



ATLASSIAN CORPORATION

Compensation and Leadership Development Committee Charter

I. Overall Compensation Matters

a. General Statement of Purpose

The purposes of the Compensation and Leadership Development Committee of the Board of Directors (the “**Compensation Committee**”) of Atlassian Corporation (the “**Company**”) are to:

- discharge the responsibilities of the Board of Directors of the Company (the “**Board**”) relating to compensation of the Company’s directors and executive officers (for purposes of this Charter the term “executive officer” has the same meaning as “officer” as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Rule 16a-1 promulgated thereunder);
- oversee the Company’s overall compensation structure, policies and programs, including without limitation, cash compensation, equity compensation, and other material benefits;
- review and approve director and executive officer compensation;
- review and discuss with the Board the Company’s succession plans for its Chief Executive Officers (“**CEOs**”) and other executive officers;
- review and evaluate the performance of the Company’s executive officers; and
- oversee matters relating to the attraction, motivation, development and retention of executive officers and other senior management.

The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

b. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any applicable exceptions contained in such rules, and meet all other eligibility requirements of applicable laws. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act (such directors, the “**Outside Directors**”).

The members of the Compensation Committee shall be appointed by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee; if the Board does not appoint a Chair, the Compensation Committee may designate a Chair by majority vote of the full Compensation Committee membership.

c. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by telephone or video conference. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's Amended and Restated Bylaws. The Compensation Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Amended and Restated Bylaws that are applicable to the Compensation Committee.

d. Compensation Committee Report

It shall be the Compensation Committee's responsibility to:

- Review and discuss with management the Compensation Discussion and Analysis ("CD&A"), accompanying tables and narratives and other similar disclosure to the extent such disclosure is required to be included in the Company's proxy statement relating to its annual meeting of stockholders or Annual Report on Form 10-K.
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board as to the extent to which the CD&A be included in the Company's proxy statement relating to its annual meeting of stockholders or Annual Report on Form 10-K, such reports to be approved by the Board.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement relating to its annual meeting of stockholders or Annual Report on Form 10-K, in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company.
- Prepare a summary of the actions taken at each Compensation Committee meeting, which shall be presented to the Board at the next Board meeting.

e. Incentive-Based Compensation, Equity-Based Plans, Material Benefits Plans, and other Compensation Policies

It shall be the Compensation Committee's responsibility to:

- Review and approve new incentive-based compensation plans, agreements or arrangements and amendments thereto.
- Review and make recommendations to the Board as the Compensation Committee deems advisable with respect to the adoption of new equity-based plans.
- Review and approve amendments to equity-based plans.
- Act as administrator of the Company's incentive-based compensation plans, including employee bonus plans, and equity-based plans.
- Act as administrator of the Company's welfare, benefit, pension, retirement and other similar plans.
- Review and approve grants and awards under incentive-based compensation plans, including employee bonus plans, and equity-based plans, in each case consistent with the terms of such plans.
- Review and approve policies and procedures for the grant of equity-based awards by the Company.
- Review and approve the termination, adoption or amendment of any of the Company's other policies or plans that provide material benefits to the Company's current or former CEOs, executive officers, other employees or directors, including welfare, benefit, pension, retirement and other similar plans and/or amendments thereto.
- Review and approve the peer group of companies used to inform the Company's evaluation of compensation for its CEOs, executive officers, other employees and directors.
- Review and approve any stock ownership guidelines, stock retention policies, clawback policies, parachute payments, or other compensation-related policies or guidelines.

II. Matters Related to Compensation of the Company's Chief Executive Officers and Other Executive Officers

- The Compensation Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEOs and other executive officer compensation, evaluate the performance of the CEOs and other executive officers in light of those goals and objectives, and, either on its own or together with the other

independent directors on the Board, determine and approve all compensation of the CEO and executive officers based on such evaluation.

- The Compensation Committee shall, periodically and as and when appropriate, review and approve the following as they affect the CEOs and other executive officers: (a) any employment agreements and severance arrangements; (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEOs and other executive officers and individuals who formerly served as CEOs or other executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

III. Director Compensation

In considering and determining compensation for the Company's directors, it shall be the Compensation Committee's responsibility to:

- Review and make recommendations to the Board with regard to the compensation of the directors of the Company, including with respect to any equity-based plans, with such director compensation to be approved by the Board.
- Review and reassess, periodically, and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the Company's processes and procedures for the consideration and determination of director compensation, and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement relating to its annual meeting of stockholders or Annual Report on Form 10-K.

IV. Matters Related to Compensation Consulting Firms or Other Outside Advisors

The Compensation Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Compensation Committee must take into consideration the applicable factors under Nasdaq rules. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any adviser retained by the Compensation Committee.

V. Succession Planning, Leadership Development and Retention

It shall be the Compensation Committee's responsibility to:

- Annually review and discuss with the Board corporate succession plans for the CEOs and other executive officers of the Company.

- Annually review and discuss with the Board leadership development strategies and executive officer attraction, motivation and retention strategies.
- Annually review risks and exposures associated with leadership assessment, management succession planning and executive officer compensation programs and arrangements, and discuss any such risks and exposures with the Board.

VI. Other Matters

- The Compensation Committee shall review and reassess the adequacy of this Charter at least annually and submit any proposed changes to the Board for approval.
- The Compensation Committee shall periodically review the Company's compensation philosophy, policies and practices to assess whether they could lead to unnecessary risk-taking behavior by the Company's personnel and shall evaluate any compensation policies and practices that could mitigate any such risk.
- The Compensation Committee shall periodically review the Company's overall compensation philosophy, policies and practices and whether they effectively recruit, retain, and motivate the Company's personnel as desired.
- The Compensation Committee shall perform an annual performance evaluation of the Compensation Committee and report to the Board on the results of such evaluation.
- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members or to the CEOs or other executive officers, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any executive officer or other employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.

- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

Adopted: September 30, 2022