

THURSDAY

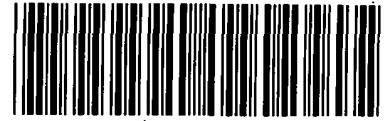


ABB6DLTL

A10

25/08/2022

#368

COMPANIES HOUSE

SPECIAL RESOLUTION**ATLASSIAN CORPORATION PLC (the "Company")****(Company number 08776021)****Passed on 22 August 2022**

At a general meeting of the Company duly convened and held at the offices of the Company at 350 Bush Street, Floor 13, San Francisco, California 94104, USA and via live audio webcast at www.virtualshareholdermeeting.com/TEAM2022 at 2:30 p.m. (Pacific Time) on 22 August 2022, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement dated July 11, 2022 between the Company and the Scheme Shareholders (each as defined in the said scheme), a printed copy of which has been produced to this meeting and, for the purposes of identification, signed by the chair hereof, in its original form or as amended in accordance with its terms or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and Atlassian Corporation ("**New Atlassian**") (the "**Scheme**"):

1. the directors of the Company be authorized to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
2. the share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme);
3. subject to and forthwith upon the reduction of share capital referred to in paragraph 2 above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
 - 3.1 the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in paragraph 2 above shall be applied by the Company in paying up in full at par such number of new Class A ordinary shares of U.S.\$0.10 each, new Class B ordinary shares of U.S.\$0.10 each and new Class B ordinary shares of U.S.\$3.2828 each in the capital of the Company (the "**Intra-Group Shares**") as shall be equal to the number of Scheme Shares cancelled pursuant to paragraph 2 above, which shall be allotted and issued, credited as fully paid, to New Atlassian and/or its nominee(s) in accordance with the terms of the Scheme;
 - 3.2 conditional on the Scheme becoming effective in accordance with its terms, in addition to all existing authorities, for the purposes of section 551 of the UK Companies Act 2006 (and so that expressions used in this resolution shall bear the same meaning as in the said section 551), the directors of the Company be generally and unconditionally authorized to exercise all the powers of the Company to allot the Intra-Group Shares, provided that: (1) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the said Intra-Group Shares referred to in paragraph 3.1 above; (2) this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of this resolution; and (3) this authority shall be in addition and without prejudice to any other authority under section 551 of the UK Companies Act 2006 previously granted and in force on the date on which this resolution is passed; and

4. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 140:

"140. Scheme of Arrangement

- 140.1 *In this Article 140, the "Scheme" means the scheme of arrangement dated July 11, 2022 between the Company and the holders of its Scheme Shares (each as defined in the Scheme) under section 899 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.*
- 140.2 *Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Atlassian Corporation ("New Atlassian") or its nominee(s)) after the adoption of this Article and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder of such shares (other than New Atlassian and/or its nominee or nominees), shall be bound by the Scheme accordingly.*
- 140.3 *Subject to the Scheme becoming effective, if any shares are issued to any person (a "New Member") (other than under the Scheme or to New Atlassian or its nominee(s)) on or after the Scheme Record Time (the "Transfer Shares"), they shall be immediately transferred to New Atlassian (or as it may direct) in consideration for the issue of one share of class A common stock, par value U.S.\$0.00001 per share (in the case of a Transfer Share which is not a class B ordinary Share) or one share of class B common stock, par value U.S.\$0.00001 per share (in the case of a Transfer Share which is a class B ordinary Share) of New Atlassian (collectively, the "New Atlassian Common Stock") for every one Transfer Share, credited as fully paid.*
- 140.4 *On any reorganization of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) after the Scheme has become effective, the number of shares of New Atlassian Common Stock to be issued pursuant to Article 140.3 above shall be adjusted by the Board in such manner as the Auditors may determine to be appropriate to reflect such reorganization or alteration (provided that any fractional entitlements to shares of New Atlassian Common Stock shall be rounded down to the nearest whole number). References in this Article to shares shall, following such adjustment, be construed accordingly.*
- 140.5 *To give effect to any transfer required by Article 140.3 above, the Company may appoint any person as agent and/or attorney for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Transfer Shares to New Atlassian or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the agent and/or attorney be necessary or desirable to vest the Transfer Shares in New Atlassian or its nominee(s) and pending such vesting to exercise all such rights attaching to the Transfer Shares as New Atlassian may direct. If an agent and/or attorney is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the agent*


and/or attorney fails to act in accordance with the directions of New Atlassian) be entitled to exercise any rights attaching to the Transfer Shares unless so agreed by New Atlassian. The agent and/or attorney shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favor of New Atlassian or its nominee(s) and may register New Atlassian or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Transfer Shares.

- 140.6 *In connection with the Scheme, if, in respect of any holder of Scheme Shares, the Company is advised that the allotment and/or issue of the New Atlassian Common Stock pursuant to the Scheme to such holder of Scheme Shares would or might infringe the laws of any jurisdiction or would or might require the Company or New Atlassian to observe any governmental or other consent or any registration, filing or other formality with which the Company or New Atlassian cannot comply or compliance with which the Company or New Atlassian considers unduly onerous, the Company may (unless such shareholder satisfies the Company that no such infringement or requirement would apply), in its sole discretion, appoint any person to execute as transferor an instrument of transfer transferring, prior to the Scheme Record Time, the Scheme Shares held by such holder to a nominee to hold such Scheme Shares on trust for that holder, on terms that the nominee shall sell the New Atlassian Common Stock that it receives pursuant to the Scheme in respect of such Scheme Shares as soon as practicable following the Scheme Effective Date (as defined in the Scheme) provided always that any such sale shall be at the best price which can reasonably be obtained at the time of sale and that the proceeds of such sale (net of the expenses of sale including commissions and value added tax) shall be paid to such shareholder by delivering a check to such shareholder in accordance with the provisions of Clause 4 of the Scheme.*
- 140.7 *The instrument of transfer executed by an appointee of the Company pursuant to Article 140.6 above shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to the Scheme Shares to which such instrument relates and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto.*
- 140.8 *To give effect to any sale of New Atlassian Common Stock following the Scheme Effective Date pursuant to Article 140.6 above, the nominee referred to in such Article shall be authorized as agent and/or attorney on behalf of the holder concerned to execute and deliver as transferor an instrument or instruction of transfer and to give such instructions and do all other things which they may consider necessary or expedient in connection with the sale.*
- 140.9 *In the absence of bad faith or willful default, neither the Company nor New Atlassian (nor any of their respective directors or officers), nor any nominee or person appointed by the Company pursuant to Article 140.6 above shall be responsible for any loss or damage to any person arising from any transaction pursuant to Article 140.6 above or for any alleged insufficiencies of the terms or the timing of such sale.*

140.10 *In the case of Scheme Shares held in uncertificated form, the provisions of Article 140.6 above are subject to any restrictions applicable under the Uncertificated Securities Regulations 2001.*

140.11 *Notwithstanding any other provision of these Articles, neither the Company nor the Board shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Scheme Effective Date."*

BY ORDER OF THE BOARD OF DIRECTORS

Signed  DocuSigned by:
Stu Fagin
F8297A11669449E...

Secretary

for and on behalf of Atlassian Corporation Plc