



## ATLASSIAN CORPORATION CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Atlassian Corporation (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, The Nasdaq Stock Market LLC (“**Nasdaq**”) and the Company’s Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and other corporate governance documents. These guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may review and amend these guidelines from time to time.

### I. DIRECTOR CRITERIA AND SELECTION

- **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for prospective director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective director candidates as the Nominating Committee deems necessary or advisable. The Nominating Committee has adopted policies and procedures for director candidates and will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective director candidates as it deems necessary or advisable.

The Nominating Committee and the Board determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience. Directors should have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

- **Process for Identifying and Selecting Directors:** The Board has delegated to the Nominating Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these guidelines and the Nominating Committee’s charter. The Nominating Committee will recommend prospective director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board shall retain the ultimate authority to

nominate a candidate for election by the stockholders as a director or to fill any vacancy that may occur.

In identifying prospective director candidates, the Nominating Committee may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the prospective director candidate, their independence, their depth and breadth of business experience, the needs of the Board and the diversity of viewpoints, background, experience and other characteristics, such as geographic background, nationality, culture, gender, sexual orientation, ethnicity, race and age, that a candidate would bring (including in light of applicable diversity requirements regarding gender, underrepresented communities or otherwise). The Board is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which director nominees are selected.

- **Independence:** Except as otherwise permitted by the applicable Nasdaq rules, at least a majority of the members of the Board shall qualify as independent directors as required under Nasdaq rules. The Board will periodically evaluate all relationships between the Company and each director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy their responsibilities as an independent director. Each director must also avoid a situation in which they have, or can have, a direct or indirect relationship that conflicts, or possibly may conflict, with the interests of the Company unless such situation has been authorized in accordance with the Company's Related Person Transactions Policy.
- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform their duties effectively. In connection with its assessment of director candidates for nomination, the Nominating Committee will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Prior to accepting any position on the board of directors of another organization, directors must notify the Chair of the Nominating Committee so that the potential for conflicts or other factors compromising the director's ability to perform their duties may be fully assessed.
- **Term and Tenure:** The Board believes that directors should not expect to be re-nominated annually. Each individual's performance will be assessed by the Nominating Committee in light of relevant factors in connection with assessments of candidates for nomination to be directors.

The Board does not believe in a specific limit for the overall length of time a director may serve. Directors who have served on the Board for an extended period can provide

valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company's history, policies, and objectives and the industry in which it operates. As an alternative to term limits, the Board will seek to maintain an average tenure of ten years or less for its independent directors.

- **Retirement Policy:** The Board believes that 75 is an appropriate retirement age for directors. Directors generally will not be nominated for re-election at any annual stockholders meeting following their 75th birthday.
- **Election of Directors:** As provided in the Company's Amended and Restated Bylaws, in an uncontested election, directors will be elected by the vote of the majority of the votes cast. In a contested election, directors will be elected by the vote of a plurality of the votes cast.

The Board expects an incumbent director who is nominated for election in an uncontested election to tender their resignation if they fail to receive the required number of votes for re-election. The Nominating Committee will act on a prompt basis to make a recommendation to the Board on whether to accept or refuse the director's resignation, or whether other action should be taken. The Board will act on the recommendation of the Nominating Committee and will publicly disclose its decision within 90 days from the date of the certification of the election results. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board may accept the resignation, refuse the resignation, or refuse the resignation subject to such conditions as the Board may impose.

- **Succession:** The Nominating Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

## II. DIRECTOR RESPONSIBILITIES AND COMPENSATION

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge their responsibilities, including:
  - exercising their business judgment in good faith;
  - acting in what they reasonably believe to be the best interest of all stockholders;
  - becoming and remaining well-informed about the Company's business strategy and operations, strategic, financial and execution risks and exposures, and general business and economic trends affecting the Company; and
  - ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

The Board selects the officers of the Company, who are responsible for managing the Company's everyday affairs. Having selected the senior management team, the Board monitors the performance of senior management and provides proper oversight over the Company's affairs and strategy.

- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in virtual conference meetings or other special meetings of the Board. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be considered by the Nominating Committee in connection with assessments of director candidates for re-nomination as directors.
- **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance of a Board or committee meeting the materials that are important to the directors' understanding of the business to be conducted at the meeting. Each director is expected to review these materials in advance to facilitate the best use of meeting time.
- **Director Compensation:** The form and amount of director compensation will be reviewed periodically and determined by the Compensation and Leadership Development Committee (the "**Compensation Committee**") except as otherwise determined by the Board. Any compensation paid to directors must be in accordance with the Company's most recent Non-Employee Director Compensation Policy. The Company's officers shall not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation. For the avoidance of doubt, directors' compensation includes any compensation or receipt of equity incentive awards for service on the Board or committees of the Board.

- **Stock Ownership:** In an effort to align the interests of the Board members more closely with those of the stockholders, each non-employee director is required to comply with the share ownership guidelines set forth in the Company's most recent Non-Employee Director Compensation Policy. The Compensation Committee will evaluate whether exceptions should be made for any director on whom this requirement would impose a financial hardship.
- **Code of Business Conduct and Ethics:** The Company has adopted a Code of Business Conduct and Ethics to provide guidelines for the ethical conduct by directors, officers and employees. Each director is expected to be familiar with and adhere to these guidelines.

### III. BOARD STRUCTURE AND PROCEDURES

- **Size of Board:** The size of the Board is established in accordance with the Company's Amended and Restated Certificate of Incorporation. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size.
- **Board Leadership:** The Board shall fill the Chair of the Board and CEO positions based upon the Board's view of what is in the best interests of the Company. The Chair of the Board may be a CEO, but need not be, the same person.
- **Lead Independent Director:** If the Chair of the Board is a member of management or does not otherwise qualify as independent, the independent directors may elect a lead independent director. The lead independent director's responsibilities include, presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the independent directors, approving Board meeting schedules and agendas, and acting as the liaison between the independent directors and the Co-CEOs and Chair of the Board. At such times as the Chair of the Board is an independent director, the Chair of the Board will serve as lead independent director. The Board may modify its leadership structure in the future as it deems appropriate.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation and Leadership Development Committee and a Nominating Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate. Membership on such committees is limited to independent directors meeting the independence requirements of Nasdaq rules, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable). The Board retains discretion to form new committees or disband current committees depending upon the circumstances. It is the responsibility of the directors to attend the meetings of the committees on which they serve.
- **Executive Sessions:** The non-management directors will meet at regularly scheduled executive sessions without management participation. The independent directors will meet in executive session without non-independent directors or management present on a regularly scheduled basis, but no less than twice per year. As long as the Chair of the Board is a non-management director and an independent director, then the Chair of the Board will preside at these meetings. If the Chair of the Board does not so qualify, then the director who presides at these meetings will be either the lead independent director or chosen by the non-management directors. In either case, the director who presides at these meetings, and their name, or the process by which they are selected, will be disclosed in a filing with the Securities and Exchange Commission. In order that interested parties may be able to make their concerns known to the non-management directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding director or with the

non-management directors as a group.

- **Director Access to Management and Independent Advisors:** In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or 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 Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.
- **Directors Who Change Job Responsibility:** The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director should notify the Nominating Committee, so that there is an opportunity for the Board, through the Nominating Committee, to review the continued appropriateness of Board membership under the new circumstances. The Nominating Committee may in certain cases recommend that the Board request that the director submit their resignation from the Board if, for example, continuing service on the Board by the individual is not appropriate under the new circumstances.
- **Director Orientation and Continuing Education:** The Company will conduct an orientation program for each new director. The orientation will be designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its Code of Business Conduct and Ethics. As appropriate, management will be responsible for periodically providing materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

#### IV. LEADERSHIP DEVELOPMENT

- **Annual Review of CEO:** The Compensation Committee will conduct a review at least annually of the performance of the Co-CEOs. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the Co-CEOs is evaluated in accordance with the charter and principles of the Compensation Committee.
- **Management Succession:** The Compensation Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on such plan to the Board.

#### V. OTHER CORPORATE GOVERNANCE MATTERS

- **Annual Performance Evaluations of the Board and Committees:** The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. The Nominating Committee will oversee the evaluation process.
- **Communications with Outside Interested Parties:** The Board believes that management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though individual directors of the Company may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- **No Limitation on Other Rights:** These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law and/or the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws.
- **Modifications to Guidelines:** Although these guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

Adopted: September 30, 2022