

# ATLASSIAN CORPORATION PLC

## Nominating and Corporate Governance Committee Charter

### **I. General Statement of Purpose**

The purposes of the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of Atlassian Corporation Plc (the “**Company**”) are to:

- identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- select, or recommend to the Board, the director nominees for election at each annual meeting of shareholders;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto; and
- oversee the evaluation of the Board and its committees.

### **II. Composition**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall, if applicable, satisfy the independence standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules of the NASDAQ Stock Market LLC (“**NASDAQ**”).

The members of the Nominating 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 the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Nominating Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee.

### **III. Meetings**

The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent in accordance with the Company’s articles of association.

#### **IV. Nominating Committee Activities**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Annual Performance Evaluation of the Nominating Committee**

- Perform an annual performance evaluation of the Nominating Committee and report to the Board on the results of such evaluation.

##### **C. Selection of New Directors**

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria for Board membership are attached to this Charter as **Exhibit A**.
- Establish a policy with regard to the consideration of director candidates recommended by shareholders. The current policy is that the Nominating Committee will review and evaluate the qualifications of any director candidates who have been recommended by shareholders in compliance with the procedures established from time to time by the Nominating Committee and set forth in this Charter, and conduct inquiries it deems appropriate. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Nominating Committee. The procedures to be followed by shareholders are set forth below:
  - (1) All shareholder recommendations for director candidates must be submitted to the Secretary of the Company at 350 Bush Street, 13<sup>th</sup> Floor, San Francisco, CA 94103 or by email to [legalfilings@atlassian.com](mailto:legalfilings@atlassian.com), who will forward all recommendations to the Nominating Committee.
  - (2) All shareholder recommendations for director candidates must be submitted to the Company not later than the time set out in the Company's

articles of association and the applicable rules and regulations of the U.S. Securities and Exchange Commission.

- (3) All shareholder recommendations for director candidates must include the following information:
  - a. The name and address of record of the shareholder.
  - b. A representation that the shareholder is a record holder of the Company's securities, or if the shareholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
  - c. The name, date of birth, business and residential address, any former names, educational background, nationality, country or state of residence, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
  - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
  - e. A description of all arrangements or understandings between the shareholder and the proposed director candidate.
  - f. The signed consent of the proposed director candidate to serve as a director.
  - g. Any other information regarding the proposed director candidate that is required to be included in a notice of meeting to be sent to shareholders.
- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by shareholders. The current process for identifying and evaluating nominees for the Board is as follows:
  - (1) The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Co-CEOs, other executive officers, third-party search firms, or any other source it deems appropriate.
  - (2) The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.

- (3) The Nominating Committee will evaluate all such proposed director candidates in the same manner, with no regard to the source of the initial recommendation of such proposed director candidate.
  - (4) The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
  - (5) In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, their depth and breadth of business experience or other background characteristics, their independence and the needs of the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of shareholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
  - Consider recommendations in light of the requirement, if applicable, that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 5605(a)(2) of the NASDAQ Stock Market Rules of NASDAQ.
  - Recommend that the Board select the directors for appointment to committees of the Board.
  - Review all shareholder nominations and proposals submitted to the Company (including any director nominations made by shareholders pursuant to Rule 14a-8 (or any successor rule) under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making nominations or electing directors), determine whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable

eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company that, if applicable, satisfy the standards set forth in Rule 5605 of the NASDAQ Stock Market Rules of NASDAQ.
- Review and reassess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**E. Evaluation of Board of Directors and Its Committees**

- Oversee annual evaluation of the Board and its committees.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

**G. Conflict Matters**

- The Nominating Committee may make recommendations to the Board regarding (i) the procedures in place (or to be put in place) for the authorization of conflict matters falling within section 175 of the U.K. Companies Act 2006; (ii) the authorization of any conflict matter arising for any director of the Company; and (iii) the terms and conditions which should attach to such authorization. For the avoidance of doubt, the actual authorization of any conflict matter shall be carried out by the Board.

**V. General**

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating 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 Nominating Committee may consult. The Nominating Committee 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 Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee 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 responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

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

Adopted: November 4, 2015

Revised: January 16, 2018, January 15, 2019 and January 15, 2020

## **EXHIBIT A**

### **Board Membership Criteria**

The Nominating Committee believes that it is in the best interests of the Company and its shareholders to obtain highly qualified individuals to serve on the Board.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing.
- The nominee shall be highly accomplished in their respective field, with superior credentials and recognition.
- The nominee shall be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards.
- The nominee shall have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve.
- To the extent such nominee serves or has previously served on other boards, the nominee shall have a demonstrated history of actively contributing at board meetings.
- The nominee shall have skills that are complementary to those of the existing Board.
- The nominee shall have the ability to assist and support management and make significant contributions to the Company's success.
- The nominee shall have an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee shall recommend that the Board select persons for nomination to help ensure that:

- To the extent applicable, a majority of the Board shall be "independent" in accordance with the standards established pursuant to Rule 5605(a)(2) of the NASDAQ Stock Market Rules of NASDAQ.
- To the extent applicable, each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the

Nominating Committee may consider the following factors when recommending that the Board select persons for nomination:

- Whether the nominee has direct experience in the software industry or in the markets in which the Company operates.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.