



SH01

## Return of allotment of shares



Companies House



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☒ What this form is for  
You may use this form to give  
notice of shares allotted following  
incorporation.

☐ What this form is NOT for  
You cannot use this form to give  
notice of shares taken by a company  
on formation of the company or  
for an allotment of a new class of  
shares by an unlimited company.

THURSDAY



\*A96GN660\*

A09

04/06/2020

#352

COMPANIES HOUSE

<b>1 Company details</b>								
Company number	0	8	7	7	6	0	2	1
Company name in full	ATLASSIAN CORPORATION PLC							
<p><b>Filling in this form</b> Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *</p>								
<b>2 Allotment dates</b>								
From Date	d	1	d	1	m	0	m	5
To Date	d		d		m		m	
<p><b>Allotment date</b> If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.</p>								
<b>3 Shares allotted</b>								
Please give details of the shares allotted, including bonus shares. (Please use a continuation page if necessary.)								
<p><b>Currency</b> If currency details are not completed we will assume currency is in pound sterling.</p>								
Currency	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share			
USD	A ORDINARY	25,515	0.10	161.2713	0			
If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.						Continuation page Please use a continuation page if necessary.		
Details of non-cash consideration. If a PLC, please attach valuation report (if appropriate)		SHARES ALLOTTED AS PART CONSIDERATION FOR 100% OF THE EQUITY OF HALP, INC. (SEE ATTACHED VALUATION REPORT)						

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**Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
USD	A ORDINARY	127221166	12722116.6	
USD	B ORDINARY	119761681	11976174.47	
<b>Totals</b>		246982847	24698291.07	0

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				

<b>Totals (including continuation pages)</b>		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❷
		246982847	24698291.07	0

❶ Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

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**5****Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share

A ORDINARY

Prescribed particulars  
❶

THE SHARES CARRY THE RIGHTS OF CLASS A ORDINARY SHARES (INCLUDING IN RELATION TO VOTING RIGHTS, DIVIDEND RIGHTS AND RIGHTS ON A RETURN OF CAPITAL) SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED WITH EFFECT FROM 10 DECEMBER 2015. THE SHARES ARE NON REDEEMABLE

Class of share

B ORDINARY

Prescribed particulars  
❶

THE SHARES CARRY THE RIGHTS OF CLASS B ORDINARY SHARES (INCLUDING IN RELATION TO VOTING RIGHTS, DIVIDEND RIGHTS AND RIGHTS ON A RETURN OF CAPITAL) SET OUT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY ADOPTED WITH EFFECT FROM 10 DECEMBER 2015. THE SHARES ARE NON REDEEMABLE

Class of share

Prescribed particulars  
❶**❶ Prescribed particulars of rights attached to shares**

The particulars are:

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

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

**Continuation page**

Please use a Statement of Capital continuation page if necessary.

**6****Signature**

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ❶, Secretary, Person authorised ❶, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**❶ Societas Europaea**

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

**❶ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

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**Presenter information**

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

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

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

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

**Where to send**

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

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

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

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



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Advisory  
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United Kingdom

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**Private & confidential**

The Directors  
Atlassian Corporation Plc  
c/o Herbert Smith Freehills LLP  
Exchange House  
Primrose Street  
London  
EC2A 2EG

11 May 2020

Dear Directors

**INDEPENDENT ACCOUNTANTS' REPORT TO ATLASSIAN CORPORATION PLC**

On 11 May 2020, Atlassian, Inc ("Atlassian") entered into a transaction whereby it acquired 100% of the equity of Halp, Inc. ("Halp"), as set out in the Sale Purchase Agreement ("Agreement") between Atlassian and Halp, dated 11 May 2020 (the "Transaction"). Atlassian is a wholly owned indirect subsidiary of Atlassian Corporation Plc (the "Company").

In connection with the terms of the Transaction, non-cash consideration is to be received by Atlassian in the form of 100% of the outstanding equity in Halp. In exchange, the Company will pay a cash amount in the region of US\$22,750,000 and issue 25,515 Class A ordinary shares, equating to an amount in the region of US\$4,500,000 to certain Halp co-founders and employees that will continue employment with Atlassian post-Transaction. These Class A ordinary shares will be restricted pursuant to conditions as set out in the Securities Restriction Agreements entered into between Atlassian and the Halp co-founders.

We have been appointed by the Company as independent accountants under Section 596 of the Companies Act 2006 to make this report to the Company.

This report is made solely to the Company in accordance with Section 593(1) of the Companies Act 2006. We acknowledge that the Company is required to send a copy of this report to the proposed allottee, under Section 593(1) of that Act. Our work has been undertaken so that we as independent accountants might state to the Company those matters we are required to state to them in a report under Section 593(1) of that Act and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the



Company for our work under Section 593(1) of that Act, for this report or for the opinions we have formed.

For the purposes of Section 593(1) of the Companies Act 2006 we report that:

- (a) the nominal value of each of the Class A ordinary shares of the Company ("Shares") to be wholly paid for by the non-cash consideration is US\$0.10;
- (b) there is no contractual premium payable on the Shares;
- (c) the non-cash consideration comprises 100% of the outstanding equity in Halp;
- (d) the nominal value of each of the Shares is to be treated as fully paid up by the non-cash consideration;
- (e) the whole of the non-cash consideration was valued by us on 11 May 2020 on the basis of a willing buyer and a willing seller, assessing, using our professional skill and judgement, the relevant information supplied to us by the Directors of the Company and, in our opinion, this method of valuation was reasonable in the circumstances; and
- (f) so far as we are aware, there has been no material change in the value of the non-cash consideration between the date of the valuation and the date of this report.

On the basis of the valuation, in our opinion the value of the non-cash consideration is not less than the aggregate of the nominal value of the Shares treated as paid up by the non-cash consideration.

Yours faithfully

*KPMG LLP*

KPMG LLP

15 Canada Square  
London  
E14 5GL

11 May 2020