreements for our premier support services. Subscription revenues are driven primarily by the number and size of active licenses, the type of product and the price of the licenses. Our subscription-based arrangements generally have a contractual term of one to twelve months, with a majority being one month. For cloud-based services, subscription revenue is recognized ratably as services are performed, commencing with the date the service is made available to customers. For on-premises term-based licenses, we recognize revenue upfront for the portion that relates to the delivery of the term license and the support and related revenue is recognized ratably as the services are delivered over the term of the arrangement.

Maintenance revenues

Maintenance revenues represent fees earned from providing customers unspecified future updates, upgrades and enhancements and technical product support for perpetual license products on an if-and-when-available basis. Maintenance revenue is recognized ratably over the term of the support period.

Other revenues

Other revenues include primarily fees received for sales of third-party apps in the Atlassian Marketplace and perpetual license revenues. Technical account management, consulting and training services are also included in other revenues. Revenue from the sale of third-party apps via Atlassian Marketplace is recognized on the date of product delivery on a net basis given that all of our performance obligations have been satisfied at that time and we function as the agent in the relationship. Revenue from technical account management is recognized over the time period that the customer has access to the service. Revenue from consulting and training is recognized over time as the services are performed. Perpetual license revenues represent fees earned from the perpetual licenses of software to customers for use on the customer’s premises. Perpetual license revenues consist of the revenues recognized from sales of licenses to new customers and additional licenses to existing customers. We typically recognize revenue on the license portion of perpetual license arrangements once the customer obtains control of the license, which is generally upon delivery of the license.

Cash and cash equivalents

The Group considers all highly liquid investments purchased with an original maturity of three months or less and subject to an insignificant risk of changes in value to be cash equivalents. Cash equivalents also include

amounts due from third-party credit card processors as they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction.

Current versus non-current classification

The Group presents assets and liabilities in the consolidated statements of financial position based on current or non-current classification. An asset is current when it is expected to be realized or intended to be sold or consumed in the normal operating cycle; expected to be realized within twelve months after the reporting period; or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when it is due to be settled within twelve months after the reporting period. The Group classifies all other liabilities as non-current.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Our financial assets include trade receivables and contract assets, debt and equity investments and derivative financial instruments. We generally classify financial assets into the following categories: subsequently measured at amortized cost, at fair value through other comprehensive income, and at fair value through profit or loss depending on the contractual cash flows of and our business model for holding the respective asset. Financial assets that are measured at fair value on a recurring basis include debt and equity investments and derivative financial instruments. Trade receivables and contract assets are measured at amortized cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date.

Our financial liabilities include trade and other payables, the Notes and derivative financial instruments. We generally classify financial liabilities as subsequently measured at amortized cost and at fair value through profit or loss. Financial liabilities that are measured at fair value are the derivative financial instruments. Trade and other payables are measured at amortized cost and the Notes are measured at amortized cost using the effective interest rate ("EIR") method.

Marketable debt securities

The Group's marketable debt securities were classified as instruments at fair value through other comprehensive income. These debt securities give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. After consideration of our objectives, as well as our liquidity requirements, we may sell these debt securities prior to their stated maturities. As we view these securities as available for use to support current operations, we classify highly liquid securities with maturities beyond 12 months as current assets under the caption short-term investments on the consolidated statements of financial position. Fair value changes of marketable debt securities that have been recognized in other comprehensive income are reclassified to profit or loss upon sale of the financial asset.

Strategic investments

The Group holds strategic investments in privately held debt and equity securities and publicly held equity securities in which the Company does not have a controlling interest.

The Group's non-marketable debt securities are classified as instruments at fair value through profit or loss. The non-marketable debt securities are convertible notes issued by private companies without quoted market prices. To estimate the fair value of the non-marketable debt securities, we use the income approach utilizing our estimates of timing, probability, and amount of cash flows associated with liquidation of the securities. Financial information of private companies may not be available and consequently we will estimate the fair value based on the best available information at the measurement date.

The Group has irrevocably designated the equity investments not accounted for under the equity method as instruments at fair value through other comprehensive income. Changes in fair value of these equity investments are recognized in other comprehensive income and never reclassified to profit or loss, even if the asset is impaired, sold or otherwise derecognized.

Marketable equity securities are measured at fair value using readily determinable market value. Non-marketable equity securities are measured at fair value using market data, such as publicly available financing round valuations. Judgment is required particularly in estimating the fair values of non-marketable equity securities.

Exchangeable senior notes

The Group's exchangeable senior notes (the "Notes") were classified as financial liabilities at amortized cost and measured using the EIR method. Amortized cost was calculated by taking into account any discount and issuance cost that were an integral part of the EIR. The EIR amortization was included as finance costs in the consolidated statements of operations.

Derivative financial instruments

The Group enters into foreign exchange forward contracts with the objective to mitigate certain currency risks associated with cost of revenues and operating expenses denominated in foreign currencies. These foreign exchange forward contracts are designated as cash flow hedges. The Group also enters into foreign exchange forward contracts to hedge a portion of certain foreign currency denominated as monetary assets and liabilities to reduce the risk that such foreign currency will be adversely affected by changes in exchange rates. The Group uses interest rate swaps to hedge the variability of cash flows in the interest payments associated with its variable-rate debt due to changes in the LIBOR-based floating interest rate. The interest rate swaps are designated as cash flow hedges. Hedging derivative instruments are recognized as either assets or liabilities and are measured at fair value.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument;
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as the ratio resulting from the quantity of the hedged item and the quantity of the hedging instrument.

For derivative instruments designated as cash flow hedges, the effective portion of the gains (losses) on the derivatives is initially reported as a component of other comprehensive income and is subsequently recognized in earnings when the hedged exposure is recognized in earnings. Amounts reclassified from cash flow hedge reserve to profit or loss are recorded to the same functional expense as the hedged item or items. Gains (losses) on derivatives representing hedge ineffectiveness are recognized in earnings. For derivative instruments that are not designated as hedges, gains (losses) from changes in fair values are primarily recognized in other income (expense), net.

The Group had other derivatives such as embedded exchange feature of the Notes and capped call transactions ("Exchange and Capped Call Derivatives"). Please see Note 16, "Debt" for details. The Exchange and Capped Call Derivatives are measured at fair value at each reporting date and gains (losses) from changes in fair values are recognized in other non-operating expense, net. The Group used Black-Scholes option pricing models to fair value the exchange feature of the Notes. Certain inputs used in the model such as stock price volatility requires judgment. The Capped Call Derivatives' fair value was obtained from counterparty banks.

Impairment of financial assets

The Group measures loss allowances on debt investments at fair value through other comprehensive income at an amount equal to lifetime expected credit losses ("ECLs"), except for securities that are determined to have low credit risk at the reporting date and other securities and bank balances for which credit risk has not increased significantly since initial recognition, which are measured as 12-month ECLs. ECLs are a probability-weighted estimate of the difference in the present value of contractual cash flows and the present value of cash flows that the Group expects to receive. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months following the reporting date.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. The Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each

reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Financial liabilities are derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of operations.

Fair value measurement

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, we consider the principal or most advantageous market in which we would transact, as well as assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The fair value of financial instruments traded in active markets is included in Level 1.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to measure the fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Group's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and considers factors specific to the asset or liability.

Disposal group held for sale

The Group classifies the disposal group as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. A disposal group is a group of assets and liabilities which the Group intends to dispose of in a single transaction. The disposal group classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of the asset group, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset group and the sale expected to be completed within one year from the date of the classification.

Assets classified as held for sale are presented separately as current items in the consolidated statement of financial position.

Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method to allocate the cost over the estimated useful lives or, in the case of leasehold improvements and certain leased equipment, the remaining lease term if shorter. The estimated useful lives for each asset class are as follows:

Equipment	3 years
Computer hardware and computer-related software	3 years
Furniture and fittings	5 years
Leasehold improvements	Shorter of the remaining lease term or 7 years

Business combinations

We include the results of operations of the businesses that we acquire as of the acquisition date. We record the assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over the fair values of these identifiable assets and liabilities is recorded as goodwill. Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred.

We use our best estimates and assumptions to accurately assign fair value to the intangible assets acquired at the acquisition date. The estimation is primarily due to the judgmental nature of the inputs to the valuation models used to measure the fair value of these intangible assets, as well as the sensitivity of the respective fair values to the underlying significant assumptions. Our estimates are inherently uncertain and subject to refinement. We use a discounted cash flow method of the income approach to measure the fair value of these intangible assets. Assumptions used to estimate the fair value of the intangible assets include revenue growth rates, technology migration curves, customer attrition rates and discount rates. These assumptions are forward-looking and could be affected by future economic and market conditions.

During the measurement period, which may be up to one year from the date of acquisition, the Group may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed based on additional information obtained affecting the fair value of those assets and liabilities, with the corresponding offset to goodwill. In addition, uncertain tax positions are initially established in connection with a business combination as of the acquisition date. The Group continues to collect information and reevaluates these provisional estimates and assumptions as deemed reasonable by management. The Group records any adjustments to these provisional estimates and assumptions against goodwill provided they arise within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations. Please refer to Note 13, "Business combinations," for details.

Goodwill

Goodwill is the excess of the aggregate of the consideration transferred over the identifiable assets acquired and liabilities assumed. Goodwill is tested for impairment annually during the fourth quarter of the Group's fiscal year and when circumstances indicate that the carrying value may be impaired. The Group performs its goodwill impairment test at the level of its operating segment as there are no lower levels within the Group at which goodwill is monitored. Impairment is determined for goodwill by assessing the recoverable amount of the operating segment. When the recoverable amount of the operating segment is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets

We acquire intangible assets separately or in connection with business combinations. Intangible assets are measured at cost initially. All of our intangible assets are with finite lives and are amortized over their estimated useful life using the straight-line method. The amortization expense on intangible assets is recognized in the consolidated statements of operations in the expense category, consistent with the function of the intangible asset.

The estimated useful lives for each intangible asset class are as follows:

Patents, trademarks and other rights	5 - 12 years
Customer relationships	3 - 10 years
Acquired developed technology	4 - 6 years

Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. When the recoverable amount of an intangible asset is less than its carrying amount, an impairment loss is recognized.

Impairment of non-financial assets

At the end of each reporting period, the Group assesses whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. An asset's recoverable amount is the higher of an asset's or cash generating unit ("CGU")'s fair value less costs of disposal and its value in use. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Share-based payments

Share-based payments cover equity-settled awards including stock options, restricted share units ("RSUs") and restricted shares issued to our employees in exchange of their service. The cost of the equity-settled awards is determined by the fair value at the grant date. The fair value of RSUs or restricted shares is equal to the market value of our common stock on the grant date. The Group estimates the fair value of stock options using the Black-Scholes option pricing model. This option-pricing model requires the input of assumptions, including the awards' expected life and the price volatility of the underlying stock.

We recognize equity-settled awards cost, net of estimated forfeitures, over the awards' requisite service period on a graded-vesting basis. No compensation cost is recognized for awards that do not ultimately vest because service conditions have not been met and we estimate forfeiture based on historical experience. The respective expenses are recognized as employee benefits and classified in our consolidated statements of operations according to the activities that the employees perform.

The Group also issues replacement awards in connection with business combinations in exchange for awards held by employees of the acquiree. We recognize the portion of the acquiree award that is attributable to pre-combination service as purchase consideration. The portion of the replacement award attributable to post-combination service is recognized as employee benefits and classified in our consolidated statements of operations according to the activities that the employees perform.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Leases

Group as lessee

We determine if an arrangement is a lease at inception. Our lease agreements generally contain lease and non-lease components. Lease payments under our lease arrangements are primarily fixed. Non-lease components primarily include payments for maintenance and utilities and are expensed as incurred.

Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value of the future lease payments is our incremental borrowing rate, because the interest rate implicit in our leases is not readily determinable. Our incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located. Our lease terms include periods under options to extend or terminate the lease when it is reasonably certain that we will exercise that option. We generally use the base, non-cancelable, lease term when determining lease liabilities. We reassess the lease term if and when a significant event or change in circumstances occurs within the control of the Group.

Right-of-use assets are recognized at cost at the lease commencement date. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct cost incurred, any prepaid lease payments less lease incentives and an estimate of restoration cost. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

We apply the short-term lease recognition exemption for our short-term leases and leases of low-value assets. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are primarily comprised of office equipment. Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis over the lease term.

Research and development

Research and development expense includes the employee, software, and hardware costs incurred for the development of new products, enhancements and updates of existing products and quality assurance activities. These costs incurred for the development of computer software to be marketed externally are expensed until the point that technological feasibility has been established, which, for our products, is typically reached shortly before the release of such products, and, as a result, the Group has not capitalized any research and development costs.

Taxation

Current tax

Current income tax assets and/or liabilities comprise amounts expected to be recovered or paid to Her Majesty's Revenue & Customs, the Australian Taxation Office, the United States Internal Revenue Service and other fiscal authorities relating to the current or prior reporting periods, which are unpaid at each reporting date. Current tax is payable on taxable income that differs from the consolidated statements of operations in the financial statements due to permanent and temporary timing differences. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

The Group uses the liability method of accounting for income taxes. Deferred income tax assets and liabilities represent temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax basis used in the computation of taxable income. Deferred tax however is not recognized on the initial recognition of goodwill, or the initial recognition of an asset or liability (other than in a business combination) in a transaction that affects neither tax nor accounting income.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax liabilities are generally provided for in full.

Deferred tax assets are recognized to the extent that they are expected to reverse in the foreseeable future and it is probable that they will be able to be utilized against future taxable income, based on the Group's forecast of future results of operations. Deferred tax assets are adjusted for significant non-taxable income, expenses and specific limits on the use of any unused tax loss or credit. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates and in accordance with laws that are expected to apply to their respective period of realization, provided the tax rates and laws are enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax assets are reviewed

at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of tax expense (benefit) in the consolidated statements of operations, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively. Where deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets are recognized for deductible temporary differences for which management considers it is probable that future taxable income will be available to utilize those temporary differences. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income, together with future tax-planning strategies. Assumptions about the generation of future taxable income depend on management's estimates of future cash flows, future business expectations, capital expenditures, dividends, and other capital management transactions. Management judgment is also required in relation to the application of income tax legislation, which involves complexity and an element of uncertainty. Where management judgment is found to be misplaced, some or all of recognized deferred tax asset and liability carrying amounts may require adjustment, resulting in a corresponding credit or charge to the consolidated statements of operations.

The Company assesses uncertainty over a tax treatment in accordance with the International Financial Reporting Interpretations Committee ("IFRIC") 23. When the Company concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the Company will reflect the effect of uncertainty by using either of the following methods, depending on which method the Company expects to better predict the resolution of the uncertainty:

- The most likely amount: the single most likely amount in a range of possible outcomes.
- The expected value: the sum of the probability-weighted amounts in a range of possible outcomes.

For details of taxation, please refer to Note 8, "Income Tax."

New Standards, Interpretations and Amendments Not Yet Adopted in Fiscal Year 2022

The IASB has issued other amendments resulting from improvements to IFRS that management considers do not have any impact on the accounting policies, financial position or performance of the Group. The Group does not expect them to have a material impact on the accounting policies.

Hyperinflation

With effect from July 1, 2021, we have applied hyperinflationary accounting in accordance with IAS 29, *Financial Reporting in Hyperinflationary Economies*, for our subsidiary in Turkey as Turkey's cumulative rate of inflation over the last three years is in excess of 100%. Non-monetary balance sheet items are restated using a general price index; monetary items are not restated. Items in the income statement and the statement of comprehensive income are restated by applying the change in the general price index from the dates when the income and expense items were initially recorded in the financial statements. The impact was not material on the consolidated financial statements for the fiscal year 2022. Comparative amounts presented previously in U.S. dollars are not restated.

Reclassification

Certain reclassifications have been made to prior period balances in order to conform to the current period presentation. "Perpetual License" revenues have been reclassified to "Other" revenues on our consolidated statements of operation. The reclassifications had no impact on our previously reported total revenues.

3. Critical Accounting Estimates and Judgments

Management has identified the following critical accounting policies for which significant judgments, estimates and assumptions are made.

Critical accounting estimates and assumptions

The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Revenue recognition

Determining the SSP for products and services requires estimates and assumptions. We typically determine a SSP range for our products and services which is reassessed on a periodic basis or when facts and circumstances change. For all performance obligations other than perpetual and term licenses, we are able to determine SSP based on the observable prices of products or services sold separately in comparable circumstances to similar customers. In instances where performance obligations do not have observable standalone sales, we utilize available information that may include market conditions, pricing strategies, the economic life of the software, and other observable inputs to estimate the price we would charge if the products and services were sold separately.

Critical accounting judgments

Impairment of non-financial assets

For assets excluding goodwill, and CGUs, impairment assessments are made at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. Goodwill is tested for impairment annually during the fourth quarter of the Group's fiscal year and when circumstances indicate that the carrying value may be impaired. These include product performance, technology, economic and political environments, and future product expectations. If an impairment trigger exists or when annual impairment testing for an asset is required, the recoverable amount of the asset is determined.

The Group operates as a single operating segment and the Group performs the goodwill impairment test at the level of its operating segment as there are no lower levels within the Group at which goodwill is monitored. The recoverable amount of goodwill was assessed by comparing the market capitalization of the Group to its book value, among other qualitative factors, when reviewing for impairment. There was no impairment of goodwill during the fiscal years 2022, 2021 and 2020.

During fiscal year 2021, the Group elected to early terminate one of its office leases. The Group did not have any rights to sublease the facility. The recoverable amount of the related lease assets including right-of-use assets and leasehold improvement was determined to be zero. An impairment charge of \$7.4 million was recorded to profit or loss in fiscal year 2021. For details of the office lease impairment, please refer to Note 7, "Expenses." Other than the lease-related assets discussed above, no indicators of impairment existed that were significant enough to warrant non-financial assets to be tested for impairment in the fiscal years 2022, 2021 and 2020. For details of non-financial assets, please refer to Note 10, "Property and Equipment", Note 11, "Goodwill and Intangible assets" and Note 12, "Leases."

Impairment of non-marketable debt and equity investments

We assess our privately held debt and equity securities strategic investment portfolio quarterly for impairment. Our impairment analysis encompasses an assessment of both qualitative and quantitative analyses of key factors including the investee's financial metrics, market acceptance of the product or technology, and any similar new rounds of financing. If the investment is considered to be impaired, we record any privately held equity investments at fair value by recognizing an impairment through the Statement of Financial Position and establishing a new carrying value for the investment. Any adjustments to privately held debt securities are recorded through the Consolidated Statement of Operations.

An impairment charge of \$0.3 million for privately held equity investments were recorded in other comprehensive loss in fiscal year 2021. There was no impairment of privately held equity investments during the fiscal years 2022 and 2020. Impairment charges of \$2.1 million and \$2.0 million for privately held debt investments, respectively, were recorded to profit or loss during the fiscal years 2022 and 2021. There was no impairment of privately held debt investments during the fiscal years 2020. Please refer to Note 5, "Financial Assets and Liabilities," for details.

4. Group Information

As of June 30, 2022, the Group's subsidiaries, all of which are wholly owned, were as follows:

Name	Country of Incorporation
Atlassian (UK) Limited	United Kingdom, United States of America
Atlassian (UK) Holdings Limited	United Kingdom, United States of America
Atlassian (Australia) Limited	United Kingdom, United States of America
Atlassian (UK) Operations Limited	United Kingdom
Atlassian (US) LLC	United States of America
Atlassian US, Inc.	United States of America
Atlassian Network Services, Inc.	United States of America
Dogwood Labs, Inc.	United States of America
Trello, Inc.	United States of America
AgileCraft LLC	United States of America
OpsGenie, Inc.	United States of America
Opsgenie Yazılım Anonim Şirketi	Turkey
iFountain, LLC	United States of America
Halp, Inc.	United States of America
Buddy AI Inc.	United States of America
Atlassian Australia 1 Pty Ltd	Australia
Atlassian Australia 2 Pty Ltd	Australia
Atlassian Corporation Pty. Ltd.	Australia
Atlassian Pty Ltd	Australia
Good Software Co. Pty Ltd	Australia
Code Barrel Pty Ltd	Australia
Lead Green Pty Ltd	Australia
Lead Green Trust	Australia
Vertical First Pty Ltd	Australia
Vertical First Trust	Australia
Atlassian Capital Pty. Ltd.	Australia
MITT Australia Pty Ltd	Australia
MITT Trust	Australia
Atlassian Holdings B.V.	Netherlands
Atlassian K.K.	Japan
Atlassian Germany GmbH	Germany
Atlassian Philippines, Inc.	Philippines
Atlassian France SAS	France
Atlassian B.V.	Netherlands
Atlassian Canada Inc.	Canada
Atlassian India LLP	India
Mindville AB	Sweden
Atlassian New Zealand	New Zealand
Atlassian Poland sp z o.o.	Poland
Chart.io, Inc.	United States of America
ThinkTilt Pty Ltd	Australia

5. Financial Assets and Liabilities

Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, equity price risk, and interest rate risk), credit risk and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group.

Management regularly reviews the Group's risk management objectives to ensure that risks are identified and managed appropriately. The board of directors is made aware of and reviews management's risk assessments prior to entering into significant transactions.

Market risk

Currency risk

The Group operates globally and is exposed to foreign exchange risk arising from exposure to various currencies in the ordinary course of business. Our exposures primarily consist of the Australian dollar ("AUD"), Indian rupee, Euro ("EUR"), British pound, Japanese yen, Philippine peso and Canadian dollar. Foreign exchange risk arises from commercial transactions and recognized financial assets and liabilities denominated in a currency other than the U.S. dollar ("USD"). The Group's financial risk management policy is reviewed annually by the Group's Audit Committee and requires the Group to monitor its foreign exchange exposure on a regular basis.

The substantial majority of our sales contracts are denominated in U.S. dollars, and our operating expenses are generally denominated in the local currencies of the countries where our operations are located. We therefore benefit from a strengthening of the U.S. dollar and are adversely affected by the weakening of the U.S. dollar.

We have a hedging program in place and enter into derivative transactions to manage certain foreign currency exchange risks that arise in the Group's ordinary business operations. We enter into master netting agreements with financial institutions to execute our hedging program. We recognize all hedging derivative instruments as either assets or liabilities on our consolidated statements of financial position and measure them at fair value. We have the rights to net certain hedging derivative assets and liabilities, but we currently present them on the gross basis. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting.

Our master netting agreements are with select financial institutions to reduce our credit risk, and we trade with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our foreign currency derivatives.

Cash flow hedging

We enter into foreign exchange forward contracts with the objective to mitigate certain currency risks associated with forecast cost of revenues and operating expenses denominated in Australian dollars. These foreign exchange forward contracts are designated as cash flow hedges.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange and forward contracts match the terms of the expected highly probable forecast transactions (i.e., notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange and forward contracts are identical to the hedged risk components. We measure ineffectiveness in a cash flow hedge relationship using the hypothetical derivative method. Ineffectiveness occurs only if the present value of the cumulative gain or loss on the derivative instrument exceeds the present value of the cumulative gain or loss on the hypothetical derivative, which is used to measure changes of expected future cash flow. Ineffectiveness mainly rises from the differences in the timing of the cash flows of the hedged items and the hedging instruments.

It is our policy to enter into cash flow hedges to hedge cost of revenues and operating expenses up to 24 months.

Balance sheet hedging

We also enter into foreign exchange forward contracts to hedge a portion of certain foreign currency denominated monetary assets and liabilities to reduce the risk that such foreign currency assets or liabilities will be adversely affected by changes in exchange rates. These contracts hedge monetary assets and liabilities that are denominated in non-functional currencies. These contracts do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the monetary assets and liabilities being hedged.

Foreign currency exchange rate exposure

The Group hedges material foreign currency denominated monetary assets and liabilities using balance sheet hedges. The fluctuations in the fair market value of balance sheet hedges due to foreign currency rates generally offset those of the hedged items, resulting in no material effect on profit. Consequently, we are primarily exposed to significant foreign currency exchange rate fluctuations with regard to the spot component of derivatives held within a designated cash flow hedge relationship affecting other comprehensive income.

The following table sets forth foreign currency sensitivity analysis of a hypothetical 10% change in exchange rate of the U.S. dollar against the Australian dollar to our cash flow hedging portfolio:

Foreign Currency Sensitivity	Effect on other comprehensive income, before tax	
	2022	2021
	(U.S. \$ in thousands)	
Foreign currency forward contracts - cash flow hedging:		
U.S. dollar +10%, decrease in fair value of foreign currency forward contracts	\$ (38,198)	\$ (39,416)
U.S. dollar -10%, increase in fair value of foreign currency forward contracts	38,198	39,416

Equity Price Risk

The Group is exposed to equity price risk in connection with our equity investments. The Group's marketable equity investments are susceptible to market price risk from uncertainties about future values of the investment securities.

The following table sets forth equity price sensitivity analysis of a hypothetical 10% change in share prices:

Equity Price Sensitivity	Effect on other comprehensive income, before tax	
	2022	2021
	(U.S. \$ in thousands)	
Fair value change of marketable equity investments:		
Increase in respective share prices of 10%	\$ 3,080	\$ 11,041
Decrease in respective share prices of 10%	(3,080)	(11,041)

Interest rate risk

We have access to a \$1 billion senior unsecured delayed-draw term loan facility (the "Term Loan Facility") and a \$500 million senior unsecured revolving credit facility (the "Revolving Credit Facility," and together with the Term Loan Facility, the "Credit Facility"). The Credit Facility matures in October 2025 and bears a variable interest rate. Please refer to Note 16, "Debt" for the details of the Credit Facility. As of June 30, 2022, \$1 billion has been drawn under the Term Loan Facility.

The Group is exposed to interest rate risk arising from our variable interest rate Credit Facility. The Group's financial risk management policy is reviewed annually by the Group's Audit Committee and requires the Group to monitor its interest rate exposure on a regular basis.

We have a hedging program in place and enter into derivative transactions to manage the variable interest rate risks that arise with the Group's Term Loan Facility. We enter into master netting agreements with financial institutions to execute our hedging program. Our master netting agreements are with select financial institutions to reduce our credit risk, and we trade with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our interest rate derivatives.

We enter into interest rate swaps with the objective to hedge the variability of cash flows in the interest payments associated with our variable-rate Term Loan Facility. The interest rate swaps involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. The interest rate swaps are designated as cash flow hedges and measured at fair value. As of June 30, 2022 and 2021, we have entered into interest rate swaps with a total notional amount of \$650.0 million.

In addition, our cash equivalents and investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates. As of June 30, 2022, the Group had cash and cash equivalents totaling \$1.4 billion and short-term investments totaling \$73.3 million.

The following table sets forth an interest rate sensitivity analysis of a hypothetical 100 basis point change in interest rates. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur:

<i>Interest Rate Sensitivity</i>	Effect on other comprehensive income, before tax	
	2022	2021
	(U.S. \$ in thousands)	
Change in market value of marketable debt investments:		
Interest Rate +100bps, decrease in market value of marketable debt investments	\$ (284)	\$ (1,888)
Interest Rate -100bps, increase in market value of marketable debt investments	284	259
Change in market value of interest rate swap:		
Interest Rate +100bps, increase in market value of interest rate swaps	\$ 17,624	\$ 24,845
Interest Rate -100bps, decrease in market value of interest rate swaps	(18,789)	(20,635)

Credit risk

The Group is exposed to credit risk arising from cash and cash equivalents, deposits with banks and financial institutions, investments, foreign exchange and interest rate derivative contracts, as well as credit exposures to customers, including outstanding receivables and committed transactions. Credit risk is managed on a Group basis.

The Group has a minimum credit rating requirement for banks and financial institutions with which it transacts. The Group's investments are governed by a corporate investment policy with a minimum credit rating and concentration limits for all securities.

The Group is exposed to credit risk in the event of non-performance by the counterparties to our foreign exchange and interest rate derivative contracts and our capped call transactions at maturity. To reduce the credit risk, we continuously monitor credit quality of our counterparties to such derivatives. We believe the risk of non-performance under these contracts is remote.

The Group's customer base is highly diversified, thereby limiting credit risk. Our credit policy typically requires payment within 30-45 days, and we establish credit limits for each customer based on our internal guidelines. The Group does not hold collateral as security or call on other credit enhancements. The Group manages its credit risk with customers by closely monitoring its receivables and contract assets. We continuously monitor outstanding receivables locally to assess whether there is objective evidence that our trade receivables and contract assets are credit-impaired. An impairment analysis is performed at each reporting date using a provision matrix to measure

ECLs. The provision rates are based on days past due. Please refer to Note 9, “Trade Receivables” for the details of receivables, credit concentration, and ECL allowance.

Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting its obligations associated with its financial liabilities as they fall due. The Group’s primary source of cash is cash generated from business operations.

The table below presents the contractual undiscounted cash flows relating to the Group’s financial liabilities at the balance sheet date. The cash flows are grouped based on the remaining period to the contractual maturity date. The Group has sufficient funds, including its cash, cash equivalents, short-term investments, expected cash flows from operations and borrowing capacity from the Revolving Credit Facility, to meet these commitments as they become due. The Group may enter into financial transactions to secure additional funding to supplement existing cash flows or to maintain financial flexibility.

Contractual maturities of financial liabilities are as follows:

	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
	(U.S. \$ in thousands)				
As of June 30, 2022					
Financial liabilities:					
Trade and other payables	\$ 404,908	\$ —	\$ —	\$ —	\$ 404,908
Lease liabilities (1)	53,408	99,668	78,577	128,157	359,810
Derivative liabilities	23,288	812	—	—	24,100
Term loan facility	—	87,500	912,500	—	1,000,000
	<u>\$ 481,604</u>	<u>\$ 187,980</u>	<u>\$ 991,077</u>	<u>\$ 128,157</u>	<u>\$ 1,788,818</u>
As of June 30, 2021					
Financial liabilities:					
Trade and other payables	\$ 266,497	\$ —	\$ —	\$ —	\$ 266,497
Lease liabilities (1)	48,297	77,768	65,227	91,131	282,423
Derivative liabilities	11,438	669	—	—	12,107
Exchangeable senior notes (2)	1,109,593	—	—	—	1,109,593
	<u>\$ 1,435,825</u>	<u>\$ 78,437</u>	<u>\$ 65,227</u>	<u>\$ 91,131</u>	<u>\$ 1,670,620</u>

(1) Lease liabilities represent undiscounted lease payments excluding certain low-value and short-term leases, refer to Note 12, “Leases” for details.

(2) The amount related to Notes represent the if-exchanged value using stock price as of June 30, 2021. Refer to Note 16, “Debt” for details.

Capital risk management

For the purpose of the Group’s capital management, capital includes issued capital, share premium and all other capital reserves attributable to the equity holders of the parent. The primary objective of the Group’s capital structure management is to ensure that it maintains an appropriate capital structure to support its business and maximize shareholder value. The Group manages its capital structure and adjusts it based on business needs and economic conditions.

During the fiscal year ended June 30, 2018, the Group issued \$1.0 billion of the Notes for working capital and other corporate purposes, including acquiring complementary businesses, products, services or technologies. During the fiscal year ended June 30, 2021, the Group entered into a \$1.5 billion Credit Facility. The Group will use the net proceeds of the Credit Facility for general corporate purposes, including repayment of the then existing indebtedness. As of June 30, 2022, \$1.0 billion has been drawn under the Term Loan Facility, and we are in compliance with all related covenants. During the fiscal year 2022, the Company had fully settled the remaining principal amount of the Notes for aggregate consideration of \$1.5 billion in cash and unwound the related capped calls for net proceeds of \$135.5 million. Refer to Note 16, “Debt” for details.

To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares, or consider external financing alternatives. The Group does not have any present or future plan to pay dividends on its shares.

Fair Value Measurements

The following table presents the Group's financial assets and liabilities as of June 30, 2022, by level within the fair value hierarchy:

Description	Level 1	Level 2	Level 3	Total
	(U.S. \$ in thousands)			
Assets measured at fair value				
Cash and cash equivalents:				
Money market funds	\$ 555,247	\$ —	\$ —	\$ 555,247
Short-term investments:				
U.S. treasury securities	—	70,294	—	70,294
Certificates of deposit and time deposits	—	3,000	—	3,000
Current derivative assets:				
Derivative assets - foreign exchange hedging	—	389	—	389
Derivative assets - interest rate swaps	—	13,296	—	13,296
Non-current derivative assets:				
Derivative assets - interest rate swaps	—	30,367	—	30,367
Other non-current assets:				
Marketable equity securities	30,801	—	—	30,801
Non-marketable equity securities	—	—	126,995	126,995
Non-marketable debt securities	—	—	1,268	1,268
Total assets measured at fair value	\$ 586,048	\$ 117,346	\$ 128,263	\$ 831,657
Liabilities measured at fair value				
Current derivative liabilities:				
Derivative liabilities - foreign exchange hedging	\$ —	\$ 23,288	\$ —	\$ 23,288
Non-current derivative liabilities:				
Derivative liabilities - foreign exchange hedging	—	812	—	812
Total liabilities measured at fair value	\$ —	\$ 24,100	\$ —	\$ 24,100

The following table presents the Group's financial assets and liabilities as of June 30, 2021, by the level within the fair value hierarchy:

Description	Level 1	Level 2	Level 3	Total
	(U.S. \$ in thousands)			
Assets measured at fair value				
Cash and cash equivalents:				
Money market funds	\$ 20,966	\$ —	\$ —	\$ 20,966
Agency securities	—	4,600	—	4,600
Commercial paper	—	149,347	—	149,347
Short-term investments:				
U.S. treasury securities	—	209,948	—	209,948
Agency securities	—	5,752	—	5,752
Certificates of deposit and time deposits	—	6,653	—	6,653
Corporate debt securities	—	87,948	—	87,948
Municipal securities	—	2,700	—	2,700
Current derivative assets:				
Derivative assets - foreign exchange hedging	—	3,333	—	3,333
Derivative assets - capped call transactions	—	—	124,153	124,153
Non-current derivative assets:				
Derivative assets - interest rate swaps	—	3,147	—	3,147
Other non-current assets:				
Certificates of deposit and time deposits	—	2,600	—	2,600
Marketable equity securities	110,409	—	—	110,409
Non-marketable equity securities	—	—	11,750	11,750
Total assets measured at fair value	\$ 131,375	\$ 476,028	\$ 135,903	\$ 743,306
Liabilities measured at fair value				
Current derivative liabilities:				
Derivative liabilities - foreign exchange hedging	\$ —	\$ 8,058	\$ —	\$ 8,058
Derivative liabilities - interest rate swaps	—	3,380	—	3,380
Derivative liabilities - exchangeable feature of exchangeable senior notes	—	—	760,689	760,689
Non-current derivative liabilities:				
Derivative liabilities - foreign exchange hedging	—	669	—	669
Total liabilities measured at fair value	\$ —	\$ 12,107	\$ 760,689	\$ 772,796

Due to the short-term nature of trade receivables, contract assets and trade and other payables, their carrying amount is assumed to approximate their fair value.

Determination of fair value

The following table sets forth a description of the valuation techniques and the inputs used in fair value measurement:

Type	Level	Valuation Technique	Inputs
Money market fund	Level 1	Quoted price in active market	N/A
Marketable equity securities	Level 1	Quoted price in active market	N/A
Marketable debt securities	Level 2	Quoted market price to the extent possible or alternative pricing sources and models utilizing market observable inputs	N/A
Non-marketable equity securities	Level 3	Last financing round valuation	N/A
Non-marketable debt securities	Level 3	Discounted cash flow	Timing, probability, and amount of forecasted cash flows associated with liquidation of the securities
Foreign currency forward contracts	Level 2	Discounted cash flow	Foreign currency spot and forward rate Interest rate Credit quality of counterparties
Interest rate swaps	Level 2	Discounted cash flow	Forward and contract interest rates Credit quality of counterparties
Exchange feature of the Notes	Level 3	Black-Scholes option pricing models	Stock price Time to expiration of the options Stock price volatility Interest rate
	Level 2	September 30, 2021: Redemption settlement price*	Stock price Exchange ratio
Capped Call Derivatives	Level 3	Non-binding quoted price obtained from counterparty banks	N/A

*As of September 30, 2021, all outstanding Notes were called for redemption by the Company. As such, the Company used redemption settlement price as fair value.

Level 3 financial instruments disclosure

In April 2018, Atlassian US, Inc. (formerly known as Atlassian, Inc.), a wholly-owned subsidiary of the Company, issued \$1 billion in Notes and entered into related capped call transactions. Please refer to Note 16, "Debt," for details. Exchange and Capped Call Derivatives are classified as Level 3. The exchange feature of the Notes is valued using a Black-Scholes option pricing model as of June 30, 2021. The exchange feature of the Notes was transferred to Level 2 and was settled during fiscal year 2022. There were no other transfers between levels during the fiscal year 2022.

The following table presents the reconciliations of Level 3 financial instrument fair values:

	Capped Call	Embedded exchange feature of Notes	Non-marketable investments
	(U.S. \$ in thousands)		
Balance as of June 30, 2020	\$ 310,608	\$ (1,283,089)	\$ 3,750
Purchases	(203,093)	1,155,484	10,250
Gains (losses)			
Recognized in other non-operating expense, net	16,638	(633,084)	(2,000)
Recognized in other comprehensive income	—	—	(250)
Balance as of June 30, 2021	\$ 124,153	\$ (760,689)	\$ 11,750
Change in unrealized gains (losses) relating to assets and liabilities held as of June 30, 2021			
Recognized in other non-operating expense, net	\$ 14,764	\$ (308,820)	\$ (2,000)
Recognized in other comprehensive loss	—	—	(250)
Balance as of June 30, 2021	\$ 124,153	\$ (760,689)	\$ 11,750
Settlements or purchases	(135,497)	1,196,515	111,668
Gains (losses)			
Recognized in other non-operating expense, net	11,344	(435,826)	(2,100)
Recognized in other comprehensive income	—	—	6,945
Balance as of June 30, 2022	\$ —	\$ —	\$ 128,263
Change in unrealized gains (losses) relating to assets and liabilities held as of June 30, 2022			
Recognized in other non-operating expense, net	\$ —	\$ —	\$ (2,100)
Recognized in other comprehensive income	—	—	6,945

During the fiscal years 2022 and 2021, the Group made fifteen and five equity investments, respectively, totaling \$108.3 million and \$8.2 million, respectively, in privately-held technology companies' financing rounds.

Marketable debt investments

As of June 30, 2022, the Group's investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(U.S. \$ in thousands)			
U.S. treasury securities	\$ 70,947	\$ —	\$ (653)	\$ 70,294
Certificates of deposit and time deposits	3,000	—	—	3,000
Total marketable debt investments	\$ 73,947	\$ —	\$ (653)	\$ 73,294

As of June 30, 2022, the Group had \$73.3 million of investments which were classified as short-term investments on the Group's consolidated statements of financial position.

As of June 30, 2021, the Group's investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(U.S. \$ in thousands)			
U.S. treasury securities	\$ 209,567	\$ 407	\$ (26)	\$ 209,948
Agency securities	5,750	2	—	5,752
Certificates of deposit and time deposits	9,253	—	—	9,253
Corporate debt securities	87,626	322	—	87,948
Municipal securities	2,700	—	—	2,700
Total marketable debt investments	<u>\$ 314,896</u>	<u>\$ 731</u>	<u>\$ (26)</u>	<u>\$ 315,601</u>

As of June 30, 2021, the Group had \$313.0 million of investments which were classified as short-term investments on the Group's consolidated statements of financial position. Additionally, the Group had certificates of deposit and time deposits totaling \$2.6 million which were classified as long-term and were included in other non-current assets on the Group's consolidated statements of financial position.

Strategic investments

As of June 30, 2022, the Group's strategic investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(U.S. \$ in thousands)			
Marketable equity securities	\$ 10,270	\$ 20,531	\$ —	\$ 30,801
Non-marketable equity securities	120,300	6,695	—	126,995
Non-marketable debt securities	5,368	—	(4,100)	1,268
Total strategic investments	<u>\$ 135,938</u>	<u>\$ 27,226</u>	<u>\$ (4,100)</u>	<u>\$ 159,064</u>

As of June 30, 2021, the Group's strategic investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(U.S. \$ in thousands)			
Marketable equity securities	\$ 10,270	\$ 100,139	\$ —	\$ 110,409
Non-marketable equity securities	12,000	—	(250)	11,750
Non-marketable debt securities	2,000	—	(2,000)	—
Total strategic investments	<u>\$ 24,270</u>	<u>\$ 100,139</u>	<u>\$ (2,250)</u>	<u>\$ 122,159</u>

In December 2020, the Group sold marketable equity securities following an assessment of its investments. The aggregate fair values of the marketable equity securities on the dates of sale were \$38.1 million and the accumulated gains recognized in other comprehensive income were \$28.1 million.

The effects of the Group's investments on the consolidated financial statements were as follows (amounts presented are prior to any income tax effects):

	Fiscal Year Ended June 30,		
	2022	2021	2020
(U.S. \$ in thousands)			
Unrealized fair value movements on marketable debt investments recognized in other comprehensive income	\$ (831)	\$ (4,779)	\$ 5,750
Gains recognized into profit or loss on sale of debt investments	527	65	697
Unrealized fair value movements on non-marketable debt securities recognized in other non-operating expense, net	(2,100)	(2,000)	—
Fair value movements on marketable equity investments recognized in other comprehensive income	(79,608)	48,330	41,255
Fair value movements on non-marketable equity investments recognized in other comprehensive income	6,945	(250)	—

The table below summarizes the Group's debt investments by remaining contractual maturity based on the effective maturity date:

	As of June 30,	
	2022	2021
(U.S. \$ in thousands)		
Recorded as follows:		
Due in one year or less	\$ 73,294	\$ 265,679
Due after one year	—	49,922
Total investments	<u>\$ 73,294</u>	<u>\$ 315,601</u>

Derivative financial instruments

The Group has derivative instruments that are used for hedging activities as discussed below and derivative instruments relating to the Notes and the capped calls as discussed in Note 16, "Debt."

The fair values of the hedging derivative instruments were as follows:

	Statement of Financial Position Location	As of June 30,	
		2022	2021
(U.S. \$ in thousands)			
Derivative assets - hedging			
Derivatives designated as hedging instruments:			
Foreign exchange forward contracts	Current derivative assets	\$ —	\$ 3,325
Interest rate swaps	Current derivative assets	13,296	—
Interest rate swaps	Other non-current assets	30,367	3,147
Derivatives not designated as hedging instruments:			
Foreign exchange forward contracts	Current derivative assets	389	8
Total derivative assets		<u>\$ 44,052</u>	<u>\$ 6,480</u>
Derivative liabilities - hedging			
Derivatives designated as hedging instruments:			
Foreign exchange forward contracts	Current derivative liabilities	\$ 18,208	\$ 5,336
Foreign exchange forward contracts	Other non-current liabilities	812	669
Interest rate swaps	Current derivative liabilities	—	3,380
Derivatives not designated as hedging instruments:			
Foreign exchange forward contracts	Current derivative liabilities	5,080	2,722
Total derivative liabilities		<u>\$ 24,100</u>	<u>\$ 12,107</u>

The following table sets forth the notional amounts of our hedging derivative instruments as of June 30, 2022:

	Notional Amounts of Derivative Instruments					
	Notional Amount by Term to Maturity			Classification by Notional Amount		
	Under 12 months	Over 12 months	Total	Cash Flow Hedge	Non Hedge	Total
(U.S. \$ in thousands except average forward rate and average interest rate)						
Forward contracts:						
AUD/USD forward contracts:						
Notional amount	\$ 593,155	\$ 37,015	\$ 630,170	\$ 401,534	\$ 228,636	\$ 630,170
Average forward rate	0.7180	0.7038	0.7171	0.7248	0.7037	0.7171
EUR/USD forward contracts:						
Notional amount	19,368	—	19,368	—	19,368	19,368
Average forward rate	1.0617	—	1.0617	—	1.0617	1.0617
Total	<u>\$ 612,523</u>	<u>\$ 37,015</u>	<u>\$ 649,538</u>	<u>\$ 401,534</u>	<u>\$ 248,004</u>	<u>\$ 649,538</u>
Interest rate swaps:						
Notional amount	\$ —	\$ 650,000	\$ 650,000	\$ 650,000	\$ —	\$ 650,000
Average interest rate		0.81 %	0.81 %	0.81 %		0.81 %

The following table sets forth the notional amounts of our hedging derivative instruments as of June 30, 2021:

	Notional Amounts of Derivative Instruments					
	Notional Amount by Term to Maturity			Classification by Notional Amount		
	Under 12 months	Over 12 months	Total	Cash Flow Hedge	Non Hedge	Total
	(U.S. \$ in thousands except average forward rate and average interest rate)					
AUD/USD forward contracts:						
Notional amount	\$ 623,321	\$ 24,627	\$ 647,948	\$ 397,184	\$ 250,764	\$ 647,948
Average forward rate	0.7563	0.7718	0.7569	0.7563	0.7579	0.7569
EUR/USD forward contracts:						
Notional amount	11,040	—	11,040	—	11,040	11,040
Average forward rate	1.2025	—	1.2025	—	1.2025	1.2025
Total	\$ 634,361	\$ 24,627	\$ 658,988	\$ 397,184	\$ 261,804	\$ 658,988
Interest rate swaps:						
Notional amount	\$ —	\$ 650,000	\$ 650,000	\$ 650,000	\$ —	\$ 650,000
Average interest rate		0.81 %	0.81 %	0.81 %		0.81 %

The effects of derivatives designated as hedging instruments on our consolidated financial statements were as follows (amounts presented are prior to any income tax effects):

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Forward contracts:			
Gross unrealized gains (losses) recognized in other comprehensive income (loss)	\$ (29,192)	\$ 19,302	\$ 3,048
Net gains (losses) reclassified from cash flow hedge reserve into profit or loss - effective portion	\$ (12,864)	\$ 35,077	\$ (13,663)
Recognized in cost of revenues	(525)	1,326	(807)
Recognized in research and development	(10,513)	28,490	(9,647)
Recognized in marketing and sales	(220)	400	(273)
Recognized in general and administrative	(1,606)	4,861	(2,936)
Change in fair value used for measuring ineffectiveness:			
Cash flow hedging instruments	\$ (29,295)	\$ 19,312	\$ 2,889
Hedged item - highly probable forecast purchases	(29,192)	19,302	3,048
Gains (losses) recognized into general and administrative - ineffective portion	(103)	10	(159)
Interest rate swaps:			
Gross unrealized gain recognized in other comprehensive income	\$ 40,613	\$ (233)	\$ —
Net loss reclassified from interest rate swap reserve into finance cost	(3,153)	—	—

6. Other Non-Operating Expense, Net

Other non-operating expense, net consisted of the following:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Net loss on exchange derivative and capped calls	\$ (424,482)	\$ (616,446)	\$ (335,953)
Foreign currency exchange gain (loss), net	2,695	4,054	910
Contributions to Atlassian Foundation	(9,742)	(7,809)	(5,282)
Other income (expense)	(3,059)	(558)	1,839
Other non-operating expense, net	<u>\$ (434,588)</u>	<u>\$ (620,759)</u>	<u>\$ (338,486)</u>

7. Expenses

Loss before income tax expense included the following expenses:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Depreciation:			
Equipment	\$ 1,641	\$ 2,150	\$ 2,077
Computer hardware and software	1,648	1,897	1,096
Furniture and fittings	3,180	3,442	3,000
Leasehold improvements	12,296	16,053	13,563
Total depreciation	<u>18,765</u>	<u>23,542</u>	<u>19,736</u>
Amortization:			
Patents and trademarks	1,305	1,124	5,377
Customer relationships	8,652	8,939	8,086
Acquired developed technology	22,441	21,691	29,072
Total amortization	<u>32,398</u>	<u>31,754</u>	<u>42,535</u>
Total depreciation and amortization	<u>\$ 51,163</u>	<u>\$ 55,296</u>	<u>\$ 62,271</u>
Employee benefits expense:			
Salaries and wages	880,421	\$ 637,143	\$ 467,718
Variable compensation	169,695	106,835	82,851
Payroll taxes	88,878	68,543	53,189
Share-based payment expense	707,087	385,732	313,395
Defined contribution plan expense	54,441	39,116	29,783
Contractor expense	29,241	26,589	35,343
Other	124,416	83,350	63,362
Total employee benefits expense	<u>\$ 2,054,179</u>	<u>\$ 1,347,308</u>	<u>\$ 1,045,641</u>
Impairment:			
Right of use assets	—	3,759	—
Property and equipment	—	3,676	—
Total impairment	<u>\$ —</u>	<u>\$ 7,435</u>	<u>\$ —</u>

The impairment charge during fiscal year 2021 was related to our leased office space. During fiscal year 2021, the Group elected to early terminate one of our office leases. The recoverable amount of the related lease assets including right-of-use assets and leasehold improvement was determined to be zero. The impairment charge was classified within the statement of operations as follows:

	Fiscal Year Ended June 30, 2021	
	(U.S. \$ in thousands)	
Cost of revenues	\$	1,710
Research and development		3,217
Marketing and sales		195
General and administrative		2,313

8. Income Tax

The major components of income tax expense for the fiscal years ended 2022, 2021 and 2020 are as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Current income tax:			
Current income tax charge	\$ (51,417)	\$ (74,126)	\$ (25,715)
Adjustments in respect of current income tax of previous years	(472)	702	1,276
Deferred tax:			
Benefit relating to origination and reversal of temporary differences	2,186	11,422	18,702
Adjustments in respect of temporary differences of previous years	151	351	1,292
Income tax expense	\$ (49,552)	\$ (61,651)	\$ (4,445)

A reconciliation between income tax expense and the product of accounting loss multiplied by the UK's domestic tax rate for the fiscal years ended 2022, 2021 and 2020, is as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Loss before income tax expense	\$ (564,572)	\$ (634,664)	\$ (346,209)
At the United Kingdom's statutory income tax rate of 19% in fiscal years 2022, 2021 and 2020	107,269	120,586	65,688
Tax effect of amounts that are not taxable (deductible) in calculating taxable income:			
Research and development incentive	15,597	7,693	6,816
Non-deductible charges relating to exchangeable senior notes	(92,275)	(149,265)	(80,262)
Share-based payment	(9,162)	(14,674)	(10,619)
Foreign tax credits not utilized	(518)	(166)	(93)
Foreign tax paid	9,105	15,797	4,765
Foreign tax rate differential	30,879	(9,008)	1,416
Adjustment to unrecognized deferred tax balance	(102,986)	(37,062)	8,835
Other items, net	(7,140)	3,395	(3,559)
	(49,231)	(62,704)	(7,013)
Adjustments in respect to current income tax of previous years	(472)	702	1,276
Adjustments in respect to deferred income tax of previous years	151	351	1,292
Income tax expense	\$ (49,552)	\$ (61,651)	\$ (4,445)

In March 2021, the UK announced an increase in the main corporate tax rate from 19% to 25%, effective for financial years beginning after April 1, 2023. Due to the magnitude of our UK operations, this change is not expected to have a material impact to the Company.

Details of deferred taxes, recognized and unrecognized:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Depreciation for tax purposes	\$ 2,143	\$ 275
Provisions, accruals and prepayments	(3,245)	(1,427)
Deferred revenue	2,963	(948)
Unrealized foreign currency exchange losses (gains)	(3,450)	9
Unrealized investment gains	(16,205)	(23,150)
Carried forward tax losses	8,101	7,610
Carried forward tax credits—credited to profit and loss	13,557	9,129
Intangible assets	10,409	15,555
Tax benefit from share plans—income	1,651	1,143
Tax benefit from share plans—equity	133	733
Other, net	246	620
Deferred tax assets, net	<u>\$ 16,303</u>	<u>\$ 9,549</u>
Reflected in the consolidated statements of financial position as follows:		
Deferred tax assets	\$ 42,760	\$ 36,174
Deferred tax liabilities	(26,457)	(26,625)
Deferred tax assets, net	<u>\$ 16,303</u>	<u>\$ 9,549</u>
Items for which no deferred tax asset has been recognized:		
Depreciation and amortization for tax purposes	\$ 15,720	\$ 9,747
Provisions, accruals and prepayments	61,597	45,711
Deferred revenue	161,508	86,722
Unrealized foreign currency exchange gains	2,484	3,569
Unused tax losses	1,005,649	814,106
Intangible assets	1,527,714	1,682,610
Tax benefit from share plans- income	76,843	69,113
Tax benefit from share plans- equity	15,402	74,631
Carried forward tax credits- credited to profit and loss	142,178	100,251
Unrealized loss on investments	11,169	1,541
Other, net	38,561	28,063
	<u>\$ 3,058,825</u>	<u>\$ 2,916,064</u>

Details of deferred tax benefits and expenses:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Depreciation for tax purposes	\$ 1,691	\$ (215)	\$ (2,564)
Provisions, accruals and prepayments	(1,697)	(1,843)	(7,164)
Deferred revenue	1,291	(1,198)	(23,932)
Unrealized foreign currency exchange losses (gains)	(802)	1,422	(101)
Unrealized investment losses (gains)	8	5,269	(405)
Carried forward tax losses (gains)	1,966	1,970	(409)
Carried forward tax credits—credited to profit and loss	6,757	5,555	(3,005)
Intangible assets	(3,853)	44	13,095
Tax benefit from share plans—income	718	162	331
Tax benefit (expense) from share plans—equity	(870)	(704)	300
Deferred foreign taxes	—	—	10,605
Other, net	(2,872)	1,311	(2,667)
Deferred tax benefit (expense)	<u>\$ 2,337</u>	<u>\$ 11,773</u>	<u>\$ (15,916)</u>

Reconciliation of net deferred tax assets:

	2022	2021
	(U.S. \$ in thousands)	
Balance at the beginning of	\$ 9,549	\$ 4,047
Deferred tax expense for the year	2,337	11,773
Credited (Debited) to equity	6,975	(6,147)
Impact from business combinations	(733)	(97)
Currency revaluation impact	(341)	(27)
Balance at the end of	<u>\$ 16,303</u>	<u>\$ 9,549</u>

The assessment of the realizability of the Australian and U.S. deferred tax assets is based on all available positive and negative evidence. Such evidence includes, but is not limited to, recent cumulative earnings or losses, expectations of future taxable income by taxing jurisdiction, and the carry-forward periods available for the utilization of deferred tax assets. The assessment of the recoverability of Australian and U.S. deferred tax assets will not change until there is sufficient evidence to support their realizability. The Group will continue to assess and record any necessary changes to align its deferred tax assets to their realizable value.

The Group does not have any material deferred tax liabilities associated with investments in its subsidiaries.

The Group recognizes certain amounts directly in equity including current tax benefits related to tax deductions in excess of cumulative book expense for share based payment awards, deferred tax benefits related to revaluing its deferred tax assets for share based payment awards to fair market value at each reporting date, and deferred tax expense or benefit related to unrealized gains and losses that are recorded in other comprehensive income.

	2022	2021
	(U.S. \$ in thousands)	
Amounts recognized directly in equity:		
Net deferred tax—credited (debited) directly to equity	<u>\$ 6,975</u>	<u>\$ (6,147)</u>

The Group has the following losses and credits available for offsetting future profit and taxes:

	Expiration	Amount carried forward	Amount recognized as of June 30, 2022
(U.S. \$ in thousands)			
U.S. net operating loss (Pre - 2017 Tax Reform)	June 30, 2030-December 30, 2038	\$ 137,635	\$ 230
U.S. net operating loss (Post - 2017 Tax Reform)	None	4,290,309	7,172
State net operating loss- various states	June 30, 2024-June 30, 2041	1,269,537	685
UK net operating loss	None	14,602	—
U.S. research and development credits	June 30, 2025-June 30, 2041	98,885	813
State research and development credits- California	None	54,033	374
State research and development credits- Texas	June 30, 2036-June 30, 2041	6,157	6,157
Australia capital loss	None	4,637	—
India alternative minimum tax credits	March 31, 2036 - March 31, 2037	6,211	6,211
Poland research and development credits	June 30, 2026 - June 30, 2028	1,729	—

9. Trade Receivables

The Group's trade receivables consisted of the following:

	As of June 30,	
	2022	2021
(U.S. \$ in thousands)		
Gross trade receivables	\$ 312,172	\$ 173,849
Expected credit loss allowance	(4,045)	(376)
Total trade receivables	<u>\$ 308,127</u>	<u>\$ 173,473</u>

As of June 30, 2022 and 2021, no customer represented more than 10% of the total trade receivables balance.

Expected Credit Loss Allowance

The movements in the ECL allowance were as follows:

	(U.S. \$ in thousands)	
As of June 30, 2020	\$ 1,156	1,156
Change in estimate		(780)
As of June 30, 2021	\$ 376	376
Change in estimate		3,669
As of June 30, 2022	<u>\$ 4,045</u>	<u>4,045</u>

The following table sets forth the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Past due days			Total
	Current	< 90 days	> 90 days	
(U.S. \$ in thousands except ECL rate)				
As of June 30, 2022				
ECL rate	— %	3.3 %	23.1 %	
Trade receivables carrying amount	\$ 256,418	\$ 44,636	\$ 11,118	\$ 312,172
ECL allowance	—	1,479	2,566	4,045
As of June 30, 2021				
ECL rate	— %	0.3 %	20.9 %	
Trade receivables carrying amount	\$ 157,804	\$ 14,468	\$ 1,577	\$ 173,849
ECL allowance	6	41	329	376

For the purpose of the provision matrix, customers are clustered into different risk classes, mainly based on past due days of trade receivables. We also consider market information such as the country risk assessment of their country of origin, type of industry and objective evidence of credit impairment for individual receivables. Loss rates used to reflect lifetime ECL are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

10. Property and Equipment

Property and equipment, net consisted of the following:

	Equipment	Computer Hardware and Software	Furniture and Fittings	Leasehold Improvements and Other	Construction in progress*	Total
(U.S. \$ in thousands)						
As of June 30, 2021						
Opening cost balance	\$ 9,652	\$ 12,065	\$ 19,687	\$ 103,100	\$ 11,261	\$ 155,765
Additions	1,077	170	2,051	4,807	21,872	29,977
Transfer to assets held for sale	—	—	—	—	(35,123)	(35,123)
Disposals	(311)	(2,694)	(643)	(1,266)	—	(4,914)
Effect of change in exchange rates	12	(4)	93	355	1,990	2,446
Closing cost balance	10,430	9,537	21,188	106,996	—	148,151
Opening accumulated depreciation	(5,618)	(8,611)	(8,388)	(35,500)	—	(58,117)
Depreciation expense	(2,150)	(1,897)	(3,442)	(16,053)	—	(23,542)
Impairment	—	—	—	(3,676)	—	(3,676)
Effect of change in exchange rates	(7)	4	(31)	(99)	—	(133)
Disposals	230	1,442	602	1,264	—	3,538
Closing accumulated depreciation and impairment	(7,545)	(9,062)	(11,259)	(54,064)	—	(81,930)
Net book balance	\$ 2,885	\$ 475	\$ 9,929	\$ 52,932	\$ —	\$ 66,221
As of June 30, 2022						
Opening cost balance	\$ 10,430	\$ 9,537	\$ 21,188	\$ 106,996	\$ —	\$ 148,151
Additions	78	16,818	6,409	28,628	—	51,933
Disposals	(1,160)	(7,720)	(2,230)	(14,631)	—	(25,741)
Effect of change in exchange rates	(208)	(311)	(210)	(1,326)	—	(2,055)
Closing cost balance	9,140	18,324	25,157	119,667	—	172,288
Opening accumulated depreciation	(7,545)	(9,062)	(11,259)	(54,064)	—	(81,930)
Depreciation expense	(1,641)	(1,648)	(3,180)	(12,296)	—	(18,765)
Effect of change in exchange rates	130	88	119	1,083	—	1,420
Disposals	1,153	7,720	2,149	14,519	—	25,541
Closing accumulated depreciation and impairment	(7,903)	(2,902)	(12,171)	(50,758)	—	(73,734)
Net book balance	\$ 1,237	\$ 15,422	\$ 12,986	\$ 68,909	\$ —	\$ 98,554

*Construction in progress is related to the construction project associated with our new headquarters building in Sydney, Australia. As of June 30, 2021, construction in progress has been transferred to assets held for sale. Please refer to Note 14, "Other Balance Sheet Accounts," for details of the transaction.

11. Goodwill and Intangible Assets

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather tested for impairment at least annually during the fourth quarter, or when indicators of impairment exist.

Goodwill consisted of the following:

	Note	Goodwill (U.S. \$ in thousands)
Balance as of June 30, 2020		\$ 645,140
Additions	13	80,649
Effect of change in exchange rates		(31)
Balance as of June 30, 2021		\$ 725,758
Additions	13	9,361
Effect of change in exchange rates		(2,453)
Balance as of June 30, 2022		\$ 732,666

Additions to goodwill during fiscal year 2022 were as a result of an acquisition completed during the fiscal year. Additions to goodwill during fiscal year 2021 were as a result of the acquisitions completed during the fiscal year including, primarily Mindville AB ("Mindville") and Chart.io, Inc. ("Chartio"). See Note 13, "Business combinations" for additional information regarding acquisitions.

Intangible assets

Intangible assets consisted of the following:

	Patents, Trademarks and Other Rights	Acquired Developed Technology	Customer Relationships	Total
	(U.S. \$ in thousands)			
As of June 30, 2021				
Opening cost balance	\$ 27,795	\$ 214,744	\$ 128,502	\$ 371,041
Additions	1,800	23,005	1,849	26,654
Disposals	(220)	(6,900)	(310)	(7,430)
Closing cost balance	<u>29,375</u>	<u>230,849</u>	<u>130,041</u>	<u>390,265</u>
Opening accumulated amortization	(23,205)	(147,146)	(71,000)	(241,351)
Amortization charge	(1,124)	(21,691)	(8,939)	(31,754)
Disposals	220	6,900	310	7,430
Closing accumulated amortization	<u>(24,109)</u>	<u>(161,937)</u>	<u>(79,629)</u>	<u>(265,675)</u>
Net book balance	<u>\$ 5,266</u>	<u>\$ 68,912</u>	<u>\$ 50,412</u>	<u>\$ 124,590</u>
As of June 30, 2022				
Opening cost balance	\$ 29,375	\$ 230,849	\$ 130,041	\$ 390,265
Additions	4,018	3,769	861	8,648
Disposals	—	—	(1,400)	(1,400)
Closing cost balance	<u>33,393</u>	<u>234,618</u>	<u>129,502</u>	<u>397,513</u>
Opening accumulated amortization	(24,109)	(161,937)	(79,629)	(265,675)
Amortization charge	(1,305)	(22,441)	(8,652)	(32,398)
Disposals	—	—	1,400	1,400
Closing accumulated amortization	<u>(25,414)</u>	<u>(184,378)</u>	<u>(86,881)</u>	<u>(296,673)</u>
Net book balance	<u>\$ 7,979</u>	<u>\$ 50,240</u>	<u>\$ 42,621</u>	<u>\$ 100,840</u>

As of June 30, 2022, no development costs have qualified for capitalization, and all development costs have been expensed as incurred.

As of June 30, 2022, the remaining amortization period for patents, trademarks and other rights ranged from one year to nine years. The remaining amortization period for acquired developed technology ranged from approximately one year to four years. The remaining amortization period for customer relationships ranged from one year to six years.

12. Leases

The Group leases various offices in locations including, Sydney, Australia; the San Francisco Bay Area, California, New York, New York, Austin, Texas, and Boston, Massachusetts, in the United States; Amsterdam, the Netherlands; Manila, the Philippines; Bengaluru, India; Yokohama, Japan; and Gdansk, Poland under leases expiring within one to twelve years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated. We do not assume renewals in our determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Our lease agreements generally do not contain any material residual value guarantees or material restrictive covenants.

The following table sets forth the carrying amounts of our right-of-use assets and lease obligations and the movements during the fiscal years ended June 30, 2022 and 2021:

	Fiscal Year Ended June 30,	
	2022	2021
(U.S. \$ in thousands)		
Right-of-use assets		
Balance at the beginning of period	\$ 205,300	\$ 217,683
Additions	105,592	28,939
Disposals	—	(256)
Depreciation expense	(42,795)	(37,552)
Effect of change in exchange rates	(769)	245
Impairment of right-of-use asset	—	(3,759)
Balance at the end of period	<u>\$ 267,328</u>	<u>\$ 205,300</u>
Lease obligations		
Balance at the beginning of period	\$ 256,549	\$ 264,568
Additions	105,961	27,042
Disposals	—	(270)
Interest expense	7,257	7,019
Payments	(49,142)	(44,874)
Effect of change in exchange rates	(5,553)	3,064
Balance at the end of period	<u>\$ 315,072</u>	<u>\$ 256,549</u>
Lease obligations, current	\$ 40,638	\$ 42,446
Lease obligations, non-current	274,434	214,103
Total lease obligations, as the end of period	<u>\$ 315,072</u>	<u>\$ 256,549</u>

The following table presents supplemental information about our leases:

	Fiscal Year Ended June 30,	
	2022	2021
Short-term leases and low value leases expense:		
Short-term leases expense	\$ 363	\$ 336
Low value leases expense	\$ 2,198	\$ 1,436
Cash outflows:		
Principal portion of the lease obligations	\$ 41,885	\$ 37,855
Interest portion of the lease obligations	7,257	7,019
Short-term leases and low value leases	2,035	2,999
Total cash outflows	\$ 51,177	\$ 47,873

As of June 30, 2022, we have entered into an Agreement for Lease (the "AFL") for our new global headquarters in Sydney, Australia (the "Australian HQ Property"). Following completion of the development of the Australian HQ Property, the AFL requires the Group to enter into a lease agreement for the planned headquarters office space. The lease is expected to commence in fiscal year 2027 and will continue for 15 years, with the Group's option to extend the term for up to two additional ten-year periods. Future lease payments are approximately \$1.0 billion for the initial term of 15 years. Please refer to Note 14, "Other Balance Sheet Accounts," for details of the transaction.

13. Business Combinations

Fiscal year 2022

We acquired a company primarily to expand our products and services offerings during the fiscal year ended June 30, 2022. The acquisition is not significant to our consolidated financial statements.

Fiscal year 2021

Mindville

On July 24, 2020, we acquired 100% of the outstanding equity of Mindville, an asset and configuration management company based in Sweden. Total purchase price consideration for Mindville was approximately \$36.4 million in cash. In addition, the Company granted \$12.0 million worth of restricted shares of the Company to key employees of Mindville, which are subject to future vesting provisions based on service conditions and accounted for as share based compensation. For details of restricted shares, please refer to Note 22, "Share-based Payments."

With the acquisition of Mindville, Atlassian brings critical configuration management database capabilities to Jira Service Management to better meet the needs of its IT customers. We have included the financial results of Mindville in our consolidated financial statements from the date of acquisition, which have not been material. Pro forma results of operations have not been presented for the twelve months ended June 30, 2021 because the effect of the acquisition was not material to the financial statements.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition:

	Fair Value	
	(U.S. \$ in thousands)	
Cash and cash equivalents	\$	1,235
Tax receivables, current		166
Prepaid expenses and other current assets		668
Property and equipment, net		52
Right-of-use assets, net		403
Intangible assets		9,600
Goodwill		30,039
Trade and other payables		(492)
Tax liabilities		(23)
Provisions, current		(135)
Deferred revenue		(1,300)
Lease obligations, current		(268)
Deferred tax liabilities		(2,694)
Lease obligations, non-current		(136)
Other non-current liabilities		(669)
Net assets acquired	\$	<u>36,446</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities. The goodwill balance is deductible in the U.S. and not deductible in Sweden for income tax purposes. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets were based on management's estimates and assumptions. The deferred tax liabilities were primarily a result of the difference in the book basis and tax basis related to the identifiable intangible assets. Transaction costs of \$1.1 million were expensed as incurred, which was included in general and administrative expenses.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

	Fair Value	Useful Life
	(U.S. \$ in thousands)	(years)
Developed technology	\$ 8,200	5
Customer relationships	1,400	5
Total intangible assets subject to amortization	<u>\$ 9,600</u>	

The amount recorded for developed technology represents the estimated fair value of Mindville's asset and configuration management solution. The amount recorded for customer relationships represents the fair value of the underlying relationships with Mindville's customers. The purchase price allocation was finalized in fiscal year 2022 without further adjustment.

Chartio

On February 26, 2021, we acquired 100% of the outstanding equity of Chart.io, Inc. ("Chartio"), a data analytics and visualization tool that allows users to create dashboards and charts using their various data sources. Total purchase price consideration for Chartio was approximately \$45.6 million, consisting of \$45.0 million in cash and \$0.6 million in equity. In addition, the Company granted \$4.5 million worth of restricted shares of the Company to key employees of Chartio, which are subject to future vesting provisions based on service conditions and accounted for as share based compensation.

The acquisition of Chartio brings an analytics and data visualization solution to Atlassian's products, including Jira Software, Jira Align and Jira Service Management. We have included the financial results of Chartio in our

consolidated financial statements from the date of acquisition. Pro forma results of operations have not been presented for the twelve months ended June 30, 2021 because the effect of the acquisition was not material to the financial statements.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition:

	Fair Value	
	(U.S. \$ in thousands)	
Cash and cash equivalents	\$	1,035
Accounts receivable		266
Prepaid and other assets		40
Deferred tax assets		3,133
Developed technology		12,400
Goodwill		33,437
Deferred revenue		(682)
Trade and other payables		(674)
Deferred tax liabilities		(3,387)
Net assets acquired	\$	<u>45,568</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities. The goodwill balance is not deductible in the U.S. for income tax purposes. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets were based on management's estimates and assumptions. The fair value of acquired receivables approximates the gross contractual amounts receivable. The deferred tax liabilities were primarily a result of the difference in the book basis and tax basis related to the identifiable intangible assets. The amount recorded for developed technology of \$12.4 million represents the estimated fair value of Chartio's data visualization technology and is amortized over six years. The purchase price allocation was finalized in fiscal year 2022 without further adjustment.

Other fiscal year 2021 business combinations

On October 27, 2020, we acquired 100% of the outstanding equity of a privately held company in Poland that primarily provided outsourced software development and support services to Atlassian for a cash consideration of approximately \$10.6 million. The purchase price was allocated to net liabilities of \$0.7 million and goodwill of \$11.3 million. The goodwill balance is primarily attributed to the assembled workforce and is deductible in the U.S. and not deductible in Poland for income tax purposes.

On April 12, 2021, we acquired 100% of the outstanding equity of a privately held company in Australia which sells a no-code/low-code form builder for Jira for a cash consideration of approximately \$9.2 million. The purchase price was allocated to net assets of \$0.3 million, developed technology of \$2.4 million, customer relationship of \$0.5 million and goodwill of \$6.0 million. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities. The goodwill balance is deductible in the U.S. and not deductible in Australia for income tax purposes.

Fiscal Year 2020

Code Barrel

On October 15, 2019, we acquired 100% of the outstanding equity of Code Barrel, a workflow automation tool for Jira. Total purchase price consideration for Code Barrel was approximately \$39.1 million in cash. In addition, the Company granted \$27.0 million worth of restricted shares of the Company to key employees of Code Barrel, which are subject to future vesting provisions based on service conditions and accounted for as share-based compensation.

Code Barrel is the creator of 'Automation for Jira,' a tool for easily automating several aspects of Jira. The acquisition of Code Barrel enhances Jira by helping customers automate more of the time-consuming and error-prone tasks in Jira. We have included the financial results of Code Barrel in our consolidated financial statements from the date of acquisition, which have not been material. Pro forma results of operations have not been presented for the twelve months ended June 30, 2022 because the effect of the acquisition was not material to the financial statements.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition:

	Fair Value
	(U.S. \$ in thousands)
Cash and cash equivalents	\$ 1,970
Intangible assets	15,900
Goodwill	23,124
Trade and other payables	(617)
Deferred revenue	(600)
Deferred tax liabilities	(639)
Net assets acquired	<u>\$ 39,138</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities. The goodwill balance is deductible in Australia and not deductible in the U.S. for income tax purposes. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets were based on management's estimates and assumptions. The deferred tax liabilities were primarily a result of the difference in the book basis and tax basis related to the identifiable intangible assets.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

	Fair Value	Useful Life
	(U.S. \$ in thousands)	(years)
Developed technology	\$ 13,700	4
Customer relationships	1,800	3
Trade name	400	1
Total intangible assets subject to amortization	<u>\$ 15,900</u>	

The amount recorded for developed technology represents the estimated fair value of Code Barrel's workflow automation technology. The amount recorded for customer relationships represents the fair value of the underlying relationships with Code Barrel's customers. The amount recorded for trade name represents the fair value of Code Barrel's brand recognition as of acquisition date. The purchase price allocation was finalized in fiscal year 2021 without further adjustment.

Halp

On May 11, 2020, we acquired 100% of the outstanding equity of Halp, a message-based conversational help desk ticketing solution. Total purchase price consideration for Halp was approximately \$17.6 million, which consisted of approximately \$17.0 million in cash and \$0.6 million in fair value of replacement shares attributable to service provided prior to acquisition. The Company issued 9,929 replacement shares and the fair value of the replacement shares was based on grant date stock price of the Company. In addition, the Company granted \$4.1 million worth of restricted shares of the Company to key employees of Halp, which are subject to future vesting provisions based on service conditions and accounted for as share based compensation.

We acquired Halp to provide customers a standalone solution that allows them to turn their internal messaging tool into a help desk. For customers using Jira Service Management or similar service management tools, Halp integrates their messaging tool seamlessly with their established workflows. We have included the financial results of Halp in our consolidated financial statements from the date of acquisition, which have not been

material to date. Pro forma results of operations have not been presented for the twelve months ended June 30, 2020 because the effect of the acquisition was not material to the financial statements.

The following table summarizes the preliminary estimated fair values of assets acquired and liabilities assumed as of the date of acquisition:

	Fair Value	
	(U.S. \$ in thousands)	
Cash and cash equivalents	\$	664
Trade receivables		36
Prepaid expenses and other current assets		22
Deferred tax assets		475
Intangible assets		5,350
Goodwill		12,322
Deferred revenue		(50)
Deferred tax liabilities		(1,237)
Net assets acquired	\$	<u>17,582</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities. The goodwill balance is not deductible for income tax purposes. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets were based on management's estimates and assumptions. The fair value of acquired receivables approximates the gross contractual amounts receivable.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

	Fair Value		Useful Life	
	(U.S. \$ in thousands)		(years)	
Developed technology	\$	4,400	6	
Customer relationships		850	6	
Trade name		100	1	
Total intangible assets subject to amortization	\$	<u>5,350</u>		

The amount recorded for developed technology represents the estimated fair value of Halp's message-based help desk ticketing technology. The amount recorded for customer relationships represents the fair value of the underlying relationships with Halp's customers. The amount recorded for trade name represents the fair value of Halp's brand recognition as of the acquisition date. The purchase price allocation was finalized in fiscal year 2021 without further adjustment.

14. Other Balance Sheet Accounts

Cash and cash equivalents

Cash and cash equivalents consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Cash and bank deposits	\$ 820,959	\$ 739,042
Amounts due from third-party credit card processors	9,059	5,272
Money market funds	555,247	20,966
Commercial paper	—	149,347
Agency securities	—	4,600
Total cash and cash equivalents	<u>\$ 1,385,265</u>	<u>\$ 919,227</u>

The majority of the Group's cash and cash equivalents are held in bank deposits, money market funds and short-term investments which have a maturity of three months or less to enable us to meet our short-term liquidity requirements. Money market funds are quoted in active markets and are subject to insignificant risk of changes in value. The Group only purchases investment grade securities rated A- and above, which are highly liquid and subject to insignificant risk of changes in value.

Prepaid expenses and other current assets

Prepaid expenses and other current assets consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Prepaid expenses	\$ 40,384	\$ 33,923
Deferred commission	8,806	3,226
Accrued interest income on short-term investments	621	1,411
Other receivables	3,746	6,149
Other current assets	4,520	3,613
Total prepaid expenses and other current assets	<u>\$ 58,077</u>	<u>\$ 48,322</u>

Assets held for sale

During the fourth quarter of the fiscal year ended June 30, 2021, the Group committed to a plan to sell a controlling interest of our subsidiary, Vertical First Trust ("VFT"), which was established for the construction project associated with the Australian HQ Property. In July 2021, the Group entered into a term sheet with a buyer to effect the sale. The term sheet provides a framework for the buyer to invest in and develop the Australian HQ Property. In March 2022, the Group entered into a series of agreements with the buyer, including the Agreement for Lease. As part of the contemplated transactions and subject to certain contingencies, the buyer was to take control of VFT and construct the Australian HQ Property. The Group will retain a minority equity interest in Vertical First Trust. On July 20, 2022, the Group completed a non-cash sale of a controlling interest of VFT to the buyer as part of the contemplated transactions, please refer to Note 23, "Events after the reporting period," for details.

The assets were presented as held for sale in the consolidated statements of financial position as of June 30, 2022 and 2021 measured at the lower of carrying value or fair value less cost to sell.

The major assets classified as held for sale at June 30, 2022 and 2021 and were as follows:

	As of	
	June 30, 2022	June 30, 2021
	(U.S. \$ in thousands)	
Cash and cash equivalents	\$ 2,701	\$ 9,317
Property and equipment, net	\$ 57,482	\$ 34,092

The following table sets forth the carrying amounts of property and equipment, net in assets held for sale and the movements during the fiscal year ended June 30, 2022:

	Fiscal Year Ended June 30, 2022	
	(U.S. \$ in thousands)	
Balance at the beginning of period	\$ 34,092	\$ 34,092
Additions		26,899
Effect of change in exchange rates		(3,509)
Balance at the end of period	\$ 57,482	\$ 57,482

Other non-current assets

Other non-current assets consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Security deposits	\$ 948	\$ 4,267
Restricted cash	1,422	11,795
Derivative assets	30,367	3,147
Deferred commission	18,335	5,785
Other	9,668	12,642
Total other non-current assets	\$ 60,740	\$ 37,636

As of June 30, 2022 and 2021, the Group's restricted cash was primarily used for the benefit of employees through a deferred compensation plan and for commitments of standby letters of credit related to facility leases and was not available for the Group's use in its operations, respectively. As of June 30, 2021, the Group had certificates of deposit and time deposits totaling \$2.6 million, which were classified as long-term and were included in security deposits.

Trade and other payables

Trade and other payables consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Trade payables	\$ 67,355	\$ 40,366
Accrued expenses	161,599	101,940
Accrued bonus	126,687	91,894
Value-added tax payables	14,887	10,152
Current portion of contingent consideration	1,500	6,896
Customer deposits	9,718	8,832
Liabilities held for sale	17,564	949
Other payables	5,598	5,468
Total trade and other payables	\$ 404,908	\$ 266,497

Current provisions

Current provisions consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Employee benefits	\$ 32,796	\$ 24,690
Dilapidation provision	—	458
Total current provisions	\$ 32,796	\$ 25,148

Current provisions for employee benefits include accrued annual leave, long service leave and retention benefits. Long service leave covers all unconditional entitlements where employees have completed the required period of service and those where employees are entitled to pro rata payments.

The dilapidation provision relates to certain lease arrangements for office space entered into by the Group. These lease arrangements require the Group to restore each premises to its original condition upon lease termination. Accordingly, the Group records a provision for the present value of the estimated future costs to retire lease related assets at the expiration of these leases.

Non-current provisions

Non-current provisions consisted of the following:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Employee benefits	\$ 8,630	\$ 7,255
Dilapidation provision	5,174	5,180
Total non-current provisions	\$ 13,804	\$ 12,435

The non-current provision for employee benefits includes long service leave and retention benefits as described above. The dilapidation provision relates to certain lease arrangements for office space entered into by the Group as described above.

15. Revenue

Deferred revenues

We record deferred revenues when cash payments are received or due in advance of our performance, including amounts which are refundable. The changes in the balances of deferred revenue are as follows:

	Fiscal Year Ended June 30,	
	2022	2021
Balance, beginning of period	\$ 897,595	\$ 601,005
Additions	3,087,967	2,385,722
Subscription revenue	(2,096,706)	(1,324,064)
Maintenance revenue	(495,077)	(522,971)
Other revenue	(211,099)	(242,097)
Balance, end of period	<u>\$ 1,182,680</u>	<u>\$ 897,595</u>

The additions in the deferred revenue balance are primarily cash payments received or due in advance of satisfying our performance obligations.

For the fiscal years ended June 30, 2022 and 2021, approximately 29% and 27% of revenue recognized was from the deferred revenue balances at the beginning of each fiscal year, respectively.

Transaction price allocated to remaining performance obligations

Transaction price allocated to the remaining performance obligations represents contracted revenue that has not yet been recognized, which includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods. Transaction price allocated to the remaining performance obligations is influenced by several factors, including the timing of renewals, the timing of delivery of software licenses, average contract terms, and foreign currency exchange rates. Unbilled portions of the remaining performance obligations are subject to future economic risks including bankruptcies, regulatory changes and other market factors.

As of June 30, 2022, approximately \$1.3 billion of revenue is expected to be recognized from transaction price allocated to remaining performance obligations. We expect to recognize revenue on approximately 84% of these remaining performance obligations over the next 12 months with the balance recognized thereafter.

Disaggregated revenue

The Group's revenues by geographic region based on end-users who purchased our products or services are as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Americas:			
United States	\$ 1,230,801	\$ 901,389	\$ 700,893
Other Americas	178,067	127,092	101,606
Total Americas	\$ 1,408,868	\$ 1,028,481	\$ 802,499
EMEA:			
United Kingdom	\$ 187,863	\$ 139,411	\$ 110,887
Other EMEA	889,475	687,034	522,848
Total EMEA	\$ 1,077,338	\$ 826,445	\$ 633,735
Asia Pacific	\$ 316,676	\$ 234,206	\$ 177,939
Total revenues	\$ 2,802,882	\$ 2,089,132	\$ 1,614,173

No one customer has accounted for more than 10% of revenue for the fiscal years ended 2022, 2021, and 2020.

The Group provides different deployment options for our product offerings. Cloud offerings provide customers the right to use our software in a cloud-based infrastructure that we provide. Data Center offerings are on-premises term license agreements for our Data Center products, which are software licensed for a specified period, and includes support and maintenance service that is bundled with the license for the term of the license period. Server offerings include the license of software on a perpetual basis to customers for use on the customer's premises and support and maintenance service of unspecified future updates, upgrades and enhancements and technical product support. Marketplace and services offerings mainly include fees received for sales of third-party apps in the Atlassian Marketplace and services like premier support, technical account management, consulting and training. Premier support consists of subscription-based arrangements for a higher level of support across different deployment options, and revenues from this offering are included in Subscription revenues within our Consolidated Statements of Operations. For the fiscal years ended June 30, 2022, 2021 and 2020, premier support revenues were \$21.0 million, \$20.0 million, and \$21.1 million, respectively.

The Group's revenues by deployment options are as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ in thousands)		
Cloud	\$ 1,515,424	\$ 967,832	\$ 696,628
Data Center	560,319	336,273	213,678
Server	525,028	607,778	564,513
Marketplace and services	202,111	177,249	139,354
Total revenues	\$ 2,802,882	\$ 2,089,132	\$ 1,614,173

Deferred commissions

Deferred commissions are costs incurred to obtain a contract if such costs are recoverable, and consist primarily of sales commissions, related payroll taxes, and third-party referral fees. Incremental costs of obtaining a contract are earned on new and expansion contracts which are capitalized and amortized over the average period of benefit that we have determined to be four years, which is typically greater than the term of the initial customer

contract and reflects the average period of benefit, including anticipated renewals. We determine the period of benefit by taking into consideration the initial estimated customer life and the technological life and related significant features.

Amortization of capitalized contract costs are commensurate to the pattern of revenue recognition, or when the transfer of control of the related goods or services occurs. Therefore, a portion of commissions related to our Data Center offering is expensed when the control of the license is transferred to the customer, and all other commissions are amortized on a straight-line basis over the four-year period. Amortization of deferred commissions is included in marketing and sales expense in the consolidated statements of operations. We apply the practical expedient to expense costs as incurred for contract costs when the amortization period would have been one year or less. These costs include commissions on one-year renewal contracts as we have determined such commissions are commensurate with annual sales activities.

We periodically review these deferred commissions to determine whether events or changes in circumstances have occurred that could impact the period of benefit. There were no impairments of deferred commissions for fiscal year ended June 30, 2022 and 2021.

The changes in the balances of deferred commissions are as follows:

	Fiscal Year Ended June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Balance, beginning of period	\$ 9,011	\$ 4,495
Additions	24,302	7,450
Amortization expense	(6,172)	(2,934)
Balance, end of period	<u>\$ 27,141</u>	<u>\$ 9,011</u>
Deferred commission included in prepaid expenses and other current assets	\$ 8,806	\$ 3,226
Deferred commission included in other non-current assets	18,335	5,785
Total deferred commission, as the end of period	<u>\$ 27,141</u>	<u>\$ 9,011</u>

16. Debt

Exchangeable Senior Notes

2023 Exchangeable Senior Notes

In 2018, Atlassian US, Inc., a wholly owned subsidiary of the Company, issued \$1 billion in aggregate principal amount of Notes due on May 1, 2023. The Notes were senior, unsecured obligations of the Group, and were scheduled to mature on May 1, 2023, unless earlier exchanged, redeemed or repurchased. The Notes bore interest at a rate of 0.625% per year payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2018. The net proceeds from the offering of the Notes were approximately \$990.0 million, after deducting issuance cost. The Notes were classified as Level 2 instruments, and the estimated fair value of the Notes was \$1,151 million as of June 30, 2021.

In connection with the issuance of the Notes, the Company entered into privately negotiated capped call transactions with certain financial institutions. The aggregate cost of the capped calls was \$87.7 million. The capped call transactions were scheduled to expire in May 2023 and were required to be settled in cash. The capped call transactions were expected to generally offset cash payments due, limited by a capped price per share. The initial cap price of the capped call transactions was \$114.42 per share and was subject to certain adjustments under the terms of the capped call transactions. The fair value of capped call assets was \$124.2 million as of June 30, 2021. As of June 30, 2022, the Notes and the related capped call transactions were fully settled and no longer outstanding.

The exchange feature of the Notes required bifurcation from the Notes and was accounted for as a derivative liability. The capped call transactions were accounted for as derivative assets. The Notes embedded exchange

derivative and capped call assets were carried on the consolidated statements of financial position at their estimated fair values and were adjusted at the end of each reporting period, with unrealized gain or loss reflected in the consolidated statements of operations.

The current or non-current classification of the embedded exchange derivative liability and the capped calls asset corresponds with the classification of the Notes on the consolidated statements of financial position. The classification was evaluated at each balance sheet date. As of June 30, 2021, the closing price exchange condition has been met and the Notes, exchange derivative liability and the capped call assets were classified as current. Please refer to Note 5, "Financial Assets and Liabilities" for details on the valuation of exchange feature derivative liability and capped call assets.

During fiscal year 2021, we repurchased \$643.2 million principal amount of the Notes in privately-negotiated transactions for aggregate consideration of \$1.8 billion in cash. In addition, we settled \$4.7 million principal amount of the Notes through early exchange requests for aggregate consideration of \$12.8 million during fiscal year 2021. We unwound the corresponding portion of our capped calls for net proceeds of \$203.1 million.

During fiscal year 2022, we fully settled \$352.2 million principal amount of the Notes for aggregate consideration of \$1.5 billion in cash and unwound the corresponding portion of our capped calls for net proceeds of \$135.5 million.

The principal amount, unamortized debt discount, unamortized issuance costs and net carrying amount of the liability component of the Notes as of June 30, 2022 and 2021 were as follows:

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Principal amount	\$ —	\$ 352,171
Unamortized debt discount	—	(3,224)
Unamortized issuance cost	—	(148)
Net liability	<u>\$ —</u>	<u>\$ 348,799</u>

The effective interest rate, contractual interest expense and amortization of debt discount for the Notes for the fiscal year ended June 30, 2022 and 2021 were as follows:

	Fiscal Year Ended June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Effective interest rate	4.83 %	4.83 %
Contractual interest expense	\$ —	\$ 4,859
Amortization of debt discount	\$ 3,224	\$ 102,673
Amortization of issuance cost	\$ 148	\$ 4,703

Credit Facility

In October 2020, Atlassian US, Inc. entered into a \$1 billion Term Loan Facility and a \$500 million Revolving Credit Facility. The Group will use the net proceeds of the Credit Facility for general corporate purposes, including repayment of the then existing indebtedness. The Credit Facility matures in October 2025 and bears interest, at the Group's option, at a base rate plus a margin up to 0.50% or LIBOR rate plus a spread of 0.875% to 1.50%, in each case with such margin being determined by the Group's consolidated leverage ratio. The Revolving Credit Facility may be borrowed, repaid, and re-borrowed until its maturity, and the Group has the option to request an increase of \$250 million in certain circumstances. The Group may prepay the Credit Facility at its discretion without penalty. Commencing on October 31, 2023, we are obligated to repay the outstanding principal amount of the Credit Facility in installments on a quarterly basis in an amount equal to 1.25% of the Credit Facility borrowing amount until the maturity of the Credit Facility.

The Group is also obligated to pay a ticking fee and a commitment fee on the undrawn amounts of the Term Loan Facility and Revolving Credit Facility, respectively, at an annual rate ranging from 0.075% to 0.20%, determined by the Group's consolidated leverage ratio. The Credit Facility requires compliance with various financial and non-financial covenants, including affirmative and negative covenants. The financial covenants include a maximum consolidated leverage ratio of 3.5x, which increases to 4.5x during the period of four fiscal quarters immediately following a material acquisition. As of June 30, 2022, the Group was in compliance with all related covenants.

During the fiscal year ended June 30, 2022, the Group drew \$1.0 billion from the Term Loan Facility. The principal amount and unamortized issuance costs of the Term Loan as of June 30, 2022 were as follows:

	As of June 30, 2022
	(U.S. \$ in thousands)
Principal amount	\$ 1,000,000
Unamortized issuance cost	(581)
Net liability	<u>\$ 999,419</u>

The total contractual interest expense, including the ticking fee and commitment fee, for the Credit Facility was \$11.6 million for the fiscal year 2022.

Reconciliation of assets and liabilities arising from financing activities:

	Capped call assets	Exchangeable Notes, net	Embedded exchange feature of Notes	Term loan Facility
	(U.S. \$ in thousands)			
Balance as of June 30, 2020	\$ (310,608)	\$ 889,183	\$ 1,283,089	\$ —
Cash flows	203,093	(647,760)	(1,155,484)	—
Amortization of debt discount and issuance cost	—	107,376	—	—
Fair value changes	(16,638)	—	633,084	—
Accrual of interest	—	—	—	—
Balance as of June 30, 2021	\$ (124,153)	\$ 348,799	\$ 760,689	\$ —
Cash flows	135,497	(352,171)	(1,196,515)	1,000,000
Amortization of debt discount and issuance cost	—	3,372	—	160
Fair value changes	(11,344)	—	435,826	—
Other	—	—	—	(741)
Balance as of June 30, 2022	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 999,419</u>

17. Shareholders' Equity

Share capital

	As of June 30,		As of June 30,	
	2022	2021	2022	2021
	(number of shares)		(U.S. \$ in thousands)	
Details				
Class A ordinary shares	144,819,265	137,037,518	\$ 14,481	\$ 13,703
Class B ordinary shares	110,035,649	114,609,645	11,004	11,461
	<u>254,854,914</u>	<u>251,647,163</u>	<u>\$ 25,485</u>	<u>\$ 25,164</u>

Movements in Class A ordinary share capital

	Number of Shares	Amount
		(U.S. \$ in thousands)
Details		
Balance as of June 30, 2020	127,685,599	\$ 12,768
Conversion of Class B ordinary shares	5,152,036	515
Exercise of share options	390,802	39
Issuance for settlement of RSUs	3,468,136	347
Vesting of early exercised shares	340,945	34
Balance as of June 30, 2021	<u>137,037,518</u>	<u>\$ 13,703</u>
Conversion of Class B ordinary shares	4,573,996	457
Exercise of share options	42,973	4
Issuance for settlement of RSUs	2,958,190	296
Vesting of early exercised shares	206,588	21
Balance as of June 30, 2022	<u>144,819,265</u>	<u>\$ 14,481</u>

Class A shares as of June 30, 2022 and June 30, 2021 does not include 72,484 and 270,251 shares of restricted stock outstanding, respectively, that are subject to forfeiture or repurchase.

Movements in Class B ordinary share capital

	Number of Shares	Amount
		(U.S. \$ in thousands)
Details		
Balance as of June 30, 2020	119,761,681	\$ 11,976
Conversion to Class A ordinary shares	(5,152,036)	(515)
Balance as of June 30, 2021	<u>114,609,645</u>	<u>\$ 11,461</u>
Conversion to Class A ordinary shares	(4,573,996)	(457)
Balance as of June 30, 2022	<u>110,035,649</u>	<u>\$ 11,004</u>

Ordinary shares

Nominal value

Ordinary shares have a nominal value of \$0.10.

Conversion

If the aggregate number of Class B ordinary shares comprises less than 10% of the total shares of the Company then in issue, each Class B ordinary share will automatically convert into one Class A ordinary share.

Upon consent of at least 66.66% of the Class B ordinary shares, each Class B ordinary share will convert into one Class A ordinary share. A Class B ordinary shareholder may elect at any time to convert any of its Class B ordinary shares into Class A ordinary shares on a one-for-one basis. Upon a transfer of Class B ordinary shares to a person or entity that is not a permitted Class B ordinary share transferee as defined in the Company's articles of association, each transferred Class B ordinary share converts into one Class A ordinary share.

Dividend rights

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.

Voting rights

Each Class A ordinary share is entitled to one vote. Each Class B ordinary share is entitled to ten votes.

Share premium

Share premium consists of additional consideration for shares above the nominal value of shares in issue.

Other capital reserves

	As of June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Capital redemption reserve	\$ 98	\$ 98
Merger reserve	34,943	34,943
Share-based payments reserve	2,188,779	1,481,568
Other capital reserves	<u>\$ 2,223,820</u>	<u>\$ 1,516,609</u>

Capital redemption and merger reserves

The Company has capital redemption and merger reserves of \$35.0 million in total at June 30, 2022, 2021 and 2020. They are comprised of a \$98 thousand capital redemption reserve that is a non-distributable reserve arising on the redemption of redeemable shares and a \$34.9 million merger reserve representing the difference between the nominal value of the shares issued by the Company in a prior reorganization and the share capital and share premium account prior to reorganization.

Share-based payments reserve

Share-based payments represent the current period's expense related to the fair value of RSUs and share options issued to employees. Tax benefits from share plans represent the deferred tax benefit of share-based payments in excess of the expense already recognized over the life of the share-based award. The total deferred tax benefit is determined using the intrinsic value of the share-based award as at the reporting date. Issuance of ordinary shares for settlement of RSUs represents the release of ordinary shares to our employees as RSUs vest and reduces the share-based payments reserve.

Other components of equity

Cash flow hedge reserve

The change in fair value for the Group's derivatives designated as hedging instruments are recognized in other comprehensive income and accumulated in a separate reserve within equity. The effect of the cash flow hedges determined to be effective is reclassified to the consolidated statements of operations in the same period as the hedged transactions. Gains or losses related to ineffective portion of cash flow hedges, if any, are recognized immediately to the consolidated statements of operations.

Foreign currency translation reserve

Exchange differences arising on translation of foreign subsidiaries are recognized in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the consolidated statements of operations when the net investment is disposed.

Investments at fair value through other comprehensive income reserve

The change in fair value for the Group's financial instruments classified at fair value through other comprehensive income are recognized in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount related to the Group's debt investments is reclassified to the consolidated statements of operations upon the sale of the investment. In contrast, the cumulative amount related to the Group's equity investments will remain in other comprehensive income upon the sale of the investments.

18. Earnings Per Share

Basic earnings per share is computed by dividing the net income attributable to ordinary shareholders by the weighted-average number of ordinary shares outstanding during the period. Diluted earnings per share is computed by giving effect to all potential weighted-average dilutive shares. The dilutive effect of outstanding awards is reflected in diluted earnings per share by application of the treasury stock method.

A reconciliation of the calculation of basic and diluted loss per share is as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
	(U.S. \$ and shares in thousands, except per share data)		
Numerator:			
Net loss attributable to ordinary shareholders	\$ (614,124)	\$ (696,315)	\$ (350,654)
Denominator:			
Weighted-average ordinary shares outstanding—basic and diluted	253,312	249,679	244,844
Net loss per share attributable to ordinary shareholders:			
Basic and diluted net loss per share	\$ (2.42)	\$ (2.79)	\$ (1.43)

The computed net loss per share for fiscal years ended June 30, 2022, 2021 and 2020 does not assume conversion of securities that would have an antidilutive effect on earnings per share. For fiscal years ended June 30, 2022, 2021 and 2020, there were 4.8 million, 5.0 million and 6.8 million shares excluded as conversion of such securities would have an antidilutive effect on net loss per share, respectively.

19. Commitments

The Group has contractual commitments for services with third-parties related to its cloud services platform and other infrastructure services. These commitments are non-cancellable and expire within one to five years. The Group also has capital purchase obligations for the construction or purchase of property and equipment. Additionally, there is lease commitment that the Group has entered but the lease has not yet commenced.

The following table sets forth contractual commitments as of June 30, 2022 and 2021:

	Fiscal Year Ended June 30,	
	2022	2021
	(U.S. \$ in thousands)	
Capital purchase obligations	\$ 9,028	\$ 11,076
Other purchase obligations	143,907	114,060
Obligations for leases that have not yet commenced	956,118	88,855
Total purchase obligation	\$ 1,109,053	\$ 213,991

Maturities of purchase obligations as of June 30, 2022 were as follows:

Fiscal Period:	Capital purchase obligations	Other purchase obligations	Obligations for leases that have not yet commenced	Total
	(U.S. \$ in thousands)			
Year ending 2023	\$ 9,028	\$ 98,847	\$ —	\$ 107,875
Year ending 2024 - 2025	—	35,816	—	35,816
Year ending 2026 - 2027	—	9,244	35,812	45,056
Thereafter	—	—	920,306	920,306
Total commitments	<u>\$ 9,028</u>	<u>\$ 143,907</u>	<u>\$ 956,118</u>	<u>\$ 1,109,053</u>

20. Related Party Transactions

Key management personnel compensation

All directors and executive management have authority and responsibility for planning, directing and controlling the activities of the Group, and are considered to be key management personnel.

Compensation for the Group's key management personnel is as follows:

	Fiscal Year Ended June 30,		
	2022	2021	2020
(U.S. \$ in thousands)			
Executive management:			
Short-term compensation and benefits	\$ 4,986	\$ 3,303	\$ 3,334
Post-employment benefits	81	71	68
Share-based payments	58,531	12,053	15,509
	<u>\$ 63,598</u>	<u>\$ 15,427</u>	<u>\$ 18,911</u>
Board of directors:			
Cash remuneration	\$ 585	\$ 480	\$ 455
Share-based payments	2,040	1,780	1,741
	<u>\$ 2,625</u>	<u>\$ 2,260</u>	<u>\$ 2,196</u>

21. Geographic Information

The Group's non-current operating assets by geographic regions are as follows:

	Fiscal Year Ended June 30,	
	2022	2021
(U.S. \$ in thousands)		
Non-current operating assets:		
United States	\$ 1,066,260	\$ 1,002,992
Australia	127,418	107,015
India	7,367	125
Total non-current operating assets	<u>\$ 1,201,045</u>	<u>\$ 1,110,132</u>

Non-current operating assets for this purpose consist of property and equipment, right-of-use assets, goodwill, intangible assets and other non-current assets.

22. Share-based Payments

The Group maintains three share-based employee compensation plans: the 2015 Share Incentive Plan (“2015 Plan”); the Atlassian Corporation Plc 2013 U.S. Share Option Plan (“2013 U.S. Option Plan”); and the Atlassian UK Employee Share Option Plan (together with the 2013 U.S. Option Plan, the “Option Plans”). In October 2015, the Company’s board of directors approved the 2015 Plan, and in November 2015, our shareholders adopted the 2015 Plan, effective on the date of our IPO, which serves as the successor to the Option Plans, and provides for the issuance of incentive and non-statutory share options, share appreciation rights, restricted share awards, RSUs, unrestricted share awards, cash-based awards, performance share awards, performance-based awards to covered employees, and dividend equivalent rights to qualified employees, directors and consultants. Under the 2015 Plan, a total of 20.7 million Class A ordinary shares were initially reserved for the issuance of awards, subject to automatic annual increases.

RSU grants generally vest over four years with 25% vesting on the one year anniversary of the date of grant and 1/12th of the remaining RSUs vest over the remaining three years, on a quarterly basis thereafter. Effective from April 2021, new RSU grants to existing employees vest evenly over four years on a quarterly basis. Performance-based RSUs have non-market performance vesting conditions. Individuals must continue to provide services to a Group entity in order to vest.

The Option Plans allowed for the issuance of options to purchase restricted shares. Effective upon our IPO, the shares underlying the options converted to Class A ordinary shares. Although no future awards will be granted under the Option Plans, they will continue to govern outstanding awards granted thereunder.

Under the Option Plans, share options have a contractual life of seven to ten years and typically follow a standard vesting schedule over a four year period: 25% vest on the one year anniversary and 1/48th monthly vesting for the 36 months thereafter. Individuals must continue to provide services to a Group entity in order to vest. Upon termination, all unvested options are forfeited and vested options must generally be exercised within three months.

RSU and Class A ordinary share option activity was as follows:

	Shares Available for Grant	Share Options		RSUs Outstanding
		Outstanding	Weighted Average Exercise Price	
Balance as of June 30, 2020	35,911,586	458,174	2.65	7,371,743
RSUs granted	(2,415,324)	—	—	2,415,324
RSUs canceled	777,183	—	—	(777,183)
RSUs settled	—	—	—	(3,468,136)
Share options exercised	—	(390,802)	2.98	—
Share options canceled	—	—	—	—
Balance as of June 30, 2021	34,273,445	67,372	\$ 0.75	5,541,748
RSUs granted	(4,093,600)	—	—	4,093,600
RSUs canceled	653,161	—	—	(653,161)
RSUs settled	—	—	—	(2,958,190)
Share options exercised	—	(42,973)	0.76	—
Balance as of June 30, 2022	30,833,006	24,399	\$ 0.73	6,023,997
Share options vested and exercisable as of June 30, 2022		24,399	\$ 0.73	
Share options vested and exercisable as of June 30, 2021		67,372	\$ 0.75	

The weighted-average remaining contractual life for options outstanding as of June 30, 2022 and 2021 was 2.8 and 3.9 years, respectively. Options exercisable as of June 30, 2022 and 2021, had a weighted-average remaining contractual life of approximately 2.7 and 3.9 years, respectively.

The following table summarizes information about share options outstanding as of June 30, 2022:

Options Outstanding and Exercisable				
Range of Exercise Prices	Number Outstanding and Exercisable		Weighted Average Exercise Price	Weighted Average Remaining Years
\$0.59 - 0.66	21,997	\$	0.62	2.66
\$1.14	1,673		1.14	4.07
\$3.18	729		3.18	1.33
	<u>24,399</u>	\$	0.73	2.72

The following table summarizes information about share options outstanding as of June 30, 2021:

Options Outstanding and Exercisable				
Range of Exercise Prices	Number Outstanding and Exercisable		Weighted Average Exercise Price	Weighted Average Remaining Years
\$0.59 - 0.66	53,037	\$	0.61	3.64
\$1.14	13,606		1.14	5.07
\$3.18	729		3.18	2.33
	<u>67,372</u>	\$	0.75	3.92

The weighted-average grant date fair value of the RSUs issued during the fiscal years ended June 30, 2022 and 2021 was \$332.4 and \$192.6 per share, respectively. There were no share options granted during the fiscal year ended June 30, 2022 and 2021.

Restricted stock

During the fiscal years 2022 and 2021, the Company granted 8,821 and 95,499 shares of restricted stock that were subject to forfeiture, respectively. The weighted average grant fair values of these restricted shares was \$313.8 and \$200.5, with a weighted average vesting period of 3.0 years and 1.7 years, respectively. As of June 30, 2022 and 2021, there were 72,484 and 270,251 shares of restricted stock outstanding, respectively. These outstanding shares of restricted stock are subject to forfeiture or repurchase at the original exercise price during the repurchase period following employee termination, as applicable.

All share-based payments are measured based on the grant date fair value of the awards and recognized in the consolidated statements of operations over the period during which the employee is required to perform services in exchange for the award (generally the four-year vesting period of the award, with the exception of Restricted Stock, as shown above). As of June 30, 2022, the Group had an aggregate of \$675.8 million of future period share-based payment expense related to all equity awards outstanding, net of estimated forfeitures, to be amortized over a weighted-average remaining period of 1.5 years.

23. Events after the reporting period

As discussed in Note 14, "Other balance Sheet Accounts," in July 2022, the Group completed the sale of a controlling interest of our subsidiary, Vertical First Trust ("VFT"), which was established for the construction project associated with the Australian HQ Property. The Group retained a minority equity interest of 13.2% in the form of ordinary shares and has significant influence in VFT. The Group's interest in VFT will be accounted for using the equity method in the consolidated financial statements. The Group is finalizing the valuation of its retained interest and expects the recoverable amount of the held for sale assets to exceed its carrying value.

DESCRIPTION OF SHARE CAPITAL

General

The following is a summary of the rights of Class A ordinary shares of Atlassian Corporation Plc. All references to "Atlassian," the "company," "we," "our," or "us" refer to Atlassian Corporation Plc.

We have two classes of ordinary shares, Class A ordinary shares and Class B ordinary shares. Ordinary shares have a nominal value of \$0.10.

As of June 30, 2022, Class A ordinary shares are the only class of securities of the company that are registered under Section 12 of the Securities Exchange Act of 1934, as amended. Our Class A ordinary shares are listed on The Nasdaq Global Select Market ("Nadaq") under the symbol "TEAM."

We are incorporated as a public company with limited liability and our affairs are governed by our articles of association and the laws of England.

Key Provisions in our Articles of Association

The following is a summary of certain key provisions of our articles of association. For a complete description, you should refer to our amended and restated articles of association, which is included as an exhibit to our annual report on Form 20-F, and to the applicable provisions of the Companies Act 2006 ("Companies Act").

Objects and Purposes

The Companies Act abolished the need for an objects clause and, as such, our objects are unrestricted.

Shares and Rights Attaching to Them

General

Other than the voting rights described herein, all ordinary shares have the same rights and rank *pari passu* in all respects. Subject to the provisions of the Companies Act and any other relevant legislation, our shares may be issued with such preferred, deferred or other rights, or such restrictions, whether in relation to dividends, returns of capital, voting or otherwise, as may be determined by ordinary resolution (or, failing any such determination, as the directors may determine). We may also issue shares which are, or are liable to be, redeemed at the option of us or the holder.

Voting Rights

The holders of Class A ordinary shares are entitled to vote at general meetings of shareholders. Each Class A ordinary shareholder is entitled:

- on a show of hands, to one vote; and
- on a poll, to one vote for each Class A ordinary share held.

For so long as any shares are held in a settlement system operated by the Depository Trust Company ("DTC"), all votes shall take place on a poll.

The holders of Class B ordinary shares are entitled to vote at general meetings of shareholders, and have preferential voting rights on a vote taken by way of a poll. Each Class B ordinary shareholder is entitled:

- on a show of hands, to one vote; and
- on a poll, to 10 votes for each Class B ordinary share held.

In the case of joint holders of a share, the vote of the joint holder whose name appears first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.

A shareholder is entitled to appoint another person as their proxy (or in the case of a corporation, a corporative representative) to exercise all or any of their rights to attend and to speak and vote at a general meeting.

Capital Calls

Under our articles of association, the liability of our shareholders is limited to the amount, if any, unpaid on the shares held by them.

The directors may from time to time make calls on shareholders in respect of any monies unpaid on their shares, whether in respect of nominal value of the shares or by way of premium. Shareholders are required to pay called amounts on shares subject to receiving at least 14 clear days notice specifying the time and place for payment. If a shareholder fails to pay any part of a call, the directors may serve further notice naming another day not being less than 14 clear days from the date of the further notice requiring payment and stating that in the event of non-payment the shares in respect of which the call was made will be liable to be forfeited. Subsequent forfeiture requires a resolution by the directors.

Restrictions on Voting Where Sums Overdue on Shares

None of our shareholders (whether in person by proxy or, in the case of a corporate member, by a duly authorized representative) shall (unless the directors otherwise determine) be entitled to vote at any general meeting or at any separate class meeting in respect of any share held by him or her unless all calls or other sums payable by him or her in respect of that share have been paid.

Dividends

The directors may pay interim and final dividends in accordance with the respective rights and restrictions attached to any share or class of share, if it appears to them that they are justified by the profits available for distribution.

Unless otherwise provided by the rights attaching to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid, and apportioned and paid proportionally to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall, if the directors resolve, be forfeited and cease to remain owing by us. In addition, we will not be considered a trustee with respect to, or liable to pay interest on, the amount of any payment into a separate account by the directors or any unclaimed dividend or other sum payable on or in respect of a share.

We may cease to send any payment in respect of any dividend payable in respect of a share if:

- in respect of at least two consecutive dividends payable on that share the check or warrant has been returned undelivered or remains uncashed (or another method of payment has failed);
 - in respect of one dividend payable on that share the check or warrant has been returned undelivered or remains uncashed, or another method of payment has failed, and reasonable inquiries have failed to establish any new address or account of the recipient; or
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- a recipient does not specify an address, or does not specify an account of a type prescribed by the directors, or other details necessary in order to make a payment of a dividend by the means by which the directors have decided that a payment is to be made, or by which the recipient has elected to receive payment, and such address or details are necessary in order for us to make the relevant payment in accordance with such decision or election,

but, subject to the articles of association, we may recommence sending checks or warrants or using another method of payment for dividends payable on that share if the person(s) entitled so request and have supplied in writing a new address or account to be used for that purpose.

The directors may offer to shareholders the right to elect to receive, in lieu of a dividend, an allotment of new shares credited as fully paid. The directors may also direct payment of a dividend wholly or partly by the distribution of specific assets.

Distribution of Assets on Winding-up

In the event of our winding-up, liquidation or dissolution, any distribution of assets will be made to the holders of Class A ordinary shares and Class B ordinary shares in proportion to the number of shares held by each of them, irrespective of the amount paid or credited as paid on any such share.

Variation of Rights

The rights attached to any class may be varied, either while we are a going concern or during or in contemplation of a winding up (a) in such manner (if any) as may be provided by those rights; or (b) in the absence of any such provision, with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares), or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise.

Transfer of Shares

All of our shares are in registered form and may be transferred by an instrument of transfer in any usual or common form or any form acceptable to the directors and permitted by the Companies Act and any other relevant legislation.

The directors may, in their absolute discretion, refuse to register the transfer of a share in certificated form which is not fully paid. They may also refuse to register a transfer of a share in certificated form (whether fully paid or not) unless the instrument of transfer: (a) is lodged, duly stamped, at our registered office or at such other place as the directors may appoint and (except in the case of a transfer by a financial institution where a certificate has not been issued in respect of the share) is accompanied by the certificate for the share to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; (b) is in respect of only one class of share; and (c) is in favor of not more than four transferees.

Alteration of Capital

We may, by ordinary resolution, consolidate and divide all or any of our share capital into shares of larger amount than our existing shares; and sub-divide our shares, or any of them, into shares of a smaller amount than our existing shares; and determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others.

Pre-emption Rights

There are no rights of pre-emption under our articles of association in respect of transfers of issued ordinary shares. In certain circumstances, our shareholders may have statutory pre-emption rights under the Companies Act in respect of the allotment of new shares in our company. These statutory pre-emption rights, when applicable,

would require us to offer new shares for allotment to existing shareholders on a pro rata basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such ordinary shares would be offered to our shareholders. These statutory pre-emption rights may be disapplied by a special resolution passed by shareholders in a general meeting or a specific provision in our articles of association.

Directors

Number

Unless and until we in a general meeting of our shareholders otherwise determine, the number of directors shall not be less than five nor more than 13.

Appointment of Directors

A majority of our directors may appoint a person to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed as the maximum number of directors.

Annual Re-election of Directors

The directors shall, if the board of directors so determines, stand for re-election at each annual general meeting of the company, except any director appointed by the board of directors after the notice of that annual general meeting has been given and before the annual general meeting. A director who stands for re-election at an annual general meeting and is re-appointed shall be treated as continuing in office throughout. If a director stands for re-election at an annual general meeting and is not reappointed or deemed to have been reappointed, he or she shall retain office until the meeting elects someone in their place, or, if it does not do so, until the close of the meeting.

Termination of a Director's Appointment

A director may be removed with the approval of all of the other directors and a person would cease to be a director as the result of certain other circumstances as set out in our articles of association, including resignation, by law and continuous non-attendance at board of director meetings. Directors are not subject to retirement at a specified age limit under our articles of association.

Borrowing Powers

Under our directors' general power to manage our business, our directors may exercise all our powers to borrow money and to mortgage or charge our undertaking, property and uncalled capital or parts thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of ours or of any third party.

Quorum

The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and unless so fixed shall be a majority of the total number of directors. A director shall not be counted in the quorum in relation to any resolution on which he or she is not entitled to vote.

Directors' Interests and Restrictions

Provided that a director has disclosed to the other directors the nature and extent of any material interest of such director, a director notwithstanding their office may:

(i) be a party to, or otherwise interested in, any transaction or arrangement with us or in which we are otherwise interested and may be a director or other officer of, or be employed by, or hold any position with, or be a party to any transaction or arrangement with, or otherwise interested in, any entity in which we are interested;

(ii) be counted in determining whether or not a quorum is present at any meeting of directors considering that transaction or arrangement or proposed transaction or arrangement; and

(iii) vote in respect of, or in respect of any matter arising out of, the transaction or arrangement or proposed transaction or arrangement.

A director shall not, by reason of their office as a director, be accountable to us for any benefit which he or she derives from any interest or position referred to in (i) above and no transaction or arrangement shall be liable to be avoided on the ground of any interest, office, employment or position referred to within (i) above.

The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorization) authorize, to the fullest extent permitted by law: (a) any matter which would otherwise result in a director infringing their duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with our interests and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties); and (b) a director to accept or continue in any office, employment or position in addition to their office as a director and, without prejudice to the generality of clause (a) herein, may authorize the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises, provided that the authorization is effective only if (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

Remuneration

Until otherwise determined by ordinary resolution, the directors may determine the amount of fees to be paid to the directors for their services.

Any director who holds any other office with us, or who serves on any committee of the directors, or who performs, or undertakes to perform, services which the directors consider go beyond the ordinary duties of a director may be paid such additional remuneration as the directors may determine.

The directors may also be paid all reasonable expenses properly incurred by them in connection with the exercise of their powers and the discharge of their responsibilities as directors.

Share Qualification of Directors

Our articles of association do not require a director to hold any shares in us by way of qualification. A director who is not a member shall nevertheless be entitled to attend and speak at general meetings.

Indemnity of Officers

Subject to the provisions of any relevant legislation, each of our directors and other officers (excluding an auditor) are entitled to be indemnified by us against all liabilities incurred by him or her in the execution and discharge of their duties or in relation to those duties. The Companies Act renders void an indemnity for a director against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he or she is a director.

Shareholders Meetings

Calling of General Meetings

A general meeting may be called by a majority of directors, the chairman of the board of directors or either of our co-chief executive officers. The directors are also required to call a general meeting once we have received requests from our members to do so in accordance with the Companies Act.

Quorum of Meetings

No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation which is a member (including for this purpose two persons who are proxies or corporate representatives of the same member), shall be a quorum.

Attendance

The directors or the chairman of the meeting may direct that any person wishing to attend any general meeting should submit to and comply with such searches or other security arrangements as they consider appropriate in the circumstances.

The directors may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at general meetings.

Limitation on Owning Securities

Our articles of association do not restrict in any way the ownership or voting of our shares by non-residents.

Disclosure of Interests in Shares

If we serve a demand on a person under section 793 of the Companies Act (which requires a person to disclose an interest in shares), that person will be required to disclose any interest he or she has in our shares. Failure to disclose any interest can result in the following sanctions: suspension of the right to attend or vote (whether in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class or on any poll; and where the interest in shares represent at least 0.25% of their class (excluding treasury shares) also the withholding of any dividend payable in respect of those shares and the restriction of the transfer of any shares (subject to certain exceptions).

Registration Rights

Certain holders of our Class A ordinary shares and Class B ordinary shares have rights, subject to certain conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our shareholders. These registration rights are contained in our Registration Agreement, dated as of July 2, 2010. The registration rights set forth in the Registration Agreement will expire with respect to certain shareholders, when such shareholder sells its shares or is able to sell all of its shares pursuant to Rule 144 of the Securities Act or a similar exemption during any 90-day period. We will pay the registration expenses (other than underwriting discounts, selling commissions and share transfer taxes) of the holders of the shares registered pursuant to these registration rights. In an underwritten offering, the managing underwriter, if any, has the right, subject to specified conditions, to limit the number of shares such holders may include.

Differences in Corporate Law

The applicable provisions of the Companies Act differ from laws applicable to U.S. corporations and their shareholders. Set forth below is a summary of certain differences between the provisions of the Companies Act

applicable to us and the Delaware General Corporation Law relating to shareholders' rights and protections. This summary is not intended to be a complete discussion of the respective rights and it is qualified in its entirety by reference to Delaware law and English law.

	England	Delaware
Number of Directors	<p>Under the Companies Act, a private company must have at least one director and a public company (like the company) must have at least two directors. The number of directors may be fixed by or in the manner provided in a company's articles of association.</p> <p>Under the company's articles of association, unless and until otherwise determined by a majority of the directors, the company may not have less than five nor more than 13 directors on its board of directors.</p>	<p>Under Delaware law, a corporation must have at least one director and the number of directors shall be fixed by or in the manner provided in the bylaws, unless specified in the certificate of incorporation.</p>
Removal of Directors	<p>Under the Companies Act, shareholders may remove a director with or without cause by an ordinary resolution passed at a meeting irrespective of any provisions of any service contract the director has with the company, provided notice of the intention to move the resolution has been given to the company at least 28 clear days before the meeting at which it is moved. On receipt of notice of an intended resolution to remove a director, the company must forthwith send a copy of the notice to the director concerned. Certain other procedural requirements under the Companies Act must also be followed such as allowing the director to make representations against their removal in writing and at the meeting.</p> <p>Under the company's articles of association, a director may also be removed with the approval of all of the other directors and a person would cease to be a director as the result of certain other circumstances as set out in the articles of association, including resignation, by law and continuous non-attendance at board of director meetings. Directors are not subject to retirement at a specified age limit.</p>	<p>Under Delaware law, directors may be removed from office, with or without cause, by a majority stockholder vote, except (a) in the case of a corporation whose board of directors is classified, stockholders may effect such removal only for cause, unless otherwise provided in the certificate of incorporation, and (b) in the case of a corporation having cumulative voting, if less than the entire board of directors is to be removed, no director may be removed without cause if the votes cast against their removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire board of directors, or, if there are classes of directors, at an election of the class of directors of which he or she is a part.</p>
Vacancies on the Board of Directors	<p>Under the company's articles of association, a majority of the company's directors may appoint a person to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed as the maximum number of directors.</p>	<p>Under Delaware law, vacancies and newly created directorships may be filled by a majority of the directors then in office (even though less than a quorum) or by a sole remaining director unless otherwise provided in the certificate of incorporation or bylaws of the corporation.</p>

<p>Annual General Meeting</p>	<p>Under the Companies Act, a public limited company must hold an annual general meeting each year. This meeting must be held within six months of the company's accounting reference date.</p> <p>The company's annual general meeting is convened whenever and wherever the board of directors sees fit, subject to the requirements of the Companies Act.</p>	<p>Under Delaware law, unless directors are elected by written consent in lieu of an annual meeting, an annual meeting of stockholders shall be held for the election of directors and any other proper business.</p> <p>Under Delaware law, the annual meeting of stockholders shall be held at such place, on such date and at such time as may be designated from time to time by the board of directors or as provided in the certificate of incorporation or by the bylaws.</p>
<p>Special General Meeting</p>	<p>Under the Companies Act, a general meeting of the shareholders of the company may be called by a majority of the directors. Under the company's articles of association, the company's chairperson of the board of directors and either of its co-chief executive officers may also call a general meeting.</p> <p>Under the Companies Act, shareholders holding at least 5% of the paid-up capital of the company carrying voting rights at general meetings (excluding any shares held as treasury shares) can also require the directors to call a general meeting and may include the text of a resolution that may be properly put to that meeting.</p> <p>The directors must call the meeting within 21 days from the date on which they become subject to the requirement and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting. If the directors do not call the meeting within 21 days, the company's shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting. The meeting must be called for a date not more than three months after the date on which the directors became subject to the requirement to call a meeting. Any reasonable expenses incurred by the company's shareholders requesting the meeting by reason of the failure of the directors to call a meeting must be reimbursed by the company.</p>	<p>Under Delaware law, special meetings of the stockholders may be called by the board of directors or by such person or persons as may be authorized by the certificate of incorporation or by the bylaws.</p>

<p>Notice of General Meetings</p>	<p>Under the Companies Act, 21 clear days' notice must be given for an annual general meeting and the notice must include details of any resolutions to be proposed at the meeting. At least 14 clear days' notice is required for any other general meeting. "Clear days" notice means calendar days and excludes the date of mailing, the date of receipt or deemed receipt of the notice and the date of the meeting itself. Shareholders may consent to a shorter notice period, the proportion of shareholders' consent required being 100% of those entitled to attend and vote in the case of an annual general meeting and, in the case of any other general meeting, a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 95% in nominal value of the shares giving a right to attend and vote at the meeting.</p>	<p>Under Delaware law, written notice of any meeting of the stockholders must be given to each stockholder entitled to vote at the meeting not less than ten nor more than 60 days before the date of the meeting and shall specify the place, if any, or means of remote communication, date, hour and, in the case of a special meeting, the purpose or purposes of the meeting.</p>
<p>Quorum of Shareholders</p>	<p>The company's articles of association provide that two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a corporate representative (including two persons who are proxies or corporate representatives of the same member) shall constitute a quorum.</p> <p>If a quorum is not present within half an hour after the time appointed for holding the meeting or if during the meeting a quorum ceases to be present, the meeting shall be adjourned in accordance with the articles of association.</p>	<p>The certificate of incorporation or bylaws may specify the number of shares, the holders of which shall be present or represented by proxy at any meeting in order to constitute a quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting. In the absence of such specification in the certificate of incorporation or bylaws, a majority of the shares entitled to vote, present in person, or by remote communication, if applicable, or represented by proxy, shall constitute a quorum at a meeting of stockholders.</p>
<p>Proxy</p>	<p>Under the Companies Act and the company's articles of association, a shareholder may designate another person to attend, speak and vote at a meeting of shareholders on their behalf by proxy.</p>	<p>Under Delaware law, at any meeting of stockholders, a stockholder, or such stockholder's authorized officer, director, employee or agent, may designate another person to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.</p>

<p>Issue of New Shares</p>	<p>Under the Companies Act, the directors of a company must not exercise any power to allot shares or grant rights to subscribe for, or to convert any security into, shares unless they are authorized to do so by the company's articles of association or by an ordinary resolution of the shareholders. Any authorization given must state the maximum amount of shares that may be allotted under it and specify the date on which it will expire, which must be not more than five years from the date the authorization was given. The authority can be renewed by a further resolution of the shareholders. The company's articles of association adopted on 6 December 2016 provided for such authority to allot shares and grant rights up to an aggregate nominal amount of U.S.\$500 million for a period of five years from the date of adoption of such articles. This authority was renewed via a special resolution passed on 5 December 2017, valid for a period of five years from the date of such special resolution (i.e., the authority will expire on 5 December 2022).</p>	<p>Under Delaware law, if the company's certificate of incorporation so provides, the directors have the power to authorize additional stock. The directors may authorize capital stock to be issued for consideration consisting of cash, any tangible or intangible property or any benefit to the company or any combination thereof.</p>
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<p style="text-align: center;">Pre-emptive Rights</p>	<p>There are no rights of pre-emption under the company's articles of association. In certain circumstances, the company's shareholders may have statutory pre-emption rights under the Companies Act in respect of the allotment of new shares in the company. Under the Companies Act, "equity securities", being (i) shares in the company other than shares that, with respect to dividends and capital, carry a right to participate only up to a specified amount in a distribution ("ordinary shares") or (ii) rights to subscribe for, or to convert securities into, ordinary shares, proposed to be allotted for cash must be offered first to the existing equity shareholders in the company in proportion to the respective nominal value of their holdings, unless an exception applies or, in circumstances where the directors have a general authority to allot shares under the Companies Act, a special resolution to the contrary has been passed by shareholders in a general meeting or the articles of association provide otherwise in each case in accordance with the provisions of the Companies Act. The company's shareholders approved the disapplication of statutory pre-emption rights with respect to the allotment of new ordinary shares by special resolution passed on 5 December 2017, valid for a period of five years from the date on which such resolution was passed (i.e., it will expire on 5 December 2022).</p>	<p>Under Delaware law, unless otherwise provided in a corporation's certificate of incorporation, a stockholder does not, by operation of law, possess pre-emptive rights to subscribe to additional issuances of the corporation's stock or to any security convertible into such stock.</p>
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<p>Liability of Directors and Officers</p>	<p>Under the Companies Act, any provision, whether contained in a company's articles of association or any contract or otherwise, that purports to exempt a director of a company, to any extent, from any liability that would otherwise attach to them in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void.</p>	<p>Under Delaware law, a corporation's certificate of incorporation may include a provision eliminating or limiting the personal liability of a director to the corporation and its stockholders for monetary damages arising from a breach of fiduciary duty as a director. However, no provision can limit the liability of a director for:</p> <ul style="list-style-type: none"> • any breach of the director's duty of loyalty to the corporation or its stockholders; • acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; • willful or negligent payment of unlawful dividends or stock purchases or redemptions; or • any transaction from which the director derives an improper personal benefit. <p>Delaware law permits similar exculpation of certain executive officers from liability for breach of fiduciary duty, except that elimination or limitation of liability is not permitted for claims brought by or in the right of the corporation, including derivative claims.</p>
<p>Voting Rights</p>	<p>Under the company's articles of association, the holders of Class A ordinary shares and Class B ordinary shares are entitled to vote at general meetings of shareholders. Each Class A ordinary shareholder is entitled (a) on a show of hands, to one vote; and (b) on a poll, to one vote for each Class A ordinary share held. The holders of Class B ordinary shares have preferential voting rights on a vote taken by way of a poll. Each Class B ordinary shareholder is entitled (a) on a show of hands, to one vote; and (b) on a poll, to ten votes for each Class B ordinary share held.</p>	<p>Delaware law provides that, unless otherwise provided in the certificate of incorporation, each stockholder of record is entitled to one vote for each share of capital stock held by such stockholder.</p>

<p style="text-align: center;">Variation of class rights</p>	<p>The company's articles of association provide that rights attached to a class of shares may be varied (a) in such manner (if any) as may be provided by those rights, or (b) in the absence of any such provision, with the consent in writing from the holders of at least 75% in nominal value of the issued shares of that class (excluding any shares held as treasury shares), or a special resolution passed at a separate meeting of the holders of that class sanctioning the variation.</p> <p>The Companies Act provides that the quorum for a variation of class rights meeting is not less than two persons present holding or representing by proxy at least one-third in nominal value of the issued shares of that class (excluding any shares held as treasury shares).</p> <p>Following a variation of class rights, shareholders holding not less than 15% of the issued shares of the class in question who did not approve the variation may apply to court to have the variation cancelled. Any application must be made within 21 days of the variation. The court may cancel the variation if it is satisfied having regard to all the circumstances of the case that the variation would unfairly prejudice the shareholders of the class represented by the applicant.</p>	<p>Under Delaware law, the holders of outstanding shares of a class of capital stock will be entitled to vote separately as a class in connection with a proposed amendment to a corporation's certificate of incorporation, whether or not such class is entitled to vote thereon by the certificate of incorporation, if the amendment would increase or decrease the par value of the shares of such class or alter or change the powers, preferences or special rights of the shares of such class so as to affect them adversely.</p> <p>The number of authorized shares of any class or classes of stock may, however, be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the capital stock of the corporation entitled to vote, if so provided in the original certificate of incorporation, in any amendment thereto which created such class or classes of stock or which was adopted prior to the issuance of any shares of such class or classes of stock, or in any amendment thereto which was authorized by a resolution or resolutions adopted by the affirmative vote of the holders of a majority of such class or classes of stock.</p>
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<p style="text-align: center;">Shareholder Vote on Certain Transactions</p>	<p>The Companies Act contains certain provisions relating to transactions between the company and a director of the company or its holding company or a person connected with such director, including transactions involving the acquisition of substantial non-cash assets from a director or the sale of substantial non-cash assets to a director, and loans, quasi-loans and credit transactions. If such transactions meet certain thresholds set out within the Companies Act the approval of shareholders by ordinary resolution will be required.</p>	<p>Generally, under Delaware law, unless the certificate of incorporation provides for the vote of a larger portion of the stock, completion of a merger, consolidation, sale, lease or exchange of all or substantially all of a corporation's assets or dissolution requires:</p> <ul style="list-style-type: none"> • the approval of the board of directors; and • approval by the vote of the holders of a majority of the outstanding stock or, if the certificate of incorporation provides for more or less than one vote per share, a majority of the votes of the outstanding stock of a corporation entitled to vote on the matter. <p>Under Delaware law, a contract or transaction between the company and one or more of its directors or officers, or between the company and any other organization in which one or more of its directors or officers, are directors or officers, or have a financial interest, shall not be void solely for this reason, or solely because the director or officer participates in the meeting of the board of directors which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, if:</p> <p>the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors, and the board of directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;</p> <p>the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or</p> <p>the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee or the stockholders.</p>
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<p style="text-align: center;">Standard of Conduct for Directors</p>	<p>Under English law, a director of the company owes various statutory and fiduciary duties to the company, including:</p> <ul style="list-style-type: none"> • to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole; • to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly conflicts, with the interests of the company; • to act in accordance with the company's constitution and only exercise their powers for the purposes for which they are conferred; • to exercise independent judgment; • to exercise reasonable care, skill and diligence; • not to accept benefits from a third party conferred by reason of their being a director or doing, or not doing, anything as a director; and • to declare any interest that they have, whether directly or indirectly, in a proposed or existing transaction or arrangement with the company. 	<p>Delaware law does not contain specific provisions setting forth the standard of conduct of a director. The scope of the fiduciary duties of directors is generally determined by the courts of the State of Delaware. In general, directors have a duty to act without self-interest, in good faith, on a well-informed basis and in a manner they reasonably believe to be in the best interest of the stockholders.</p> <p>Directors of a Delaware corporation owe fiduciary duties of care and loyalty to the corporation and to its stockholders. The duty of care generally requires that a director act with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself or herself of all material information reasonably available regarding a significant transaction. The duty of loyalty requires that a director act in good faith and in the honest belief that the action taken and decisions made are in the best interests of the corporation and its stockholders. The director must not use their corporate position for personal gain or advantage. In general, but subject to certain exceptions, actions of directors are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation and its stockholders. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties or in the event of a conflict of interest. Delaware courts have also imposed a heightened standard of review upon directors of a Delaware corporation who take any action designed to defeat a threatened change in control of the corporation.</p> <p>In addition, under Delaware law, when the board of directors of a Delaware corporation approves the sale or break-up of a corporation, the board of directors may, in certain circumstances, have a duty to obtain the highest value reasonably available to the stockholders.</p> <p>Under Delaware law, in certain circumstances controlling stockholders also owe fiduciary duties to the other stockholders in their capacity as such.</p>
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Other U.K. Law Considerations

Squeeze-out

Under the Companies Act, if a takeover offer (as defined in section 974 of the Companies Act) is made for the shares of a company and the offeror were to acquire, or unconditionally contract to acquire:

- (i) not less than 90% in value of the shares to which the takeover offer relates (the "Takeover Offer Shares"); and
- (ii) where those shares are voting shares, not less than 90% of the voting rights attached to the Takeover Offer Shares,

the offeror could acquire compulsorily the remaining 10% within three months of the last day on which its offer can be accepted. It would do so by sending a notice to outstanding shareholders telling them that it will acquire compulsorily their Takeover Offer Shares and then, six weeks later, it would execute a transfer of the outstanding Takeover Offer Shares in its favor and pay the consideration to the company, which would hold the consideration on trust for outstanding shareholders. The consideration offered to the shareholders whose Takeover Offer Shares are acquired compulsorily under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

Sell-out

The Companies Act also gives minority shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer (as defined in Section 974 of the Companies Act). If a takeover offer related to all the shares of a company and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90% of the shares to which the offer relates, any holder of the shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those shares. The offeror is required to give any shareholder notice of their right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of the minority shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a shareholder exercises their rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

Disclosure of Interest in Shares

Pursuant to Part 22 of the Companies Act, a company is empowered by notice in writing to require any person whom the company knows to be, or has reasonable cause to believe to be, interested in the company's shares or at any time during the three years immediately preceding the date on which the notice is issued to have been so interested, within a reasonable time to disclose to the company details of that person's interest and (so far as is within such person's knowledge) details of any other interest that subsists or subsisted in those shares.

If a shareholder defaults in supplying the company with the required details in relation to the shares in question (the "Default Shares"), the shareholder shall not be entitled to vote or exercise any other right conferred by membership in relation to general meetings. Where the Default Shares represent 0.25% or more of the issued shares of the class in question, the directors may direct that:

- (i) any dividend or other money payable in respect of the Default Shares shall be retained by the company without any liability to pay interest on it when such dividend or other money is finally paid to the shareholder; and/or
-

(ii) no transfer by the relevant shareholder of shares (other than a transfer approved in accordance with the provisions of the company's articles of association) may be registered (unless such shareholder is not in default and the transfer does not relate to Default Shares).

Dividends

Under English law, before a company can lawfully make a distribution, it must ensure that it has sufficient distributable reserves. A company's distributable reserves are its accumulated, realized profits, so far as not previously utilized by distribution or capitalization, less its accumulated, realized losses, so far as not previously written off in a reduction or reorganization of capital duly made.

In addition to having sufficient distributable reserves, a public company will not be permitted to make a distribution if, at the time, the amount of its net assets (that is, the aggregate of the company's assets less the aggregate of its liabilities) is less than the aggregate of its issued and paid-up share capital and undistributable reserves, or if the distribution would result in the amount of its net assets being less than that aggregate.

Purchase of Own Shares

Under English law, a public limited company may purchase its own shares only out of the distributable profits of the company or the proceeds of a new issue of shares made for the purpose of financing the purchase. A public limited company may not purchase its own shares if as a result of the purchase there would no longer be any issued shares of the company other than redeemable shares or shares held as treasury shares.

Subject to the foregoing, because Nasdaq is not a "recognized investment exchange" under the Companies Act, a company may purchase its own fully paid shares only pursuant to a purchase contract authorized by ordinary resolution of the holders of its ordinary shares before the purchase takes place. Any authority will not be effective if any shareholder from whom the company proposes to purchase shares votes on the resolution and the resolution would not have been passed if such shareholder had not done so. The resolution authorizing the purchase must specify a date, not being later than five years after the passing of the resolution, on which the authority to purchase is to expire.

A share buy back by a company of its ordinary shares will give rise to U.K. stamp duty at the rate of 0.5% of the amount or value of the consideration payable by the company, and such stamp duty will be paid by the company.

Our articles of association do not have conditions governing changes in our capital which are more stringent than those required by law.

Statutory Pre-emption Rights

Under English law, a company must not allot equity securities to a person on any terms unless the following conditions are satisfied:

(i) it has made an offer to each person who holds ordinary shares in the company to allot to them on the same or more favorable terms a proportion of those securities that is as nearly as practicable equal to the proportion in nominal value held by them of the ordinary share capital of the company; and

(ii) the period during which any such offer may be accepted has expired or the company has received notice of the acceptance or refusal of every offer so made.

For these purposes "equity securities" means ordinary shares in the company or rights to subscribe for, or to convert securities into, ordinary shares in the company. "Ordinary shares" means shares other than shares that, with respect to dividends and capital, carry a right to participate only up to a specified amount in a distribution.

The statutory pre-emption rights are subject to certain exceptions, including the issue of ordinary shares for non-cash consideration, an allotment of bonus shares and the allotment of equity securities pursuant to an employees' share scheme. The statutory pre-emption rights may also be disapplied with the approval of 75% of shareholders.

Shareholder Rights

Certain rights granted under the Companies Act, including the right to requisition a general meeting or require a resolution to be put to shareholders at the annual general meeting, are only available to our members. For English law purposes, our members are the persons who are registered as the owners of the legal title to the shares and whose names are recorded in our register of members. In the case of shares held in a settlement system operated by DTC, the registered member will be DTC's nominee, Cede & Co. If a person who holds their Class A ordinary shares in DTC wishes to exercise certain of the rights granted under the Companies Act, they may be required to first take steps to withdraw their Class A ordinary shares from the settlement system operated by DTC and become the registered holder of the shares in our register of members. A withdrawal of shares from DTC may have tax implications.

U.K. City Code on Takeovers and Mergers

As a U.K. public company with its place of central management and control outside of the United Kingdom, and given our shares are not admitted to trading on a regulated market or multilateral trading facility in the United Kingdom, the Channel Islands or the Isle of Man (and for these purposes Nasdaq does not fall within the definition of regulated market or multilateral trading facility), we are not subject to the Takeover Code, which is issued and administered by the U.K. Panel on Takeovers and Mergers, or the Panel.

Any takeover proposal for the company would not, therefore, at the present time be governed by the Takeover Code and the Panel would not have jurisdiction in relation to any such transaction.

Transfer Agent and Registrar

The transfer agent and registrar for our Class A ordinary shares is Computershare Trust Company, N.A.

INFORMATION IN THIS EXHIBIT IDENTIFIED BY [***] IS CONFIDENTIAL AND HAS BEEN EXCLUDED PURSUANT TO ITEM 601(B)(10)(iv) OF REGULATION S-K BECAUSE IT IS MATERIAL AND CONFIDENTIAL.



Execution Version

Deed of Amendment (No.1) to Agreement for Lease

Atlassian HQ

Dexus Property Services Pty Limited
(Developer)

Vertical First Pty Ltd as trustee for the Vertical First Trust
(Landlord)

Atlassian Pty Ltd
(Tenant)

Dexus Funds Management Limited as responsible entity for Dexus Property Trust
(Financial Guarantor)

Dexus Funds Management Limited as responsible entity for Dexus Operations Trust
(Performance Guarantor)

Atlassian Corporation Plc
(Atlassian Guarantor)

Deed of Amendment (No.1) to Agreement for Lease

Atlassian HQ

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Details

Date 30 April 2022

Parties

Name	Dexus Property Services Pty Limited (ABN 66 080 918 252)
Short form name	Developer
Notice details	Address: Level 25, Australia Square, 264-278 George Street, Sydney NSW 2000 Attention: General Counsel E-mail address: general.counsel@dexus.com

Name	Vertical First Pty Ltd (ABN 50 636 939 985) in its capacity as trustee of the Vertical First Trust (ABN 47 915 597 236)
Short form name	Landlord
Notice details	Address: Level 6/341 George Street, Sydney NSW 2000 Attention: Ric Wang E-mail address: to both rwang@atlassian.com and legalfilings@atlassian.com

Name	Atlassian Pty Ltd (ACN 102 443 916)
Short form name	Tenant
Notice details	Address: Level 6/341 George Street, Sydney NSW 2000 Attention: Ric Wang E-mail address: to both rwang@atlassian.com and legalfilings@atlassian.com

Name	Dexus Funds Management Limited (ABN 24 060 920 783) as responsible entity for Dexus Property Trust (ABN 24 595 854 202)
Short form name	Financial Guarantor
Notice details	Address: Level 25, Australia Square, 264-278 George Street, Sydney NSW 2000 Attention: General Counsel E-mail address: general.counsel@dexus.com

Name	Dexus Funds Management Limited (ABN 24 060 920 783) as responsible entity for Dexus Operations Trust (ABN 69 645 176 383)
Short form name	Performance Guarantor
Notice details	Address: Level 25, Australia Square, 264-278 George Street, Sydney NSW 2000 Attention: General Counsel E-mail address: general.counsel@dexus.com

Name	Atlassian Corporation Plc (UK Company Number 08776021)
Short form name	Atlassian Guarantor
Notice details	Address: c/o Atlassian Inc, 350 Bush Street, 13th Floor, San Francisco, CA 94014 Attention: General Counsel E-mail address: legalfilings@atlassian.com

Background

- A The Developer, Landlord, Tenant, Financial Guarantor, Performance Guarantor and Atlassian Guarantor are Parties to the Atlassian AFL.
- B The Parties have agreed to vary the Atlassian AFL on the terms of this deed.

Agreed terms

1. Defined terms & interpretation

1.1 Defined terms

In this deed:

Atlassian AFL means the agreement between the Developer, Landlord, Tenant, Financial Guarantor, Performance Guarantor and Atlassian Guarantor titled 'Agreement for Lease Atlassian HQ' dated 23 March 2022 and from the Effective Date means the Atlassian AFL as amended by this deed.

Effective Date means the date of this deed.

1.2 Interpretation

In this deed, except where the context otherwise requires:

- (a) words which begin with a capital letter and are not defined in this deed but are defined in the Atlassian AFL have the same meaning in this deed as in the Atlassian AFL;
- (b) a reference to this deed or another instrument includes any variation or replacement of any of them;
- (c) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (d) the singular includes the plural and vice versa;
- (e) the word "person" includes a firm, a body corporate, an unincorporated association or an Authority;
- (f) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, without limitation, persons taking by novation) and permitted assigns;
- (g) an agreement, representation or warranty in favour of two or more persons is for the benefit of them jointly and severally;
- (h) an agreement, representation or warranty on the part of two or more persons binds them jointly and severally;
- (i) "include" (in any form) when introducing a list of items does not limit the meaning of the words to which the list relates to those items or to items of a similar kind;
- (j) a reference to any body corporate, unincorporated association, institute or any other body includes any body, association or institute which succeeds any of the same;
- (k) a reference to any thing (including, without limitation, any amount) is a reference to the whole and each part of it and a reference to a group of persons is a reference to all of them collectively, to any two or more of them collectively and to each of them individually;
- (l) communications between the Parties must be in English;
- (m) in the construction and interpretation of the deed no rule of construction applies to the disadvantage of a Party on the basis that that Party put forward the deed or any part of it; and
- (n) a reference to:
 - (i) days mean calendar days; and

- (ii) time is a reference to time in New South Wales, Australia.

1.3 Headings

Headings are for ease of reference only and do not affect interpretation.

2. Amendments to the Atlassian AFL

2.1 Amendments

On and from the Effective Date, the Atlassian AFL is amended as set out in Schedule 1 of this deed.

2.2 Confirmation of Atlassian AFL

The Parties agree that on and from the Effective Date, they are bound by and will comply with the provisions of the Atlassian AFL amended as set out in Schedule 1 of this deed.

2.3 Continued force and effect of Atlassian AFL

Nothing in this deed:

- (a) prejudices or adversely affects any right, power, authority, discretion or remedy which arose under or in connection with the Atlassian AFL before the date of this deed; or
- (b) discharges, releases or otherwise affects any liability or obligation which arise under or in connection with the Atlassian AFL before the date of this deed.

2.4 Dispute Resolution

The Parties acknowledge and agree that, in the event of any Dispute under this deed, the Parties must comply with the Dispute resolution procedures (contained at clause 29 of the Atlassian AFL).

3. Confidentiality and publicity

3.1 Confidentiality of this deed

- (a) Subject to clause 3.1(b), each Party must keep the terms of this deed confidential.
- (b) The Developer, Landlord or the Tenant may only make any disclosure in relation to this deed:
 - (i) with the consent of the other two relevant Parties;
 - (ii) to a professional adviser, financial adviser, insurer, rating agency, financier, auditor, prospective assignee or assignee or prospective investors or investors if that person is obliged to keep the information disclosed confidential;
 - (iii) to the extent required to comply with any Law or a requirement of a regulatory body (including any relevant stock exchange);
 - (iv) to any of its employees or officers to whom it is necessary to disclose the information;
 - (v) in connection with any legal or arbitral proceedings under or in relation to this deed;
 - (vi) to obtain the consent of a third Party to a term of, or to an act under, this deed;
 - (vii) to a Related Body Corporate, as long as it advises that Related Body Corporate of the confidential nature of the terms of this deed;

- (viii) if the information disclosed has come into the public domain through no fault of the disclosing Party (or its employees, officers or related bodies corporate) making the disclosure;
- (ix) to the Builder, provided the Tenant approves the form of any information given to the Builder and provided the Builder is obliged to keep the information disclosed confidential, other than:
 - (A) where the Builder is required to disclose the information by Law; or
 - (B) where the disclosure of information by the Builder is reasonably necessary for the Builder to perform the Works, provided the person to whom the Builder discloses the information agrees to be bound by the same confidentiality obligations as described in this clause 3.1(b)(ix); or
- (x) to any potential purchaser, financier or mortgagee of the Landlord, Tenant or the Developer.

3.2 Publicity

- (a) The Developer, Landlord or the Tenant may only make press or other announcements or releases relating to this deed and the transactions the subject of this deed with the approval of the other relevant Parties to the form and manner of the announcement or release, unless and to the extent that the announcement or release is required to be made by:
 - (i) the relevant Party by Law or by a regulator; or
 - (ii) the Developer under a Project Document,in which case the approval of the other relevant Parties is not required.
- (b) The Atlassian Guarantor and the Guarantors may only make press or other announcements or releases relating to this deed and the transactions the subject of this deed to the extent that the announcement or release is required to be made by the relevant Party by Law or by a regulator.

4. Notices

- (a) In this deed, reference to notice means notice in writing, and is addressed to the Party to whom it is being given.
- (b) A notice, consent or other communication that complies with this clause is regarded as given and received:
 - (i) if by delivery in person, when delivered to the addressee;
 - (ii) if by express post, 3 Business Days from and including the date of postage; or
 - (iii) if by email, when the email (including any attachment) comes to the attention of the recipient or a person acting on its behalf.
- (c) A Party's address and email address are those set out below that Party's name in the relevant item in the details section of this deed, or as the person notifies the sender in writing.
- (d) Any notice or other writing served by the Developer is valid and effective if signed by the Developer or solicitor of the Developer.
- (e) If any notice or other writing is served on a day which is not a Business Day or is after 5.00 pm it is deemed to be served on the next Business Day.

5. Landlord Trustee Limitation of Liability

- (a) The Landlord enters into this deed solely in its capacity as trustee of the Trust and in no other capacity.
- (b) A liability arising under or in connection with this deed can be enforced against the Landlord only to the extent to which it can be satisfied out of the property of the Trust out of which the Landlord is actually indemnified for their liability.
- (c) The limitation of the Landlord's liability contained in this clause 5 applies notwithstanding any other provisions of this deed and extends to all liabilities and obligations of the Landlord in connection with this deed.
- (d) The Parties other than the Landlord may not sue the Landlord in any capacity other than as trustee of the Trust, including seeking the appointment to the Landlord of a receiver (except in relation to the property of Trust), a liquidator, administrator or any other similar person.
- (e) The provisions of this clause 5 will not apply to any liability or obligation of the Landlord to the extent there is a reduction in the extent of its indemnification out of the assets of the Trust as a result of the operation of the law or the application of any provisions of the Trust's constitution or as a result of the Landlord's fraud, negligence, breach of trust or breach of duty or to the extent that the Landlord fails to exercise any right of indemnity it has out of the assets of the Trust in relation to the relevant liability.

6. Performance Guarantor Limitation of Liability

6.1 Trustee

The Performance Guarantor enters into this deed in its capacity as trustee of the Dexu Operations Trust.

6.2 Limitation of Performance Guarantor's liability

The Parties acknowledge and agree that:

- (a) the Performance Guarantor enters into this deed in the capacity stated in clause 6.1 and in no other capacity;
- (b) except in the case of any liability of the Performance Guarantor under or in respect of this deed resulting from the Performance Guarantor's own fraud, negligence or breach of trust, the recourse for any person to the Performance Guarantor in respect of any obligations and liabilities of the Performance Guarantor under or in respect of this deed is limited to the Performance Guarantor's ability to be indemnified from the assets of the Dexu Operations Trust; and
- (c) if any Party (other than the Performance Guarantor) does not recover the full amount of any money owing to it arising from non-performance by the Performance Guarantor of any of its obligations, or non-payment by the Performance Guarantor of any of its liabilities, under or in respect of this deed by enforcing the rights referred to in clause 6.2(b), that Party may not (except in the case of fraud, negligence or breach of trust by the Performance Guarantor) seek to recover the shortfall by:
 - (i) bringing proceedings against the Performance Guarantor in its personal capacity; or
 - (ii) applying to have the Performance Guarantor wound up.

6.3 Override

This clause 6 applies despite any other provision of this deed or any principle of equity or law to the contrary.

7. Financial Guarantor's Limitation of Liability

7.1 Trustee

The Financial Guarantor enters into this deed in its capacity as responsible entity of the Dexus Property Trust.

7.2 Limitation of Financial Guarantor's liability

The Parties acknowledge and agree that:

- (a) the Financial Guarantor enters into this deed in the capacity stated in clause 7.1 and in no other capacity;
- (b) except in the case of any liability of the Financial Guarantor under or in respect of this deed resulting from the Financial Guarantor's own fraud, negligence or breach of trust, the recourse for any person to the Financial Guarantor in respect of any obligations and liabilities of the Financial Guarantor under or in respect of this deed is limited to the Financial Guarantor's ability to be indemnified from the assets of the Dexus Property Trust; and
- (c) if any Party (other than the Financial Guarantor) does not recover the full amount of any money owing to it arising from non-performance by the Financial Guarantor of any of its obligations, or non-payment by the Financial Guarantor of any of its liabilities, under or in respect of this deed by enforcing the rights referred to in clause 7.2(b), that Party may not (except in the case of fraud, negligence or breach of trust by the Financial Guarantor) seek to recover the shortfall by:
 - (i) bringing proceedings against the Financial Guarantor in its personal capacity; or
 - (ii) applying to have the Financial Guarantor wound up.

7.3 Override

This clause 7 applies despite any other provision of this deed or any principle of equity or law to the contrary.

8. Landlord Warranties

8.1 Warranties given in both capacities

Despite any other provision in this deed, the Landlord gives the warranties in clause 5 in its own personal capacity and in its capacity as trustee of the Trust.

8.2 Warranties

The Landlord represents and warrants in respect of the Trust that:

- (a) it is the only trustee of the Trust and no action has been taken or proposed to remove it as trustee of the Trust;
- (b) it has the power and authority under the terms of the Trust to enter into and perform this deed;
- (c) the entry into and performance of this deed is for the benefit of the beneficiaries of the Trust, whose consents (if necessary) have been obtained; and

- (d) to the best of the Landlord's knowledge, its right to be indemnified out of the assets of the Trust has not been reduced by the acts or omissions of the Landlord.

8.3 Landlord's Obligations

To the extent to which it is in the Landlord's reasonable control or discretion, the Landlord agrees to ensure that until all its obligations under this deed are discharged:

- (a) it does not resign and no additional trustee is appointed to the Trust;
- (b) the Trust is not terminated;
- (c) the terms of the Trust are not varied;
- (d) the property of the Trust is not vested or distributed; and
- (e) the Trust funds are not resettled,

in a manner which results in the assets of the Trust not being sufficient to satisfy the Landlord's obligations and liabilities under this deed without the prior consent of the Tenant. That consent may not be unreasonably withheld if a person reasonably satisfactory to the Tenant covenants with the Tenant before the relevant event, in a form and substance reasonably required by the Tenant, to perform and satisfy all outstanding obligations and liabilities of the Landlord under this deed which remain outstanding and to provide all representations and warranties provided by the Landlord under this deed.

9. Assignment

9.1 No Party to assign

Subject to clause 9.3, no Party may seek to assign, novate or otherwise transfer its rights or obligations under this deed prior to the Date of Practical Completion without the prior written consent of the other Parties (which may be granted or withheld in their absolute discretion).

9.2 Change of Control

- (a) Subject to clause 9.2(b) and 9.3, no Change of Control with respect to a Party can occur (and no Party shall permit a Change of Control to occur with respect to that Party) prior to the Date of Practical Completion without the prior written consent of the other Parties (which may be granted or withheld in their absolute discretion).
- (b) Clause 9.2(a) does not apply to a Change of Control of the Landlord that arises from a transaction or dealing which is permitted or approved under the Unitholders' Agreement that occurs in accordance with the Unitholders' Agreement or which arises from a transaction or dealing that does not breach clause 8.6 of the Unitholders' Agreement.

9.3 Assignment or Change of Control approved under the Atlassian AFL

If a Party has obtained consent to or otherwise effects a transfer of its rights or obligations under the Atlassian AFL or a Change of Control with respect to that Party, under and in accordance with the Atlassian AFL, that Party may assign, novate or otherwise transfer its rights or obligations under this deed, or effect a Change of Control with respect to that Party, to the same person as was approved under and in accordance with the Atlassian AFL, without the prior written consent of the other Parties.

10. Miscellaneous

10.1 Next Business Day

If an event under this deed must occur on a stipulated day which is not a Business Day then the stipulated day will be taken to be the next Business Day.

10.2 Interest

- (a) If a Party fails to pay any money by the time required by this deed (**Non-Paying Party**), the Non-Paying Party must pay interest to the other Party (**Receiving Party**) at the Default Rate.
- (b) Interest will be calculated daily from the due date up to and including the date the Receiving Party receives full payment.

10.3 Waiver and variation

A provision of or a right created under this deed may not be waived or varied except in writing signed by the Party or Parties to be bound.

10.4 Antecedent breaches

The termination of this deed does not affect a Party's rights in respect of a breach of this deed by the other party before termination.

10.5 Severability

If the whole or any part of a provision of this deed is void, unenforceable or illegal in a jurisdiction it is severed for that jurisdiction. The remainder of this deed has full force and effect and the validity or enforceability of that provision in any other jurisdiction is not affected. This clause 10.5 has no effect if the severance alters the basic nature of this deed.

10.6 Non-merger

The covenants, conditions, agreements and provisions of this deed which are capable of having effect after Practical Completion will not merge on Practical Completion but will continue to have full force and effect at all times.

10.7 Entire agreement

This deed constitutes the entire agreement of the Parties about its subject matter and supersedes all previous agreements, understandings and negotiations on that subject matter.

10.8 No reliance

The Tenant acknowledges that in entering into this deed it has not relied on any representations or warranties about its subject matter except as expressly provided by this deed.

10.9 Further assurances

Each Party agrees, at its own expense, on the request of another party, to do everything reasonably necessary to give effect to this deed and the transactions contemplated by it, including, but not limited to, the execution of documents.

10.10 Costs

Each Party to this deed must pay its own costs, charges and expenses associated with the preparation, negotiation, execution and completion of this deed and any variation thereof.

10.11 Counterparts

This deed may be executed in any number of counterparts and by the parties on separate counterparts. Each executed counterpart constitutes the deed of each party who has executed and delivered that counterpart.

10.12 Power and capacity warranties

Each Party represents and warrants that:

- (a) it has full power and authority to enter into and perform its obligations under this deed;

- (b) it has taken all necessary action to authorise the execution, delivery and the performance of this deed and the execution and delivery of this deed will not breach or conflict with any other agreement or undertaking to which it is a party or subject; and
- (c) this deed constitutes its legal, valid and binding obligations, enforceable in accordance with its terms.

10.13 Governing law and jurisdiction

- (a) This deed is governed by the laws of New South Wales.
- (b) Each Party unconditionally and irrevocably submits to the non-exclusive jurisdiction of the courts of New South Wales, and the courts competent to determine appeals from those aforementioned courts, with respect to any legal action or proceedings that may be brought in connection with this deed.

10.14 Electronic signatures

Without limiting clause 10.11, each Party warrants that by entering into this deed, it has unconditionally consented to:

- (a) the requirements for a signature under any Laws being satisfied; and
- (b) other Parties executing this deed,

by using any method of electronic signature permitted by Law (including DocuSign, Adobe Sign, signing on an electronic device or by digital signature).

10.15 Confirmation

If this deed is signed by a Party by use of an electronic signature, then that Party:

- (a) agrees that other Parties may rely on the electronic signature as having the same force and effect as a handwritten signature; and
- (b) unconditionally consents to any method the other Parties use (at their discretion) to identify the signatories and confirm their intention to enter into a binding legal agreement.

(c)

Signing page

EXECUTED as a deed.

Developer

Executed by
Dexus Property Services Pty Limited (ABN 66 080 918 252)
under Power of Attorney dated 17 December 2021

<i>sign here ▶</i>	<u>/s/ James Matthew Hough</u> Signature of attorney who declares that the attorney has not received any notice of the revocation of the Power of Attorney	<u>/s/ Roger Ian Clarke</u> Signature of attorney who declares that the attorney has not received any notice of the revocation of the Power of Attorney
<i>name of attorney</i>	<u>James Matthew Hough</u>	<u>Roger Ian Clarke</u>
<i>sign here ▶</i>	<u>/s/ Michelle Lemeray</u> Signature of witness	<u>/s/ Tamiko Rex</u> Signature of witness
<i>name of witness</i>	<u>Michelle Lemeray</u>	<u>Tamiko Rex</u>

Landlord

Executed by
Vertical First Pty Ltd (ABN 50 636 939 985) in its capacity as trustee of the Vertical First Trust (ABN 47 915 597 236)
in accordance with section 127(1) of the Corporations Act 2001 (Cth)
by

<i>sign here ▶</i>	<u>/s/ Gene Chi-Ching</u> Director	<u>/s/ Stanley Smith Shepard</u> Director/Secretary
<i>print name▶</i>	<u>Gene Chi-Ching Liu</u>	<u>Stanley Smith Shepard</u>

By signing above, each director or secretary (as applicable) consents to electronic execution of this document (in whole or in part), represents that they hold the position or are the person named with respect to their execution and authorises any other director or secretary (as applicable) to produce a copy of this document bearing his or her signature for the purpose of signing the copy to complete its execution under Section 127 of the *Corporations Act 2001*. The copy of the signature appearing on the copy so executed is to be treated as his or her original signature.

Tenant

Executed by

Atlassian Pty Ltd (ACN 102 443 916)

in accordance with section 127(1) of the Corporations Act 2001 (Cth)

by

sign here ▶ /s/ Gene Chi-Ching /s/ Stanley Smith Shepard
Director Director/Secretary

print name▶ Gene Chi-Ching Liu Stanley Smith Shepard

By signing above, each director or secretary (as applicable) consents to electronic execution of this document (in whole or in part), represents that they hold the position or are the person named with respect to their execution and authorises any other director or secretary (as applicable) to produce a copy of this document bearing his or her signature for the purpose of signing the copy to complete its execution under Section 127 of the *Corporations Act 2001*. The copy of the signature appearing on the copy so executed is to be treated as his or her original signature.

Financial Guarantor

Executed by

Dexus Funds Management Limited (ABN 24 060 920 783)

as responsible entity for Dexus Property Trust (ABN 24 595 854 202)

under Power of Attorney dated 17 December 2021

sign here ▶ /s/ James Matthew Hough /s/ Roger Ian Clarke
Signature of attorney who declares that the attorney has not Signature of attorney who declares that the attorney has not
received any notice of the revocation of the Power of Attorney received any notice of the revocation of the Power of Attorney

name of attorney James Matthew Hough Roger Ian Clarke

sign here ▶ /s/ Michelle Lemeray /s/ Tamiko Rex
Signature of witness Signature of witness

name of witness Michelle Lemeray Tamiko Rex

Performance Guarantor

Executed by
Dexus Funds Management Limited (ABN 24 060 920 783)
as responsible entity for Dexus Operations Trust (ABN 69 645 176 383)
under Power of Attorney dated 17 December 2021

<i>sign here ▶</i>	<u>/s/ James Matthew Hough</u> Signature of attorney who declares that the attorney has not received any notice of the revocation of the Power of Attorney	<u>/s/ Roger Ian Clarke</u> Signature of attorney who declares that the attorney has not received any notice of the revocation of the Power of Attorney
<i>name of attorney</i>	<u>James Matthew Hough</u>	<u>Roger Ian Clarke</u>
<i>sign here ▶</i>	<u>/s/ Michelle Lemeray</u> Signature of witness	<u>/s/ Tamiko Rex</u> Signature of witness
<i>name of witness</i>	<u>Michelle Lemeray</u>	<u>Tamiko Rex</u>

Atlassian Guarantor

Executed for and on behalf of
Atlassian Corporation Plc

<i>sign here ▶</i>	<u>/s/ Scott Farquhar</u> Director	<u>/s/ Erika Ashley Fisher</u> Secretary
<i>print name▶</i>	<u>Scott Farquhar</u>	<u>Erika Ashley Fisher</u>

By signing above, each director or secretary (as applicable) consents to electronic execution of this document (in whole or in part), represents that they hold the position or are the person named with respect to their execution and authorises any other director or secretary (as applicable) to produce a copy of this document bearing his or her signature for the purpose of signing the copy to complete its execution. The copy of the signature appearing on the copy so executed is to be treated as his or her original signature.

Schedule 1 – Amendments to Atlassian AFL

1. General

To the extent this Schedule 1 identifies any clauses or additions, deletions or amendments to be made to the Atlassian AFL (including the Lease and Retail Lease, being schedules to the Atlassian AFL), then the Atlassian AFL will be read and construed as though those clauses, additions, deletions and amendments are incorporated into the Atlassian AFL.

2. Amendments to the Atlassian AFL

2.1 Definitions

The definition of 'Accrued Rights and Liabilities' in clause 1.1 of the Atlassian AFL is deleted.

2.2 Fitout Guide and ESD Fitout and Operational Requirements

Clause 3.9(d) is amended by inserting the underlined words as follows:

- (d) The Tenant must either approve or reject:
- (1) the Updated Fitout Guide and
 - (2) the ESD Fitout and Operational Requirements,
- by notice to the Developer within 10 Business Days from the date that the relevant document is served on the Tenant.

2.3 Fire Brigade Approval

Clause 10.2 (Fire Brigade Approval) is deleted and replaced with the following:

10.2 Fire Brigade Approval

- (a) The Developer must use its best endeavours to obtain the FRNSW Approval by the FRNSW Approval Milestone Date.
- (b) If the Developer obtains FRNSW Approval without material requirements prior to the FRNSW Longstop Date, then the parties will have no further obligations under this clause 10.2.
- (c) If the Developer notifies the Tenant that it has obtained FRNSW Approval subject to material requirements which are Acceptable Requirements prior to the FRNSW Longstop Date, then:
 - (1) if the Acceptable Requirements include implementing the Cladding Alternative:
 - (A) the Developer will implement the Cladding Alternative and must amend the Current Base Building Design Documents accordingly and submit those amended documents to the Tenant; and
 - (B) the Tenant consents to the Developer implementing the Cladding Alternative and acknowledges that it will have no approval rights in respect of the amendments to the Current Base Building Design Documents which are made in accordance with clause 10.2(c)(1)(A);
 - (2) the Tenant consents to the Developer implementing other Acceptable Requirements and the Developer must amend the Current Base Building Design Documents accordingly and submit those amended documents to the Tenant provided that the Tenant will have no approval rights in respect of the amendments to the Current Base

- Building Design Documents which are made in accordance with this clause 10.2(c)(2);
- (3) if the relevant amounts are not funded by the Atlassian Unitholder in accordance with clause 4.8(c)(i)(B) of the Unitholders' Agreement, [***]. In that case, [***];
- (4) [***]; and
- (5) any delay arising from the need to carry out the additional works to comply with Acceptable Requirements shall be an EOT Event to which clauses 15.3 to 15.5 shall apply;
- (d) The parties acknowledge and agree that if the Developer notifies the Tenant that it:
 - (1) is unable to obtain FRNSW Approval prior to the FRNSW Approval Milestone Date; or
 - (2) can only obtain FRNSW Approval subject to material requirements which are Unacceptable Requirements prior to the FRNSW Approval Milestone Date,
 the Developer must use reasonable endeavours to obtain an FRNSW Approval with an Acceptable FRNSW Outcome prior to the FRNSW Longstop Date.
- (e) If an Acceptable FRNSW Outcome is not obtained by the FRNSW Longstop Date:
 - (1) the rights and obligations in this Agreement (other than this clause 10.2(e) and clauses 10.2(f), 10.2(g) and 10.2(h)) are suspended automatically on and from the FRNSW Longstop Date until:
 - (A) the matters set out in clause 1.2(a) to clause 1.2(f) of Schedule 9 of the Unitholders' Agreement (other than the requirement of the Developer to enter into a new agreement for lease with the Landlord and the Tenant pursuant to clause 1.2(f)(iii)(B) of Schedule 9 of the Unitholders' Agreement) have been satisfied and the new arrangements referred to in clause 10.2(f) have been agreed; or
 - (B) in respect of the Tenant's commitment to lease 100% of the Premises for 15 years only, the FRNSW Exit Process is triggered pursuant to clause 1.4 of Schedule 9 of the Unitholders' Agreement,
 following which the Parties must perform their respective obligations in this Agreement in accordance with the new arrangements referred to in clause 10.2(f) or 10.2(g)(2) (as applicable);
 - (2) no party will have any claim against another party, or any liability to another party, under or in connection with this Agreement, including in respect of the failure to obtain an Acceptable FRNSW Outcome by the FRNSW Longstop Date, other than in respect of:
 - (A) a breach of clause 32 (Confidentiality and Publicity);
 - (B) any liability arising from any illegal or unlawful acts or fraud of that party;
 - (C) any liability which, by Law, the parties cannot limit or exclude;
 - (D) the Developer's entitlement to recover from the Tenant under clause 12 amounts:
 - (i) which have become payable to the Developer prior to the FRNSW Longstop Date; and
 - (ii) properly incurred by the Developer in accordance with this Agreement up to the FRNSW Longstop Date, to the extent such amounts have not become payable by the Tenant to the Developer under this Agreement, but which would become payable in accordance with clause 12 upon the Developer complying with clause 12; and
 - (E) third party claims made against the Developer or the Tenant, in respect of events occurring prior to the FRNSW Longstop Date; and

- (3) the Developer will have no further obligations in relation to the Works and the parties release the Developer from all liabilities in relation to the performance, carrying out and completion of the Works to the extent they fall due for performance after the FRNSW Longstop Date, subject to clauses 10.2(e)(1), 10.2(f) and 10.2(g).
- (f) The parties acknowledge and agree that:
 - (1) if the matters set out in clause 1.2(a) to clause 1.2(f) of Schedule 9 of the Unitholders' Agreement (other than the requirement of the Developer to enter into a new agreement for lease with the Landlord and the Tenant pursuant to clause 1.2(f)(iii)(B) of Schedule 9 of the Unitholders' Agreement) have been satisfied, then this Agreement, the Lease and the Retail Lease will be amended to reflect the matters agreed under clauses 1.2(a) to 1.2(f) of Schedule 9 of the Unitholders' Agreement including to reflect:
 - (A) that the Tenant will commit to occupy 100% of the commercial net-lettable area of the Building which is the subject of the new design agreed under Schedule 9 of the Unitholders' Agreement;
 - (B) the revised design and any new deal terms consistent with clause 1.2 of Schedule 9 of the Unitholder's Agreement;
 - (C) the variation to the Building Contract or the terms of the new design and construct contract; and
 - (D) that the Date for Practical Completion, Milestone Dates and the Works Program will be updated to reflect the suspension period in clause 10.2(e), the revised design and the new delivery program; and
 - (2) entry into the amending documents required by this clause 10.2(f) will be deemed to satisfy the obligation under clause 1.2(f)(iii)(B) of Schedule 9 of the Unitholders' Agreement for the Landlord to enter into a new agreement for lease with the Developer and the Tenant.
- (g) Where the FRNSW Exit Process (as defined in the Unitholders' Agreement) is triggered under clause 1.4(a) of Schedule 9 of the Unitholders' Agreement:
 - (1) if applicable, the Tenant will consent to any replacement of the Developer appointed by the Landlord as a result of the FRNSW Exit Process; and
 - (2) the Tenant will negotiate in good faith and agree amendments to this Agreement, reflecting as a minimum that the Tenant must agree on market standard terms to lease a minimum of 23,000sqm of the commercial net-lettable area of the new tower for 10 years as its Australian headquarters.
- (h) The rights and obligations of the Parties under clause 10.2(g) survive expiry or termination of this Agreement.

2.4 DDA compliance for the State Works

A new clause 11.3 is inserted as follows:

11.3 DDA compliance for the State Works

The Parties acknowledge and agree that:

- (a) the Developer has an obligation under clause 24.2(b) of the PDA to ensure that all State Works comply with the requirements of the *Disability Discrimination Act 1992 (Cth) (DDA Compliance)*;
- (b) the Developer may propose a performance based solution for the State's consideration and approval, which may include utilisation of the main lifts in the lobby of the Building;
- (c) the Developer must:
 - (1) consult with the Tenant in relation to any performance based solution that involves utilisation of the Building (including lifts in the lobby of the Building);
 - (2) evaluate performance based solutions that do not involve utilisation of the Building (including lifts in the lobby of the Building) and

- where the alternative performance based solutions do not have a material cost or delay impact on the Developer, provide them to the State for its consideration and approval; and
- (3) subject to clause 11.3(c)(2), minimise any impact on the Tenant's use of the Building;
 - (d) subject to the Developer's compliance with clauses 11.3(c) and 11.3(e), the Tenant and the Landlord will not be entitled to make any claim or demand for compensation or damages or commence any proceedings (including without limitation in nuisance) against the Developer or the State in respect of any performance based solution implemented under this clause 11.3; and
 - (e) any pedestrian link(s) proposed to be situated at RL21 (as defined in the PDA) by the State (or any party claiming through the State) must not rely on utilisation of the Building (including the main lifts in the lobby of the Building) and once such pedestrian link is provided, any performance based solution utilising for the State Works the Building will cease.

2.5 Non-compliance with or hindrance of Project Documents

Clause 23.5(f)(6) is amended by inserting the underlined words as follows:

- (6) indemnifies the Developer from and against:
 - (A) any liability or Loss, incurred or suffered by the Developer; or
 - (B) any Claim (as defined under the PDA) against the Developer, to the extent that such liability, Loss or Claim (as defined under the PDA) was caused or contributed to by or arises out of or in connection with:
 - (C) the acts, omissions and defaults referred to in clause 23.5(f)(5);
 - (D) the PDA Indemnities;
 - (E) a breach of the Developer PDA Obligations; or
 - (F) a breach of the Tenant Works PDA Provisions,
- (PDA Loss), to the extent such PDA Loss is caused or contributed to by the Tenant Works, the Tenant or the Tenant's Agents, including in accessing the PDA Land or performing the Tenant Works, but excluding Consequential Loss incurred or sustained by the Developer as a result of any act or omission of the Tenant or the Tenant's Agents (whether negligent or otherwise);

2.6 Developer Event of Default

A new clause 28.1(e) is inserted as follows:

- (e) For the avoidance of doubt, a Developer Event of Default does not arise out of any suspension under clause 10.2(e).

2.7 Termination for failure to replace Developer

Clause 28.5 is amended by inserting the underlined words and deleting the words that have been struck through as follows:

- (a) ~~Subject to clause 28.5(b)~~, if the Developer is removed from the role of Developer pursuant to the Development Deed and a replacement Developer has not been nominated or appointed and taken a novation of the Developer's rights and obligations under this Agreement on terms acceptable to the Tenant, the Developer and the incoming party (each acting reasonably) and in accordance with the timing in the Development Deed, then if the Landlord under the Development Deed has elected to terminate the Development Deed, this Agreement will also terminate and no party shall have any further obligations to the other under this Agreement after the date of that termination, except with respect to any pre-existing breach.
- (b) Clause 28.5(a) of this Agreement does not apply if the Development Deed is terminated under clause 2.5(a)(1) of the Development Deed.

2.8 Warranties given in both capacities

Clause 40.1 is amended by inserting the underlined words and deleting the words that have been struck through as follows:

40.1 Warranties given in both capacities

Despite any other provision in this Agreement, the Landlord gives the warranties in clause ~~38-40.2~~ in its own personal capacity and in its capacity as trustee of the Trust.

2.9 Reference Schedule

Items 6 and 8 in the Reference Schedule of Schedule 1 are amended by inserting the underlined words and deleting the words that have been struck through as follows:

- | | | |
|---|----------------------------|--|
| 6 | Tenant: | Atlassian Pty Ltd ACN 102 443 916
Address: Level 6/341 George Street, Sydney NSW 2000
Attention: ###
Email: ### |
| 8 | Atlassian Guarantor | Atlassian Corporation Plc UK Company Number 08776021
c/o Atlassian Inc, 350 Bush Street, 13th Floor, San Francisco, CA 94014
Attention: ###
Email: ### |

2.10 Completion of Lease

Clause 1(c) of Schedule 3 (Completion of Lease) is amended by deleting the words that have been struck through as follows:

- (c) If the Tenant cannot obtain the required Approvals for the ~~the~~ sky signage area or the sky signage (as approved by the Landlord in accordance with clause 8), then prior to execution the Landlord may amend the Lease by:
- (1) deleting the definition of 'Sky Signage Area';
 - (2) deleting clause 17.6 of the Lease;
 - (3) deleting all references to the 'Sky Signage Area' in the Lease; and
 - (4) removing any plans of the Sky Signage Area from Exhibit 11 to the Lease;

2.11 Completion of Lease

New clauses 1(a)(5)(D), 1(a)(5)(E) and 1(aa) in Schedule 3 (Completion of Lease) are inserted as follows:

- (5)(D) 'BMU Easements', the registered dealing number (and applicable easement numbers and descriptions (in the form set out in paragraphs (1)-(3), below)) for the following easements (which the PDA contemplates will be registered on the title to the Land prior to the grant of the Lease, and which are set out in Schedule 12 (Easements) of the PDA):
- (1) Easement for Access for BMU façade maintenance (E1C) (the terms of which are set out in clause 13 of Part C of Schedule 12 to the PDA); and
 - (2) Easement for Access for BMU façade maintenance (E2C) (the terms of which are set out in clause 14 of Part C of Schedule 12 to the PDA); and
 - (3) Easement for Access for BMU façade maintenance (E3C) (the terms of which are set out in clause 14 of Part C of Schedule 12 to the PDA);
- (5)(E) in the definition of 'Toga Agreement' in clause 1.1, the date of any variations to the agreement described in the definition of 'Toga Agreement';
- (aa) In clause 12.5(f), the following changes are made:
- (1) delete the words '[in clause 29.2 of Part C (Easement Key Terms) of Schedule 12 (Easements) of the PDA (with such easement to be registered on the title to the Land on or prior to the grant of this Lease)]' and replace those words with the registered dealing number (and applicable easement number and description) for the following easement contemplated in Schedule 12 (Easements) of the PDA:
 - (A) Easement for noise, vibration, electrolysis (NVE1) (the terms of which are set out in clause 29 of Part C of Schedule 12 to the PDA); and

- (2) delete the words '[(being Lots 2, 3 and 4 (as defined in the PDA))]' and replace those words with the description of the lots burdened by the easement for noise, vibration, electrolysis (NVE1), as set out in the relevant registered dealing described in clause 1(aa)(1).

2.12 Completion of Retail Lease

New clauses 2(a)(7A), 2(a)(7B) and 2(aa) in Schedule 3 (Completion of Lease) are inserted as follows:

- (7A) 'BMU Easements', the registered dealing number (and applicable easement numbers and descriptions (in the form set out in paragraphs (1)-(3), below)) for the following easements (which the PDA contemplates will be registered on the title to the Land prior to the grant of the Retail Lease, and which are set out in Schedule 12 (Easements) of the PDA):
 - (1) Easement for Access for BMU façade maintenance (E1C) (the terms of which are set out in clause 13 of Part C of Schedule 12 to the PDA); and
 - (2) Easement for Access for BMU façade maintenance (E2C) (the terms of which are set out in clause 14 of Part C of Schedule 12 to the PDA); and
 - (3) Easement for Access for BMU façade maintenance (E3C) (the terms of which are set out in clause 14 of Part C of Schedule 12 to the PDA);
- (7B) in the definition of 'Toga Agreement' in clause 1.1, the date of any variations to the agreement described in the definition of 'Toga Agreement';
- (aa) in clause 16.5(f):
 - (1) delete the words '[in clause 29.2 of Part C (Easement Key Terms) of Schedule 12 (Easements) of the PDA (with such easement to be registered on the title to the Land on or prior to the grant of this Lease)]' and replace those words with the registered dealing number (and applicable easement number and description) for the following easement contemplated in Schedule 12 (Easements) of the PDA:
 - (A) Easement for noise, vibration, electrolysis (NVE1) (the terms of which are set out in clause 29 of Part C of Schedule 12 to the PDA); and
 - (2) delete the words '[(being Lots 2, 3 and 4 (as defined in the PDA))]' and replace those words with the description of the lots burdened by the easement for noise, vibration, electrolysis (NVE1), as set out in the relevant registered dealing described in clause 2(aa)(1).

2.13 Practical Completion

Clause (h) of Schedule 5 (Practical Completion) is amended by inserting the underlined words as follows:

- (g) All debris, rubbish, building materials, hoardings and barricades have been removed from the Land, the Premises and Common Areas to be used by the Tenant and have been professionally cleaned, except to the extent:
 - (1) the Developer is prevented from professionally cleaning the northern, eastern or southern elevations of the Building because the Developer has been unable to arrange a planned partial closure of the Rail Corridor (as defined in the PDA), during which no trains, customers or station staff are present on Platform 1 (as defined in the PDA) or any rooftop of the station or other buildings in the vicinity of the Easement Site (as defined in the PDA). In this circumstance, the Developer agrees to arrange the professional cleaning as soon as practicable after Practical Completion; and
 - (2) the building materials, hoardings or barricades are required for the completion of work relating to other retail or commercial tenancies.

2.14 Conditions for performance of Tenant Works

A new clause 3.1(e) in Schedule 8 is inserted as follows:

- (c) The Tenant:

- (1) acknowledges that the Landlord has an obligation in clause 29.2 of Part C (Easement Key Terms) of Schedule 12 (Easements) of the PDA to indemnify the State against any claim, demand, action or proceeding (including, without limitation, in nuisance) brought by any user, occupier or tenant of the Lot burdened (being Lots 2, 3 and 4 (as defined in the PDA)) or any persons who derive title or occupation or use rights from the Landlord in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor;
- (2) releases the Landlord, the Lessor's Agents (as defined in the Lease) and the State from, and agrees not to make (and ensure that any persons who derive title or occupation or use rights from the Tenant do not make), any claim or demand, or commence proceedings (including, without limitation, in nuisance) against the Landlord, the Lessor's Agents (as defined in the Lease) or the State in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor; and
- (3) must ensure that any agreement for sublease, sublease, licence or occupancy agreement granted by the Tenant in relation to all or part of the Premises or all or part of a Licensed Area, includes a release from the relevant sublessee, licensee or occupant in favour of the Landlord, the Lessor's Agents (as defined in the Lease) and the State on the terms set out in clause 3.1(c)(2) of this Schedule 8.

2.1 Handover Condition and Commissioning Access Condition

- (a) The preamble in Schedule 12 (Part 2) (Handover Condition – IT Works Process) is amended by inserting the underlined words as follows:
- The following process is proposed for the early access of MCR's & FCR's, noting that access for these works is 24 workings days prior to the estimated Date of Practical Completion (only applicable to Habitats where the Tenant has provided an Integrated Fitout Works Direction). Any reference to 'working day' within this schedule refers to a working day in the Project [Working Day](#) Calendar (on the basis that days shaded grey are not working days)
- (b) The table in Schedule 12 (Part 2) (Handover Condition – IT Works Process) is amended by inserting the underlined words and deleting the words that have been struck through as follows:

<p>Built Works</p>	<p>All built elements (walls, floors, ceilings, doors) shall be fully constructed to architects' specifications and dust free.</p> <p>All painting to be completed and 'scuff free'. Minor defects and painting touch ups will be acceptable up to 24 working days prior to the estimated Date of Practical Completion provided no dusty works.</p> <p>All floor finishes and skirting to be completed.</p> <p>All penetrations through walls, floor, and ceiling to be completed, sealed, fire rated (where applicable) and dust free – with the exception of the cable paths for data and communications cabling. These penetrations to be temporarily sealed with fire pillows to allow additional cables if required.</p> <p>A full "builders clean" to have been completed and the entire space deemed dust free.</p> <p>All built works deemed complete all rubbish removed.</p> <p>Deliveries can be made as required.</p>	<p>A full technical clean to have been completed and the entire space deemed dust free. Included within electrical contractors' scope of works.</p> <p>The entire space is deemed safe to allow the clients IT teams Tenant's Contractors to work within the racks without health and safety risks.</p> <p>The room is accessible 24x7 to allow Tenant's IT to install and commission their equipment.</p> <p>Subject to the Tenant's Contractors complying with their obligations, the Tenant's Contractors will have unrestricted access to the comms rooms from the access dates for the entire period each day that the site is operating (including any extended working hours that may be implemented). The Builder will only charge actual costs incurred for any requests from the Tenant's Contractors to work outside of site hours.</p> <p>It is anticipated that the data cabling installer will need access to the room beyond this date to test their horizontal (workstation and office area outlets), but this must be dust free and access approved by Tenant's IT.</p> <p>No further activities</p>	<p>Penetrations for cable paths for data and communications cabling to have temporary fire pillows removed and formal fire rating completed and certified.</p> <p>Following the final sealing of the data and communications cables paths a final technical clean is to be undertaken.</p> <p>Included within electrical contractors' scope of works.</p>
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1.16 Tenant's Sustainability Performance Standards

Schedule 26 is amended by inserting the underlined words as follows:

Schedule	Description	Electronic File Name
Tenant's Sustainability Performance Standards	Tenant's Sustainability Performance Standards	Tenant's Sustainability Performance Standards.PDF
		Schedule 26 - Tenant_s Sustainability Performance Standards.PDF

3. Amendments to the Lease (being Schedule 2 to the Atlassian AFL)

3.1 Definitions

(a) The following defined terms are inserted:

BMU Easements means [#]. **[Drafting Note: to be inserted under the Agreement for Lease.]**

Cleaning Obligations has the meaning given in clause 5.7(c)(1).

Cleaning Service has the meaning given in clause 4.1(a).

Maintenance Obligation has the meaning given in clause 5.7(c)(1).

PDA has the meaning given to that term in the Agreement for Lease.

State means Transport for NSW ABN 18 804 239 602.

State Works has the meaning given to that term in the PDA.

Toga means Toga Pty Limited ACN 000 926 947.

Toga Agreement means the document entitled "Adjoining Owners Agreement" made between Atlassian Pty Limited ACN 102 443 916, Vertical First Pty Limited ACN 636 939 985 and Toga Pty Limited ACN 000 926 947 dated 9 February 2021 and varied on [#]. **[Drafting Note: to be inserted under the Agreement for Lease.]**

(b) in the defined term 'Laws', the word 'means' is inserted after the word 'Laws'.

3.2 Provision of Base Building Services

Clause 3.5(a) is varied by inserting 'and clause 5.6(c)' after the words 'Subject to clause 3.5(e)'.

3.3 DDA compliance for the State Works

A new clause 5.6 is inserted as follows:

5.6 DDA Compliance for the State Works

(a) The Lessor and the Lessee acknowledge and agree that:

- (1) the Developer has an obligation under clause 24.2(b) of the PDA to ensure that all State Works comply with the requirements of the *Disability Discrimination Act 1992* (Cth) (**DDA Compliance**);
- (2) the Developer may, in accordance with clause 11.3 of the Agreement for Lease, propose a performance based solution for the State's consideration and approval, which may include utilisation of the main lifts in the lobby of the Building;
- (3) subject to the Developer complying with clause 11.3(c) of the Agreement for Lease and to clause 5.6(a)(4), the Lessee and the Lessee's Agents will not be entitled to make any claim or demand for compensation or damages or abatement of rent or commence any proceedings (including without limitation, in nuisance) against the Lessor, the Developer or the State, or terminate or rescind this Lease, in respect of any such performance based

- solution that is implemented in accordance with clause 11.3 of the Agreement for Lease; and
- (4) any pedestrian link(s) proposed to be situated at RL21 (as defined in the PDA) by the State (or any party claiming through the State) must not rely on utilisation of the Building (including the main lifts in the lobby of the Building) and once such pedestrian link is provided, any performance based solution for the State Works utilising the Building will cease.
- (b) The Lessee must ensure that any sublease, licence or occupancy agreement granted by the Lessee during the Term in relation to all or part of the Premises or all or part of a Licensed Area, includes a release from the relevant sublessee, licensee or occupant (as applicable) in favour of the Lessor, the Developer and the State under which the sublessee, licensee or occupant releases the Lessor, the Developer and the State from, and agrees not to make any claim or demand for compensation or damages or abatement of rent, or commence any proceedings (including without limitation in nuisance) against the Lessor or the Developer or the State or the Tenant, or terminate or rescind the relevant agreement, in connection with the matters disclosed in clause 5.6(a).
 - (c) The Lessee acknowledges and agrees that if:
 - (1) the Lessor fails to comply with any of its obligations under clauses 3.5(a) with respect to performance of the Elevators; and
 - (2) the failure to comply with that obligation(s) is a result of the DDA Compliance for the State Works being achieved through a performance based solution contemplated by clause 5.6(a)(2),
 then the relevant non-compliance with respect to performance of the Elevators will not constitute a breach of clause 3.5(a) and clause 5.3(b) will not apply in respect of such non-compliance and the Lessee releases the Lessor from, and agrees not to make, any claim or demand for compensation or damages or abatement of rent, or commence any proceedings (including without limitation in nuisance) against the Lessor, or terminate or rescind this Lease.

3.4 Building Maintenance Unit

A new clause 5.7 is inserted as follows:

5.7 Building Maintenance Unit

- (a) The Lessor and the Lessee acknowledge that the BMU Easements, which were registered on the title to the Land as contemplated by the PDA, place limitations on the maintenance, alteration, repair of, and other works to, the facade of the Building, including the use of the Building Maintenance Unit for the Building.
- (b) The Lessee acknowledges and agrees that it has read and understood the terms of the BMU Easements.
- (c) The Lessee acknowledges and agrees that:
 - (1) compliance with the terms of the BMU Easements may impact the ability of the Lessor to comply with its cleaning obligations under clause 3.7, 5.1 and 5.4 (to the extent applicable) of this Lease on the northern, eastern and southern elevations of the Building (**Cleaning Obligations**) and facade repairs and maintenance obligations under clause 3.6, 3.7, 4.5 and 5.4 of this Lease on the northern elevation, the eastern elevation and the southern elevation of the Building (each a **Maintenance Obligation**); and
 - (2) if the Lessor fails to comply with a Cleaning Obligation or a Maintenance Obligation and that failure to comply is solely the result of a restriction imposed on the Lessor pursuant to the BMU Easements (or the Lessor otherwise complying with a term of the BMU Easements), then:
 - (A) the relevant failure will not constitute a breach of this Lease; and
 - (B) the Lessee releases the Lessor from, and agrees not to make (and ensure that the Lessee's Agents do not make), any claim or demand for compensation or damages or abatement of rent, or commence any proceedings against the Lessor, or terminate or rescind this Lease because of that failure.
- (d) If the Lessor is unable to comply with a Cleaning Obligation or a Maintenance Obligation in accordance with clause 5.7(c)(2):

- (1) the Lessor must notify the Lessee and provide details and supporting evidence of:
 - (A) the obligation and why it cannot be performed; and
 - (B) the steps taken to try and perform the obligation, including all correspondence with the party benefited by the BMU Easements and the relevant Rail Agency (as defined in the BMU Easements), the Rail Transport Agency (as defined in the BMU Easements) and/or the Transport Agency (as applicable) seeking consent to perform the relevant obligation;
- (2) the Lessor and the Lessee (each acting reasonably) must as soon as practicable meet and use reasonable endeavours to agree in writing alternative arrangements which would meet, or an alternate pathway to meet, the requirements or obtain the necessary consents from the party benefited by the BMU Easements, the Rail Agency (as defined in the BMU Easements), the Rail Transport Agency (as defined in the BMU Easements) and/or the Transport Agency (as applicable) which would enable the relevant obligation to be performed or a similar outcome to be achieved but in compliance with the terms of the BMU Easements; and
- (3) if alternative arrangements or an alternative pathway are agreed under clause 5.7(d)(2):
 - (A) the Lessor must then use all reasonable endeavours to implement the agreed alternative arrangements or pathway and obtain the necessary consents which would enable the relevant obligation to be performed or a similar outcome to be achieved and as soon as reasonably practicable; and
 - (B) the Lessor may charge to the Lessee, and the Lessee must pay, the Lessor's actual and properly incurred costs, charges and expenses of implementing the agreed alternative arrangements or alternative pathway agreed under clause 5.7(d)(2), provided either:
 - (i) those amounts are recoverable as Outgoings under clauses 6.1(b) and 7 of this Lease; or
 - (ii) the Lessee has approved the Lessor's estimated costs and expenses (with such approval not to be unreasonably withheld or delayed by the Lessee) being included as Outgoings.

3.5 Use of Lift and Atlassian Lobby Area

A new clause 5.8 is inserted as follows:

5.8 Use of Lift and Atlassian Lobby Area

- (a) Each capitalised term used in this clause has the meaning given to that term in the Toga Agreement, unless otherwise defined in this Lease.
- (b) The Lessee acknowledges and agrees that under the Toga Agreement:
 - (1) on and from the Date of Vertical First Works Practical Completion until Construction Commencement of the Toga Works, Toga, the Retail Tenancies, the Adina Hotel and other existing users of the Loading Dock Area will have a right to use the New Loading Dock Facilities;
 - (2) the parties to the Toga Agreement, together with other owners and/or lessees within the Western Gateway Sub-Precinct will agree and implement procedures for accessing and managing the use of the New Loading Dock Facilities (and the parties will use best endeavours to ensure these procedures are consistent with the New Loading Dock Operational Requirements); and
 - (3) among other things, the New Loading Dock Operational Requirements state that, in the event the goods lift servicing the Adina Hotel and supporting retailers is not available, those users will be entitled to:
 - (A) use the dedicated goods lift; and
 - (B) access and pass through the Atlassian Lobby Area for loading and waste removal to and from the dedicated goods lift.
- (c) The Lessee and the Lessee's Agents will not be entitled to make any claim or demand for compensation or damages or abatement of rent or commence any proceedings (including without limitation in nuisance) against the Lessor, or

rescind or terminate this Lease in respect of with the matters disclosed in this clause 5.8 as long as any use of the Lifts is limited to the dedicated goods lift and reasonable protocols are put in place to minimise any disturbance to the use of the lobby of the Building by the Lessee and the Lessee's Agents.

3.6 Easements and rights of support

A new clause 12.5(f) is inserted as set out below, existing clauses 12.5(f)-(l) (inclusive) become clauses 12.5(g)-(m) (inclusive) and, in (new) clause 12.5(h), the references to clause 12.5(h) and 12.5(g) become references to clause 12.5(i) and clause 12.5(h) (respectively):

(f) The Lessee:

- (1) acknowledges that the Lessor has an obligation [in clause 29.2 of Part C (Easement Key Terms) of Schedule 12 (Easements) of the PDA (with such easement to be registered on the title to the Land on or prior to the grant of this Lease)] to indemnify the State against any claim, demand, action or proceeding (including, without limitation, in nuisance) brought by any user, occupier or tenant of the Lot burdened [(being Lots 2, 3 and 4 (as defined in the PDA))] or any persons who derive title or occupation or use rights from the Lessor in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor; [Drafting Note: Wording in square brackets to be deleted and replaced in accordance with Agreement for Lease.]
- (2) releases the Lessor, the Lessor's Agents and the State from, and agrees not to make (and ensure that any persons who derive title or occupation or use rights from the Lessee do not make), any claim or demand, or commence proceedings (including, without limitation, in nuisance) against the Lessor, the Lessor's Agents or the State in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor; and
- (3) must ensure that any sublease, licence or occupancy agreement granted by the Lessee during the Term in relation to all or part of the Premises or all or part of a Licensed Area, includes a release from the relevant sublessee, licensee or occupant in favour of the Lessor, the Lessor's Agents and the State on the terms set out in clause 12.5(f)(2).

3.7 Subletting or licensing

In clause 13.6(b), clauses 13.6(b)(3) and 13.6(b)(4) are deleted and replaced, and new clause 13.6(b)(5) is inserted, as follows:

- (3) the sublessee or licensee is not an Excluded Person; and
- (4) the sublease or licence expires on the earlier of:
 - (A) the date specified in the sublease or licence;
 - (B) the day before the Termination Date; and
 - (C) the date of any sooner determination of this Lease; and
- (5) the sublease or licence includes the releases described in clauses 5.6(b) and 12.5(f)(3).

3.8 Atlassian Lobby Area

- (a) Clause 17.2(c) (which has no text) is deleted and clauses 17.2(d)-(g) (inclusive) become clauses 17.2(c)-(f) (inclusive).
- (b) Clause 17.2(a) is deleted and replaced with the following:
 - (a) The Lessor grants and the Lessee takes a licence to use during the Term the Atlassian Lobby Area in accordance with this clause 17.2 and the terms of this Lease (to the extent those terms expressly apply to the use of the Atlassian Lobby Area). Subject to:
 - (1) clause 17.2(c);
 - (2) the arrangement disclosed in clause 5.8; and
 - (3) the rights of YHA under the Building Management Statement,

the Lessor must not grant any rights to use any part of the Atlassian Lobby Area to any other person.

3.9 Terms of further lease

Clause 19.5(p)(10) is deleted and replaced with the following:
(10) clauses 12.5(g), 12.5(h) and 12.5(i) are deleted.

4. Amendments to the Retail Lease (being Schedule 16 to the Atlassian AFL)

4.1 Definitions

The following defined terms are inserted:

BMU Easements means [#]. **[Drafting Note: to be inserted under the Agreement for Lease.]**

Developer means Dexus Property Services Pty Limited (ABN 66 080 918 252).

Maintenance Obligation has the meaning given in clause 35(c).

PDA has the meaning given to that term in the Agreement for Lease.

State means (in the context of clauses 16.5(f) and 34 only) Transport for NSW ABN 18 804 239 602.

State Works has the meaning given to that term in the PDA.

Toga means Toga Pty Limited ACN 000 926 947.

Toga Agreement means the document entitled "Adjoining Owners Agreement" made between Atlassian Pty Limited ACN 102 443 916, Vertical First Pty Limited ACN 636 939 985 and Toga Pty Limited ACN 000 926 947 dated 9 February 2021 and varied on [insert]. **[Drafting Note: to be inserted under the Agreement for Lease.]**

4.2 DDA compliance for the State Works

A new clause 34 is inserted as follows:

34. DDA Compliance for the State Works

- (a) The Landlord and the Tenant acknowledge and agree that:
- (1) the Developer has an obligation under clause 24.2(b) of the PDA to ensure that all State Works comply with the requirements of the *Disability Discrimination Act 1992* (Cth) (**DDA Compliance**);
 - (2) the Developer may, in accordance with clause 11.3 of the Agreement for Lease, propose a performance based solution for the State's consideration and approval, which may include utilisation of the main lifts in the lobby of the Building;
 - (3) subject to the Developer complying with clause 11.3(c) of the Agreement for Lease and to clause 34(a)(4), the Tenant and the Tenant's Employees and Agents will not be entitled to make any claim or demand for compensation or damages or abatement of rent or commence any proceedings (including without limitation, in nuisance) against the Landlord, the Developer or the State, or terminate or rescind this Lease, in respect of any such performance based solution that is implemented in accordance with clause 11.3 of the Agreement for Lease; and
 - (4) any pedestrian link(s) proposed to be situated at RL21 (as defined in the PDA) by the State (or any party claiming through the State) must not rely on utilisation of the Building (including the main lifts in the lobby of the Building) and once such pedestrian link is provided, any performance based solution for the State Works utilising the Building will cease.
- (b) The Tenant must ensure that any sublease, licence or occupancy agreement granted by the Tenant during the Term in relation to all or part of the Premises, includes a

release from the relevant sublessee, licensee or occupant (as applicable) in favour of the Landlord, the Developer and the State under which the sublessee, licensee or occupant releases the Landlord, the Developer and the State from, and agrees not to make any claim or demand for compensation or damages or abatement of rent, or commence any proceedings (including without limitation in nuisance) against the Landlord or the Developer or the State or the Tenant, or terminate or rescind the relevant agreement, in connection with the matters disclosed in clause 34(a).

4.3 Building Maintenance Unit

A new clause 35 is inserted as follows:

35. Building Maintenance Unit

- (a) The Landlord and the Tenant acknowledge that the BMU Easements, which were registered on the title to the Land as contemplated by the PDA, place limitations on the maintenance, alteration, repair of, and other works to, the facade of the Building, including the use of the Building Maintenance Unit for the Building.
- (b) The Tenant acknowledges and agrees that it has read and understood the terms of the BMU Easements.
- (c) The Tenant acknowledges and agrees that:
 - (1) compliance with the terms of the BMU Easements may impact the ability of the Landlord to comply with its obligations under clause 16.2 of this Lease on the northern, eastern and southern elevations of the Building (each a **Maintenance Obligation**); and
 - (2) if the Landlord fails to comply with a Maintenance Obligation and that failure to comply is solely the result of a restriction imposed on the Landlord pursuant to the BMU Easements (or the Landlord otherwise complying with a term of the BMU Easements), then:
 - (A) the relevant failure will not constitute a breach of this Lease; and
 - (B) the Tenant releases the Landlord from, and agrees not to make (and ensure that the Tenant's Employees and Agents do not make), any claim or demand for compensation or damages or abatement of rent, or commence any proceedings against the Landlord, or terminate or rescind this Lease because of that failure.
- (d) If the Landlord is unable to comply with a Maintenance Obligation in accordance with clause 35(c)(2):
 - (1) the Landlord must notify the Tenant and provide details and supporting evidence of:
 - (A) the obligation and why it cannot be performed; and
 - (B) the steps taken to try and perform the obligation, including all correspondence with the party benefited by the BMU Easements and the relevant Rail Agency (as defined in the BMU Easements), the Rail Transport Agency (as defined in the BMU Easements) and/or the Transport Agency (as applicable) seeking consent to perform the relevant obligation;
 - (2) the Landlord and the Tenant (each acting reasonably) must as soon as practicable meet and use reasonable endeavours to agree in writing alternative arrangements which would meet, or an alternate pathway to meet, the requirements or obtain the necessary consents from the party benefited by the BMU Easements, the Rail Agency (as defined in the BMU Easements), the Rail Transport Agency (as defined in the BMU Easements) and/or the Transport Agency (as applicable) which would enable the relevant obligation to be performed or a similar outcome to be achieved but in compliance with the terms of the BMU Easements; and

- (3) if alternative arrangements or an alternative pathway are agreed under clause 35(d)(2):
 - (A) the Landlord must then use all reasonable endeavours to implement the agreed alternative arrangements or pathway and obtain the necessary consents which would enable the relevant obligation to be performed or a similar outcome to be achieved and as soon as reasonably practicable; and
 - (B) the Landlord may charge to the Tenant, and the Tenant must pay, the Landlord's actual and properly incurred costs, charges and expenses of implementing the agreed alternative arrangements or alternative pathway agreed under clause 35(d)(2), provided either:
 - (i) those amounts are recoverable as Outgoings under clause 6 of this Lease; or
 - (ii) the Tenant has approved the Landlord's estimated costs and expenses (with such approval not to be unreasonably withheld or delayed by the Tenant) being included as Outgoings.

4.4 Use of Lift and Atlassian Lobby Area

A new clause 36 is inserted as follows:

36 Use of Lift and Atlassian Lobby Area

- (a) Each capitalised term used in this clause has the meaning given to that term in the Toga Agreement, unless otherwise defined in this Lease.
- (b) The Tenant acknowledges and agrees that under the Toga Agreement:
 - (1) on and from the Date of Vertical First Works Practical Completion until Construction Commencement of the Toga Works, Toga, the Retail Tenancies, the Adina Hotel and other existing users of the Loading Dock Area will have a right to use the New Loading Dock Facilities;
 - (2) the parties to the Toga Agreement, together with other owners and/or lessees within the Western Gateway Sub-Precinct will agree and implement procedures for accessing and managing the use of the New Loading Dock Facilities (and the parties will use best endeavours to ensure these procedures are consistent with the New Loading Dock Operational Requirements); and
 - (3) among other things, the New Loading Dock Operational Requirements state that, in the event the goods lift servicing the Adina Hotel and supporting retailers is not available, those users will be entitled to:
 - (A) use the dedicated goods lift; and
 - (B) access and pass through the Atlassian Lobby Area (as defined in the Office Lease) for loading and waste removal to and from the dedicated goods lift.
- (c) The Tenant and the Tenant's Employees and Agents will not be entitled to make any claim or demand for compensation or damages or abatement of rent or commence any proceedings (including without limitation in nuisance) against the Landlord, or rescind or terminate this Lease in respect of with the matters disclosed in this clause 36 as long as any use of the Lifts is limited to the dedicated goods lift and reasonable protocols are put in place to minimise any disturbance to the use of the lobby of the Building by the Tenant and the Tenant's Employees and Agents.

4.5 Easements and rights of support

A new clause 16.5(f) is inserted as set out below:

- (f) The Tenant:

- (1) acknowledges that the Landlord has an obligation [in clause 29.2 of Part C (Easement Key Terms) of Schedule 12 (Easements) of the PDA (with such easement to be registered on the title to the Land on or prior to the grant of this Lease)] to indemnify the State against any claim, demand, action or proceeding (including, without limitation, in nuisance) brought by any user, occupier or tenant of the Lot burdened [(being Lots 2, 3 and 4 (as defined in the PDA))] or any persons who derive title or occupation or use rights from the Landlord in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor; **Drafting Note: Wording in square brackets to be deleted and replaced in accordance with Agreement for Lease.**
- (2) releases the Landlord, the Landlord's Employees and Agents and the State from, and agrees not to make (and ensure that any persons who derive title or occupation or use rights from the Tenant do not make), any claim or demand, or commence proceedings (including, without limitation, in nuisance) against the Landlord, the Landlord's Employees and Agents or the State in relation to any noise, vibration or electrolysis arising directly or indirectly from railway activities carried on by the State on the railway corridor; and
- (3) must ensure that any sublease, licence or occupancy agreement granted by the Tenant during the Term in relation to all or part of the Premises, includes a release from the relevant sublessee, licensee or occupant in favour of the Landlord, the Landlord's Employees and Agents and the State on the terms set out in clause 16.5(f)(2).

4.6 Transfer

In clause 15.1(a), clauses 15.1(a)(v) and 15.1(a)(vi) are deleted and replaced, and new clause 15.1(a)(vii) is inserted, as follows:

- (v) the Tenant is not in default (of which default the Landlord has given the Tenant notice) or any default has been waived in writing by the Landlord;
- (vi) the Tenant must obtain the Landlord's confirmation that the transfer, sublease, licence or other dealing with possession of the Premises would not breach any pre-existing agreement which the Landlord has with another occupant of the Building; and
- (vii) in the case of a sublease or licence, the sublease or licence includes the releases described in clauses 34(b) and 16.5(f)(3).

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Cannon-Brookes, certify that:

1. I have reviewed this annual report on Form 20-F of Atlassian Corporation Plc (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 19, 2022

ATLASSIAN CORPORATION PLC

By: /s/ Michael Cannon-Brookes

Name: Michael Cannon-Brookes
 Title: Co-Chief Executive Officer
 (Co-Principal Executive Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a)/15d-14(a) AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Scott Farquhar, certify that:

1. I have reviewed this annual report on Form 20-F of Atlassian Corporation Plc (the "Company");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 19, 2022

ATLASSIAN CORPORATION PLC

By: /s/ Scott Farquhar

Name: Scott Farquhar
 Title: Co-Chief Executive Officer and Interim Chief
 Financial Officer
*(Co-Principal Executive Officer and Interim
 Principal Financial Officer)*

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 20-F of Atlassian Corporation Plc (the "Company") for the fiscal year ended June 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Cannon-Brookes, do certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2022

ATLASSIAN CORPORATION PLC

By: /s/ Michael Cannon-Brookes

Name: Michael Cannon-Brookes
Title: Co-Chief Executive Officer
(*Co-Principal Executive Officer*)

This certification is being furnished to accompany the Report pursuant to 18 U.S.C. § 1350 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Subsidiaries of Atlassian Corporation Plc

Atlassian Corporation Plc is a holding company and we conduct substantially all of our business through certain of our subsidiaries. As of June 30, 2022, our subsidiaries, all of which are wholly-owned, are as follows:

Name	Country of Incorporation
Atlassian (UK) Limited	United Kingdom, United States of America
Atlassian (UK) Holdings Limited	United Kingdom, United States of America
Atlassian (Australia) Limited	United Kingdom, United States of America
Atlassian (UK) Operations Limited	United Kingdom
Atlassian (US) LLC	United States of America
Atlassian US, Inc.	United States of America
Atlassian Network Services, Inc.	United States of America
Dogwood Labs, Inc.	United States of America
Trello, Inc.	United States of America
AgileCraft LLC	United States of America
OpsGenie, Inc.	United States of America
Opsgenie Yazılım Anonim Şirketi	Turkey
iFountain, LLC	United States of America
Halp, Inc.	United States of America
Buddy AI Inc.	United States of America
Atlassian Australia 1 Pty Ltd	Australia
Atlassian Australia 2 Pty Ltd	Australia
Atlassian Corporation Pty. Ltd.	Australia
Atlassian Pty Ltd	Australia
Good Software Co. Pty Ltd	Australia
Code Barrel Pty Ltd	Australia
Lead Green Pty Ltd	Australia
Lead Green Trust	Australia
Vertical First Pty Ltd	Australia
Vertical First Trust	Australia
Atlassian Capital Pty. Ltd.	Australia
MITT Australia Pty Ltd	Australia
MITT Trust	Australia
Atlassian Holdings B.V.	Netherlands
Atlassian K.K.	Japan
Atlassian Germany GmbH	Germany
Atlassian Philippines, Inc.	Philippines
Atlassian France SAS	France
Atlassian B.V.	Netherlands
Atlassian Canada Inc.	Canada
Atlassian India LLP	India
Mindville AB	Sweden
Atlassian New Zealand	New Zealand
Atlassian Poland sp z o.o.	Poland
Chart.io, Inc.	United States of America
ThinkTilt Pty Ltd	Australia

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

1. Form S-8 (No. 333-208436) pertaining to the 2015 Share Incentive Plan, the 2013 Atlassian UK Employee Share Option Plan, the 2013 U.S. Share Option Plan, the 2014 Restricted Share Unit Plan, the 2015 Employee Share Purchase Plan and Options to Purchase Class B Ordinary Shares of Atlassian Corporation Plc,
2. Form S-8 (No. 333-214424) pertaining to the 2015 Share Incentive Plan,
3. Form S-8 (No. 333-221342) pertaining to the 2015 Share Incentive Plan, and
4. Form S-8 (No. 333-228124) pertaining to the 2015 Share Incentive Plan;

of our reports dated August 19, 2022, with respect to the consolidated financial statements of Atlassian Corporation Plc, and the effectiveness of internal control over financial reporting of Atlassian Corporation Plc included in this Annual Report (Form 20-F) for the year ended June 30, 2022.

/s/ Ernst & Young LLP
San Francisco, California
August 19, 2022