



FY18

# HIGHLIGHTS

**125,000<sup>+</sup>**

Customers

**\$874.0M**

Revenue

**41%**

Revenue growth

**\$281.2M**

Free cash flow\*

**\$500M<sup>+</sup>**

Atlassian Marketplace cumulative sales\*\*

\* Free cash flow is defined as net cash provided by operating activities less capital expenditures, which consist of purchases of property and equipment and intangible assets.

\*\* Since its inception in 2012.

# To our shareholders, customers, partners, and all Atlassians—

Teamwork is hard in any context, but especially in the modern workplace. Today's teams face constant pressure to get more done, faster—not an easy feat!

Atlassian helps teams meet these challenges head-on. By bringing work into the open, we move ever closer to realizing our mission: to unleash the potential of every team. Our family of collaboration products helps professional teams work together more transparently and effectively across departments, offices, and time zones. Our employees come together in an environment where we share our daily victories and struggles, and take time to give back to our communities through the Atlassian Foundation, all while building a lasting and durable business. Even our business model exemplifies transparency by giving customers full visibility into pricing and self-serve purchasing, removing the anxiety of haggling for a fair deal.

It's clear that our open approach was successful in fiscal 2018.

We achieved strong financial results for the year, delivering \$874.0 million in revenue, up 41% year-over-year, and \$281.2 million of free cash flow, up 53% year-over-year.

There are some exciting milestones behind those numbers:

- Outstanding customer growth in fiscal 2018, ending the year with 125,796 customers, as well as surpassing 100,000 Cloud customers for the first time.
- The migration of all Jira and Confluence Cloud customers to our new AWS-based cloud infrastructure—one of the most ambitious engineering projects in our history.
- The one-year anniversary of acquiring Trello, our largest M&A deal to date.
- An exciting new brand identity, launched at Atlassian Summit in San Jose September 2018.
- More than \$200 million in purchases on the Atlassian Marketplace, for a lifetime total surpassing \$500 million since its inception in 2012.

- Growing our incredible team to over 2,500 employees world-wide, including those in our new Bengaluru office which opened in May 2018.

In fiscal 2019, we will be pushing further ahead in the markets that deliver the most attractive returns to our customers and hence Atlassian: software teams, IT teams, and business teams.

While we will continue to expand our presence in software and business teams, we will sharpen our focus on supporting the needs of IT teams across the Fortune 500,000. IT departments are being transformed as they enable and support technology-driven innovation, as well as manage the increasing number of applications their organizations deploy through the “bring your own software” movement. Today's IT teams are more service-driven and agile-oriented, and our products are well suited to help them streamline workflows and better manage all the moving pieces across their organizations.

Over the coming year, you'll see us place more emphasis on the IT market through our R&D investments, our partnerships, and our marketing.

Through the Atlassian Foundation, we are also continuing to invest in the broader community with an ongoing program with the Massachusetts Institute of Technology and the Australian Government to help prepare 10 million disadvantaged youths for the workforce of the future within the next 10 years. Similarly, the reach of our philanthropic model continues to expand. The Pledge 1% movement we started with Salesforce and Rally Software in 2014 passed 5,500 members in over 100 countries this year.

We look forward to sharing another exciting year with you. Here's to the road ahead!



**Scott Farquhar and Mike Cannon-Brookes**  
Co-Founders and Co-Chief Executive Officers

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 20-F**

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-37651

**Atlassian Corporation Plc**

*(Exact name of Registrant as specified in its charter)*

**Not Applicable**

*(Translation of Registrant's name into English)*

**England and Wales**

*(Jurisdiction of incorporation or organization)*

**Exchange House**

**Primrose Street**

**London EC2A 2EG**

**c/o Herbert Smith Freehills LLP**

**415.701.1110**

*(Address of principal executive offices)*

**Stuart Fagin**

**Deputy General Counsel**

**Atlassian Corporation Plc**

**Exchange House**

**Primrose Street**

**London EC2A 2EG**

**c/o Herbert Smith Freehills LLP**

**415.701.1110**

*(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)*

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Ordinary Shares	NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Class B Ordinary Shares

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**As of June 30, 2018, 106,199,671 Class A Ordinary Shares and 129,942,506 Class B Ordinary Shares**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing: U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

	<b>6/30/2018</b>
Entity Registrant Name	Atlassian Corp Plc
Entity Central Index Key	0001650372
Entity Filer Category	Large Accelerated Filer
Current Fiscal Year End Date	6/30/2018
Document Fiscal Year Focus	2018
Document Type	20-F
Document Fiscal Period	FY
Document Period End Date	6/30/2018
Amendment Flag	false
Entity Well-known Seasoned Issuer	Yes
Entity Voluntary Filers	No
Entity Current Reporting Status	Yes
Entity Common Stock, Shares Outstanding (shares)	
Class A Ordinary Shares	106,199,671
Class B Ordinary Shares	129,942,506

**ANNUAL REPORT**  
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## INTRODUCTION

All references in this annual report to “Atlassian” or the “company,” “we,” “our,” “us” or similar terms refer to Atlassian Corporation Plc and its subsidiaries.

Our consolidated financial statements are presented in U.S. dollars. All references in this annual report to “\$,” “U.S. \$,” “U.S. dollars” and “dollars” mean U.S. dollars, unless otherwise noted.

### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that articulate our expectations, strategy, plans or intentions. Forward-looking statements contained in this annual report include, but are not limited to, statements about:

- our future financial performance, including our revenues, cost of revenues, gross profit or gross margin and operating expenses;
- the sufficiency of our cash and cash equivalents to meet our liquidity needs;
- our ability to increase the number of customers using our software;
- our ability to attract and retain customers to use our products and solutions;
- our ability to develop new products and enhancements to our existing products;
- our ability to successfully expand in our existing markets and into new markets;
- our ability to effectively manage our growth and future expenses;
- our ability to prevent security breaches and unauthorized access to customer data;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to grow our cloud offerings;
- our future growth and profitability;
- our ability to comply with modified or new laws and regulations applying to our business, including privacy and data security regulations;
- our ability to attract and retain qualified employees and key personnel; and
- future acquisitions of, or investments in, complementary companies, products, services or technologies.

We caution you that the foregoing list may not contain all of the forward-looking statements made in this annual report.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this annual report primarily on our current expectations and projections

about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in “Risk Factors” and elsewhere in this annual report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this annual report. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this annual report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this annual report to reflect events or circumstances after the date of this annual report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, or investments.

## **PART I**

### **Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

### **Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

### **Item 3. KEY INFORMATION**

#### **A. Selected Financial Data**

The following tables summarize our selected consolidated financial and other data. We derived the consolidated statements of operations data for the fiscal years ended June 30, 2018, 2017, and 2016 and the consolidated summary of financial position data as of June 30, 2018 and 2017 from our audited consolidated financial statements included elsewhere in this annual report. The selected statements of operations data for the fiscal years ended June 30, 2015 and 2014 and the consolidated statements of financial position data as of June 30, 2016 and 2015 are derived from our audited consolidated financial statements that are not included in this annual report. We prepare our consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”), which includes all standards issued by the International Accounting Standards Board (“IASB”) and related interpretations issued by the IFRS Interpretations Committee. You should read the following selected consolidated financial data in conjunction with “Item 4. Information on the Company” and our consolidated financial statements and related notes included elsewhere in this annual report.

**Consolidated Statements of Operations Data:**

	Fiscal Year Ended June 30,				
	2018	2017	2016	2015	2014
	(U.S. \$ and shares in thousands, except per share data)				
<b>Revenues:</b>					
Subscription	\$ 403,214	\$ 242,128	\$ 146,659	\$ 85,891	\$ 51,007
Maintenance	325,898	265,521	218,848	160,373	112,134
Perpetual license	85,481	74,565	65,487	57,373	44,186
Other	59,357	37,722	26,064	15,884	7,782
Total revenues	873,950	619,936	457,058	319,521	215,109
Cost of revenues (1) (2)	172,690	119,161	75,783	52,932	37,986
Gross profit	701,260	500,775	381,275	266,589	177,123
<b>Operating expenses:</b>					
Research and development (1)	415,776	310,168	208,306	140,853	78,640
Marketing and sales (1) (2)	187,990	134,908	93,391	67,989	34,968
General and administrative (1)	151,242	118,785	85,458	56,033	40,814
Total operating expenses	755,008	563,861	387,155	264,875	154,422
Operating income (loss)	(53,748)	(63,086)	(5,880)	1,714	22,701
Other non-operating income (expense), net	(15,157)	(1,342)	(1,072)	(2,615)	(562)
Finance income	9,877	4,851	2,116	226	317
Finance costs	(6,806)	(75)	(71)	(74)	(228)
Income (loss) before income tax benefit (expense)	(65,834)	(59,652)	(4,907)	(749)	22,228
Income tax benefit (expense)	(53,507)	17,148	9,280	7,524	(3,246)
Net income (loss)	<u>\$ (119,341)</u>	<u>\$ (42,504)</u>	<u>\$ 4,373</u>	<u>\$ 6,775</u>	<u>\$ 18,982</u>
<b>Net income (loss) per share attributable to ordinary shareholders:</b>					
Basic	<u>\$ (0.52)</u>	<u>\$ (0.19)</u>	<u>\$ 0.02</u>	<u>\$ 0.04</u>	<u>\$ 0.11</u>
Diluted	<u>\$ (0.52)</u>	<u>\$ (0.19)</u>	<u>\$ 0.02</u>	<u>\$ 0.04</u>	<u>\$ 0.11</u>
Weighted-average shares outstanding used to compute net income (loss) per share attributable to ordinary shareholders:					
Basic	<u>231,184</u>	<u>222,224</u>	<u>182,773</u>	<u>144,008</u>	<u>141,530</u>
Diluted	<u>231,184</u>	<u>222,224</u>	<u>193,481</u>	<u>145,500</u>	<u>143,602</u>

(1) Amounts include share-based payment expense, as follows:

Cost of revenues	\$ 11,955	\$ 6,856	\$ 5,371	\$ 2,862	\$ 625
Research and development	98,609	79,384	35,735	22,842	5,120
Marketing and sales	23,605	17,395	11,945	6,670	2,068
General and administrative	28,704	33,813	22,429	9,160	3,551

(2) Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	\$ 21,188	\$ 14,587	\$ 7,405	\$ 6,417	\$ 7,591
Marketing and sales	36,090	15,269	86	40	98

## Consolidated Statements of Financial Position Data:

	As of June 30,			
	2018	2017	2016	2015
	(U.S. \$ in thousands)			
Cash and cash equivalents	\$1,410,339	\$ 244,420	\$ 259,709	\$ 187,094
Short-term investments	323,134	305,499	483,405	30,251
Working capital	1,359,129	285,621	542,038	50,477
Total assets	2,424,514	1,283,858	990,973	397,161
Deferred revenues	360,220	255,997	181,068	136,565
Total liabilities	1,531,748	389,810	259,310	207,107
Share capital	23,531	22,726	21,620	18,461
Total shareholders' equity	892,766	894,048	731,663	190,054

## Non-IFRS Financial Results

Our reported results include certain non-IFRS financial measures, including non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share, and free cash flow. Management believes that the use of these non-IFRS financial measures provides consistency and comparability with our past financial performance, facilitates period-to-period comparisons of our results of operations, and also facilitates comparisons with peer companies, many of which use similar non-IFRS or non-GAAP financial measures to supplement their IFRS or GAAP results. Non-IFRS results are presented for supplemental informational purposes only to aid in understanding our operating results. The non-IFRS results should not be considered a substitute for financial information presented in accordance with IFRS, and may be different from non-IFRS or non-GAAP measures used by other companies.

Our non-IFRS financial measures include:

- *Non-IFRS gross profit.* Excludes expenses related to share-based compensation and amortization of acquired intangible assets.
- *Non-IFRS operating income.* Excludes expenses related to share-based compensation and amortization of acquired intangible assets.
- *Non-IFRS net income and non-IFRS net income per diluted share.* Excludes expenses related to share-based compensation, amortization of acquired intangible assets, non-coupon impact related to exchangeable senior notes and capped calls, the related income tax effects on these items, and changes in our assessment regarding the realizability of our deferred tax assets.
- *Free cash flow.* Free cash flow is defined as net cash provided by operating activities less capital expenditures, which consists of purchases of property and equipment and acquired intangible assets.

Our non-IFRS financial measures reflect adjustments based on the items below:

- Share-based compensation;
- Amortization of acquired intangible assets;
- Non-coupon impact related to exchangeable senior notes and capped calls:
  - Amortization of notes discount and issuance costs;
  - Mark to fair value of the exchangeable senior notes exchange feature;
  - Mark to fair value of the related capped call transactions; and
- The related income tax effects on these items and changes in our assessment regarding the realizability of our deferred tax assets.

We exclude expenses related to share-based compensation, amortization of acquired intangible assets, non-coupon impact related to exchangeable senior notes and capped calls, the related income tax effects on these items, and changes in our assessment regarding the realizability of our deferred tax assets from certain of our non-

IFRS financial measures as we believe this helps investors understand our operational performance. In addition, share-based compensation expense can be difficult to predict and varies from period to period and company to company due to differing valuation methodologies, subjective assumptions, and the variety of equity instruments, as well as changes in stock price. Management believes that providing non-IFRS financial measures that exclude share-based compensation expense, amortization of acquired intangible assets, non-coupon impact related to exchangeable senior notes and capped calls, the related income tax effects on these items, and changes in our assessment regarding the realizability of our deferred tax assets allow for more meaningful comparisons between our operating results from period to period.

Management considers free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by our business that can be used for strategic opportunities, including investing in our business, making strategic acquisitions, and strengthening our statement of financial position.

Management uses non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share, and free cash flow:

- As measures of operating performance, because these financial measures do not include the impact of items not directly resulting from our core operations;
- For planning purposes, including the preparation of our annual operating budget;
- To allocate resources to enhance the financial performance of our business;
- To evaluate the effectiveness of our business strategies; and
- In communications with our board of directors concerning our financial performance.

We understand that although non-IFRS gross profit, non-IFRS operating income, non-IFRS net income, non-IFRS net income per diluted share and free cash flow are frequently used by investors and securities analysts in their evaluation of companies, these measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results of operations as reported under IFRS.

The following tables provide reconciliations of non-IFRS financial measures to the most directly comparable financial measures calculated and presented in accordance with IFRS for the fiscal years ended June 30, 2018, 2017, 2016, 2015 and 2014.

	Fiscal Year Ended June 30,				
	2018	2017	2016	2015	2014
	(U.S. \$ and shares in thousands)				
<b>Gross profit:</b>					
IFRS gross profit	\$ 701,260	\$ 500,775	\$ 381,275	\$ 266,589	\$ 177,123
Plus: Share-based payment expense	11,955	6,856	5,371	2,862	625
Plus: Amortization of acquired intangible assets	21,188	14,587	7,405	6,417	7,591
Non-IFRS gross profit	<u>\$ 734,403</u>	<u>\$ 522,218</u>	<u>\$ 394,051</u>	<u>\$ 275,868</u>	<u>\$ 185,339</u>
<b>Operating income:</b>					
IFRS operating income (loss)	\$ (53,748)	\$ (63,086)	\$ (5,880)	\$ 1,714	\$ 22,701
Plus: Share-based payment expense	162,873	137,448	75,480	41,534	11,364
Plus: Amortization of acquired intangible assets	57,278	29,856	7,491	6,457	7,689
Non-IFRS operating income	<u>\$ 166,403</u>	<u>\$ 104,218</u>	<u>\$ 77,091</u>	<u>\$ 49,705</u>	<u>\$ 41,754</u>
<b>Net income:</b>					
IFRS net income (loss)	\$ (119,341)	\$ (42,504)	\$ 4,373	\$ 6,775	\$ 18,982
Plus: Share-based payment expense	162,873	137,448	75,480	41,534	11,364
Plus: Amortization of acquired intangible assets	57,278	29,856	7,491	6,457	7,689
Plus: Non-coupon impact related to exchangeable senior notes and capped calls	19,892	—	—	—	—
Less: Income tax effects and adjustments	(2,150)	(39,864)	(16,018)	(9,244)	(2,350)
Non-IFRS net income	<u>\$ 118,552</u>	<u>\$ 84,936</u>	<u>\$ 71,326</u>	<u>\$ 45,522</u>	<u>\$ 35,685</u>

	Fiscal Year Ended June 30,				
	2018	2017	2016	2015	2014
	(U.S. \$ and shares in thousands, except per share data)				
<b>Net income per share:</b>					
IFRS net income (loss) per share - basic	\$ (0.52)	\$ (0.19)	\$ 0.02	\$ 0.04	\$ 0.11
Plus: Share-based payment expense	0.70	0.62	0.42	0.29	0.09
Plus: Amortization of acquired intangible assets	0.25	0.13	0.04	0.05	0.06
Plus: Non-coupon impact related to exchangeable senior notes and capped calls	0.09	—	—	—	—
Less: Income tax effects and adjustments	(0.01)	(0.18)	(0.09)	(0.06)	(0.01)
Non-IFRS net income per share - basic	<u>\$ 0.51</u>	<u>\$ 0.38</u>	<u>\$ 0.39</u>	<u>\$ 0.32</u>	<u>\$ 0.25</u>
Weighted-average shares used in computing basic Non-IFRS net income per share:	231,184	222,224	182,773	144,008	141,530
IFRS net income (loss) per share - diluted	\$ (0.52)	\$ (0.19)	\$ 0.02	\$ 0.04	\$ 0.11
Plus: Share-based payment expense	0.69	0.59	0.37	0.26	0.07
Plus: Amortization of acquired intangible assets	0.25	0.13	0.04	0.04	0.05
Plus: Non-coupon impact related to exchangeable senior notes and capped calls	0.08	—	—	—	—
Less: Income tax effects and adjustments	(0.01)	(0.17)	(0.08)	(0.06)	(0.01)
Non-IFRS net income per share - diluted	<u>\$ 0.49</u>	<u>\$ 0.36</u>	<u>\$ 0.35</u>	<u>\$ 0.28</u>	<u>\$ 0.22</u>
Weighted-average shares used in computing diluted Non-IFRS net income per share:	243,985	236,057	201,686	163,073	160,495

**Weighted-average diluted shares outstanding:**

Weighted-average shares used in computing diluted IFRS net income (loss) per share	231,184	222,224	193,481	145,500	143,602
Dilution from share options and RSUs (1)	12,801	13,833	—	—	—
Dilution from share options and RSUs granted in periods prior to IPO (2)	—	—	8,205	17,573	16,893
Weighted-average shares used in computing diluted non-IFRS net income per share	<u>243,985</u>	<u>236,057</u>	<u>201,686</u>	<u>163,073</u>	<u>160,495</u>

(1) The effects of these dilutive securities were not included in the IFRS calculation of diluted net loss per share for the fiscal year ended June 30, 2018 because the effect would have been anti-dilutive.

(2) Gives effect to share options and RSUs in periods prior to our IPO for comparability.

	Fiscal Year Ended June 30,				
	2018	2017	2016	2015	2014
	(U.S. \$ and shares in thousands)				
<b>Free cash flow:</b>					
IFRS net cash provided by operating activities	\$ 311,456	\$ 199,381	\$ 129,542	\$ 98,221	\$ 75,280
Less: Capital expenditures	(30,209)	(16,054)	(34,213)	(32,676)	(10,259)
Free cash flow	<u>\$ 281,247</u>	<u>\$ 183,327</u>	<u>\$ 95,329</u>	<u>\$ 65,545</u>	<u>\$ 65,021</u>

## **B. Capitalization and Indebtedness**

Not applicable.

## **C. Reasons for the Offer and Use of Proceeds**

Not applicable.

## **D. Risk Factors**

### **Risks Related to Our Business and Industry**

*A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information contained in this annual report, and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included elsewhere in this annual report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially.*

***Our rapid growth makes it difficult to evaluate our future prospects and may increase the risk that we will not continue to grow at or near historical rates.***

We have been growing rapidly over the last several years, and as a result, our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. Our recent and historical growth should not be considered indicative of our future performance. We have encountered in the past, and will encounter in the future, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations, our growth rates may slow and our business would suffer.

***We may not be able to sustain our revenue growth rate or achieve profitability in the future.***

Our historical growth rate should not be considered indicative of our future performance and may decline in the future. In future periods, our revenue could grow more slowly than in recent periods or decline for a number of reasons, including any reduction in demand for our products, increase in competition, limited ability to, or our decision not to, increase pricing, contraction of our overall market or our failure to capitalize on growth opportunities. In addition, we expect expenses to increase substantially in the near term, particularly as we continue to make significant investments in research and development and technology infrastructure for our cloud offerings, expand our operations globally and develop new products and features for, and enhancements of, our existing products. As a result of these significant investments, and in particular share-based compensation associated with our growth, we do not expect to achieve IFRS profitability in the near term and may not be able to achieve IFRS profitability in future periods. In addition, the additional expenses we will incur may not lead to sufficient additional revenue to maintain historical revenue growth rates and profitability.

***The markets in which we participate are intensely competitive, and if we do not compete effectively, our business, results of operations and financial condition could be harmed.***

The markets for our solutions are fragmented, rapidly evolving and highly competitive, and have relatively low barriers to entry. We face competition from both traditional, larger software vendors offering full collaboration and productivity suites and smaller companies offering point products for features and use cases. Our principal competitors vary depending on the product category and include Microsoft, IBM, Hewlett Packard Enterprise, Google, ServiceNow, salesforce.com, Zendesk, and Github (acquired by Microsoft). In addition, some of our competitors have made acquisitions to offer a more comprehensive product or service offering, which may allow them to compete more effectively with our products. We expect this trend to continue as companies attempt to strengthen or maintain their market positions in an evolving industry. Following such potential consolidations, companies may create more compelling product offerings and be able to offer more attractive pricing options, making it more difficult for us to compete effectively.

Our competitors, particularly our competitors with greater financial and operating resources, may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. With the introduction of new technologies, the evolution of our products, and new market entrants, we expect competition to intensify in the future. For example, as we expand our focus into new use cases or other product offerings beyond software development teams, we expect competition to increase. Pricing pressures and increased competition generally could result in reduced sales, reduced margins, losses, or the failure of our products to achieve or maintain more widespread market acceptance, any of which could harm our business, results of operations and financial condition.

Many of our current and potential competitors have greater resources than we do, with established marketing relationships, large enterprise salesforces, access to larger customer bases, pre-existing customer relationships, and major distribution agreements with consultants, system integrators and resellers. Additionally, some current and potential customers, particularly large organizations, have elected, and may in the future elect, to develop or acquire their own internal collaboration and productivity software tools that would reduce or eliminate the demand for our solutions.

Our products seek to serve multiple markets, and we are subject to competition from a wide and varied field of competitors. Some competitors, particularly new and emerging companies, could focus all their energy and resources on one product line or use case and, as a result, any one competitor could develop a more successful product or service in a particular market which could decrease our market share and harm our brand recognition and results of operations. For all of these reasons and others we cannot anticipate today, we may not be able to compete successfully against our current and future competitors, which could harm our business, results of operations and financial condition.

***Our distribution model of offering and selling both cloud and on-premises offerings of our products increases our expenses, may impact revenue recognition timing, and may pose other challenges to our business.***

We offer and sell both cloud and on-premises offerings of our products. Our cloud offering enables quick setup and subscription pricing, while our on-premises offering permits more customization, a perpetual or term license fee structure, and complete application control. Historically, our products were developed in the context of the on-premises offering, and we have less operating experience offering and selling our products via our cloud offering. Although a substantial majority of our revenue has historically been generated from customers using our on-premises products, we believe that over time more customers will move to our cloud offering, and our cloud offering will become more central to our distribution model. As more of our customers transition to the cloud, we may be subject to additional competitive pressures, which may harm our business. Further, as more customers elect our cloud offering as opposed to our on-premises offerings, revenues from such customers is typically lower in the initial year, which may impact our near-term revenue growth rates. If our cloud offering does not develop as quickly as we expect, or if we are unable to continue to scale our systems to meet the requirements of a successful large, cloud offering, our business may be harmed. We are directing a significant portion of our financial and operating resources to implement a robust cloud offering for our products, but even if we continue to make these investments, we may be unsuccessful in growing or implementing our cloud offering that competes successfully against our current and future competitors and our business, results of operations and financial condition could be harmed.

***Our business depends on our customers renewing their subscriptions and maintenance plans and purchasing additional licenses or subscriptions from us. Any decline in our customer retention or expansion would harm our future results of operations.***

In order for us to maintain or improve our results of operations, it is important that our customers renew their subscriptions and maintenance plans when existing contract terms expire and that we expand our commercial relationships with our existing customers. Our customers have no obligation to renew their subscriptions or maintenance plans, and our customers may not renew subscriptions or maintenance plans with a similar contract period or with the same or greater number of users. Our customers do not enter into long-term contracts, rather they primarily have monthly or annual terms. Some of our customers have elected not to renew their agreements with us and it is difficult to accurately predict long-term customer retention.

Our customer retention and expansion may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our products, new market entrants, our product support, our prices and pricing plans, the prices of competing software products, reductions in our customers' spending levels, new product releases and changes to packaging of our product offerings, mergers and acquisitions affecting our customer base,

or the effects of global economic conditions. We may be unable to timely address any retention issues with specific customers, which could harm our results of operations. If our customers do not purchase additional licenses or subscriptions or renew their subscriptions or maintenance plans, renew on less favorable terms or fail to add more users, our revenue may decline or grow less quickly, which would harm our future results of operations and prospects.

***If we are not able to develop new products and enhancements to our existing products that achieve market acceptance and that keep pace with technological developments, our business and results of operations would be harmed.***

Our ability to attract new customers and increase revenue from existing customers depends in large part on our ability to enhance and improve our existing products and to introduce compelling new products that reflect the changing nature of our markets. The success of any enhancement to our products depends on several factors, including timely completion and delivery, competitive pricing, adequate quality testing, integration with existing technologies and our platform and overall market acceptance. Any new product that we develop may not be introduced in a timely or cost-effective manner, may contain bugs, or may not achieve the market acceptance necessary to generate significant revenue. If we are unable to successfully develop new products, enhance our existing products to meet customer requirements, or otherwise gain market acceptance, our business, results of operations and financial condition would be harmed.

***If we cannot continue to expand the use of our products beyond our initial focus on software developers, our ability to grow our business may be harmed.***

Our ability to grow our business depends in part on our ability to persuade current and future customers to expand their use of our products to additional use cases beyond software developers, including business teams and IT teams. If we fail to predict customer demands or achieve further market acceptance of our products within these additional areas and teams, or if a competitor establishes a more widely adopted product for these applications, our ability to grow our business may be harmed.

***We invest significantly in research and development, and to the extent our research and development investments do not translate into new products or material enhancements to our current products, or if we do not use those investments efficiently, our business and results of operations would be harmed.***

A key element of our strategy is to invest significantly in our research and development efforts to develop new products and enhance our existing products to address additional applications and markets. In fiscal 2018 and 2017, our research and development expenses were 48% and 50% of our revenue, respectively. If we do not spend our research and development budget efficiently or effectively on compelling innovation and technologies, our business may be harmed and we may not realize the expected benefits of our strategy. Moreover, research and development projects can be technically challenging and expensive. The nature of these research and development cycles may cause us to experience delays between the time we incur expenses associated with research and development and the time we are able to offer compelling products and generate revenue, if any, from such investment. Additionally, anticipated customer demand for a product we are developing could decrease after the development cycle has commenced, and we would nonetheless be unable to avoid substantial costs associated with the development of any such product. If we expend a significant amount of resources on research and development and our efforts do not lead to the successful introduction or improvement of products that are competitive in our current or future markets, it would harm our business and results of operations.

***If we fail to effectively manage our growth, our business and results of operations could be harmed.***

We have experienced and expect to continue to experience rapid growth, which has placed, and may continue to place, significant demands on our management, operational and financial resources. In addition, we operate globally, sell our products to customers in more than 180 countries, and have employees in Australia, the United States, the United Kingdom, the Netherlands, the Philippines, India, Japan, Germany and France. We plan to continue to expand our operations into other countries in the future, which will place additional demands on our resources and operations. We have also experienced significant growth in the number of customers, users, transactions and data that our products and our associated infrastructure support. If we fail to successfully manage our anticipated growth and change, the quality of our products may suffer, which could negatively affect our brand and reputation and harm our ability to retain and attract customers. Finally, our organizational structure is becoming more complex and if we fail to scale and adapt our operational, financial and management controls and systems, as well as our reporting systems and procedures to manage this complexity, our business, results of operations and

financial condition would be harmed. We will require significant capital expenditures and the allocation of management resources to grow and change in these areas.

***If our current marketing model is not effective in attracting new customers, we may need to incur additional expenses to attract new customers and our business and results of operations could be harmed.***

Unlike traditional enterprise software vendors, who rely on direct sales methodologies and face long sales cycles, complex customer requirements and substantial upfront sales costs, we utilize a viral marketing model to target new customers. Through this word-of-mouth marketing, we have been able to build our brand with relatively low marketing and sales costs. We also build our customer base through various online marketing activities as well as targeted web-based content and online communications. This strategy has allowed us to build a substantial customer base and community of users who use our products and act as advocates for our brand and solutions, often within their own corporate organizations. Attracting new customers and retaining existing customers requires that we continue to provide high-quality products at an affordable price and convince customers of our value proposition. If we do not attract new customers through word-of-mouth referrals, our revenue may grow more slowly than expected or decline. In addition, high levels of customer satisfaction and market adoption are central to our marketing model. Any decrease in our customers' satisfaction with our products, including as a result of actions outside of our control, could harm word-of-mouth referrals and our brand. If our customer base does not continue to grow through word-of-mouth marketing and viral adoption, we may be required to incur significantly higher marketing and sales expenses in order to acquire new subscribers, which could harm our business and results of operations.

***If our security measures are breached or unauthorized access to customer data is otherwise obtained, our products may be perceived as insecure, we may lose existing customers or fail to attract new customers, and we may incur significant liabilities.***

Use of our solutions involve the storage, transmission and processing of our customers' proprietary data, including potentially personal or identifying information. Unauthorized access to, or security breaches of, our products could result in unauthorized access to data and information and loss, compromise or corruption of such data and information. In the event of a security breach, we could suffer loss of business, severe reputational damage adversely affecting customer or investor confidence, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation and other liabilities. We have incurred and expect to incur significant expenses to prevent security breaches, including costs related to deploying additional personnel and protection technologies, training employees, and engaging third-party solution providers and consultants. Our errors and omissions insurance coverage covering certain security and privacy damages and claim expenses may not be sufficient to compensate for all liabilities we may incur.

Although we expend significant resources to create security protections that shield our customer data against potential theft and security breaches, such measures cannot provide absolute security. We have in the past experienced breaches of our security measures. Certain breaches have resulted in unauthorized access to certain data processed through our products. Our products are at risk for future breaches, including, without limitation, breaches that may occur as a result of third-party action, or employee, vendor or contractor error or malfeasance and other causes.

As we further transition selling our products via our cloud offering, continue to collect more personal and sensitive information, and operate in more countries, the risk that real or perceived vulnerabilities of our systems could seriously harm our business and our financial performance, by tarnishing our reputation and brand and limiting the adoption of our products is likely to increase.

Because the techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not identified until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period and, therefore, have a greater impact on the products we offer, the proprietary data processed through our services, and, ultimately, on our business.

***One of our marketing strategies is to offer free trials or a limited free version or affordable starter license for certain products, and we may not be able to realize the benefits of this strategy.***

We offer free trials, a limited free version or an affordable starter license for certain products in order to promote additional usage, brand and product awareness and adoption. Historically, a majority of users never convert to a paid version of our products from these free trials or limited free versions or upgrade beyond the starter license. Our marketing strategy also depends in part on persuading users who use the free trials, free versions or starter licenses of our products to convince others within their organization to purchase and deploy our products. To the extent that these users do not become, or lead others to become, customers, we will not realize the intended benefits of this marketing strategy, and our ability to grow our business may be harmed.

***Our business model relies on a high volume of transactions and affordable pricing. As lower cost or free products are introduced by our competitors, our ability to generate new customers could be harmed.***

Our business model is based in part on selling our products at prices lower than competing products from other commercial vendors. For example, we offer entry-level pricing for certain products for small teams at a price that typically does not require capital budget approval and is orders-of-magnitude less than the price of traditional enterprise software. As a result, our software is frequently purchased by first-time customers to solve specific problems and not as part of a strategic technology purchasing decision. As competitors enter the market with low cost or free alternatives to our products, it may become increasingly difficult for us to compete effectively and our ability to garner new customers could be harmed. We have historically, and will continue to increase prices from time to time. Additionally, some customers may consider our products to be discretionary purchases, which may contribute to reduced demand for our offerings in times of economic uncertainty. If we are unable to sell our software in high volume, across new and existing customers, our business, results of operations and financial condition could be harmed.

***We derive, and expect to continue to derive, a substantial majority of our revenue from a limited number of software products.***

We derive, and expect to continue to derive, a substantial majority of our revenue from our Jira and Confluence products. Revenue generated from our Jira and Confluence products comprised over two-thirds of our total revenues for each of the prior three fiscal years. As such, the market acceptance of these products is critical to our success. Demand for these products and our other products is affected by a number of factors, many of which are beyond our control, such as continued market acceptance of our products by customers for existing and new use cases, the timing of development and release of new products, features, functionality and lower cost alternatives introduced by our competitors, technological changes and developments within the markets we serve and growth or contraction in our addressable markets. If we are unable to continue to meet customer demands or to achieve more widespread market acceptance of our products, our business, results of operations and financial condition could be harmed.

***If the Atlassian Marketplace does not continue to be successful, our business and results of operations could be harmed.***

We operate Atlassian Marketplace, an online marketplace, for selling third-party, as well as Atlassian-built, apps. We rely on the Atlassian Marketplace to supplement our promotional efforts and build awareness of our products, and believe that third-party apps from the Atlassian Marketplace facilitate greater usage and customization of our products. If these vendors and developers stop developing or supporting these apps that they sell on Atlassian Marketplace, our business could be harmed.

***Interruptions or performance problems associated with our technology and infrastructure may harm our business and results of operations.***

Our continued growth depends in part on the ability of our existing and potential customers to access our solutions at any time and within an acceptable amount of time. In addition, we rely almost exclusively on our websites for the downloading of and payment for all our products. We have experienced, and may in the future experience, disruptions, data loss and corruption, outages and other performance problems with our infrastructure and websites due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service attacks or other security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times and as our products and websites become more complex and our user traffic increases. If our products and websites are unavailable or if our users are unable to access our products within a reasonable amount of time,

or at all, our business would be harmed. Moreover, we depend on services from various third parties, including Amazon Web Services, to maintain our infrastructure and distribute our products via the Internet. Any disruptions in these services, including as a result of actions outside of our control, would significantly impact the continued performance of our products. In the future, these services may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of these services could result in decreased functionality of our products until equivalent technology is either developed by us or, if available from another provider, is identified, obtained and integrated into our infrastructure. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations and financial condition could be harmed.

***Real or perceived errors, failures, vulnerabilities or bugs in our products or in the products on Atlassian Marketplace could harm our business and results of operations.***

Errors, failures, vulnerabilities or bugs may occur in our products, especially when updates are deployed or new products are rolled out. Our solutions are often used in connection with large-scale computing environments with different operating systems, system management software, equipment and networking configurations, which may cause errors, failures of products, or other negative consequences in the computing environment into which they are deployed. In addition, deployment of our products into complicated, large-scale computing environments may expose errors, failures, vulnerabilities or bugs in our products. Any such errors, failures, vulnerabilities or bugs may not be found until after they are deployed to our customers. Real or perceived errors, failures, vulnerabilities or bugs in our products could result in negative publicity, loss or unauthorized access to customer data, loss of or delay in market acceptance of our products, loss of competitive position, or claims by customers for losses sustained by them, all of which could harm our business and results of operations.

In addition, third-party apps on Atlassian Marketplace may not meet the same quality standards that we apply to our own development efforts and, to the extent they contain bugs, vulnerabilities or defects, they may create disruptions in our customers' use of our products, lead to data loss, unauthorized access to customer data, damage our brand and reputation and affect the continued use of our products, any of which could harm our business, results of operations and financial condition.

***Any failure to offer high-quality product support may harm our relationships with our customers and our financial results.***

In deploying and using our products, our customers depend on our product support teams to resolve complex technical and operational issues. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for product support. We also may be unable to modify the nature, scope and delivery of our product support to compete with changes in product support services provided by our competitors. Increased customer demand for product support, without corresponding revenue, could increase costs and harm our results of operations. In addition, as we continue to grow our operations and reach a global and vast customer base, we need to be able to provide efficient product support that meets our customers' needs globally at scale. The number of our customers has grown significantly and that has put additional pressure on our support organization. In order to meet these needs, we have relied in the past and will continue to rely on third-party vendors and self-service product support to resolve common or frequently asked questions, which supplement our customer support teams. If we are unable to provide efficient product support globally at scale, including through the use of third-party vendors and self-service support, our ability to grow our operations may be harmed and we may need to hire additional support personnel, which could harm our results of operations. Our sales are highly dependent on our business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality product support, or a market perception that we do not maintain high-quality product support, could harm our reputation, our ability to sell our products to existing and prospective customers, and our business, results of operations and financial condition.

***Our lack of a direct salesforce may impede the growth of our business.***

We do not have a direct, traditional salesforce and our sales model does not rely on traditional, quota-carrying sales personnel. Although we believe our business model can continue to scale without a large enterprise salesforce, our viral marketing model may not continue to be as successful as we anticipate and the absence of a direct, traditional sales function may impede our future growth. As we continue to scale our business, a more traditional sales infrastructure could assist in reaching larger enterprise customers and growing our revenue. Identifying and recruiting qualified sales personnel and training them would require significant time, expense and attention and would significantly impact our business model. In addition, adding traditional sales personnel would

considerably change our cost structure and results of operations, and we may have to reduce other expenses, such as our research and development expenses, in order to accommodate a corresponding increase in marketing and sales expenses and maintain positive free cash flow. If our lack of a direct, traditional salesforce limits us from reaching larger enterprise customers and growing our revenue and we are unable to hire, develop and retain talented sales personnel in the future, our revenue growth and results of operations may be harmed.

***Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.***

Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control. If our quarterly financial results fall below the expectations of investors or any securities analysts who follow us, the price of our Class A ordinary shares could decline substantially. Factors that may cause our revenue, results of operations and cash flows to fluctuate from quarter to quarter include, but are not limited to:

- our ability to attract new customers, retain and increase sales to existing customers, and satisfy our customers' requirements;
- the timing of customer renewals;
- changes in our or our competitors' pricing policies and offerings;
- new products, features, enhancements or functionalities introduced by our competitors;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
- significant security breaches, technical difficulties or interruptions to our products;
- the number of new employees added;
- changes in foreign currency exchange rates or adding additional currencies in which our sales are denominated;
- the amount and timing of acquisitions or other strategic transactions;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- general economic conditions that may adversely affect either our customers' ability or willingness to purchase additional licenses, subscriptions and maintenance plans, delay a prospective customer's purchasing decision, reduce the value of new license, subscription or maintenance plans or affect customer retention;
- seasonality in our operations;
- the impact of new accounting pronouncements and associated system implementations; and
- the timing of the grant or vesting of equity awards to employees, contractors, or directors.

Many of these factors are outside of our control, and the occurrence of one or more of them might cause our revenue, results of operations and cash flows to vary widely. As such, we believe that quarter-to-quarter comparisons of our revenue, results of operations and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

***If we are unable to develop and maintain successful relationships with our partners, our business, results of operations and financial condition could be harmed.***

We have established relationships with certain partners to distribute our products. We believe that continued growth in our business is dependent upon identifying, developing and maintaining strategic relationships with our existing and potential solution partners that can drive substantial revenue and provide additional valued-added services to our customers. Our agreements with our existing solution partners are non-exclusive, meaning our solution partners may offer customers the products of several different companies, including products that compete with ours. They may also cease marketing our products with limited or no notice and with little or no penalty. We expect that any additional solution partners we identify and develop will be similarly non-exclusive and not bound by any requirement to continue to market our products. If we fail to identify additional solution partners, in a timely and cost-effective manner, or at all, or are unable to assist our current and future solution partners in independently distributing and deploying our products, our business, results of operations and financial condition could be harmed. If our solution partners do not effectively market and sell our products, or fail to meet the needs of our customers, our reputation and ability to grow our business may also be harmed.

***Acquisitions of other businesses, products or technologies could disrupt our business, and we may be unable to integrate acquired businesses and technologies successfully or achieve the expected benefits of such acquisitions.***

We have completed a number of acquisitions and continue to evaluate and consider additional strategic transactions, including acquisitions of, or investments in, businesses, technologies, services, products, and other assets in the future. We also may enter into relationships with other businesses to expand our products, which could involve preferred or exclusive licenses, additional channels of distribution, discount pricing or investments in other companies.

Any acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired companies, particularly if the key personnel of the acquired companies choose not to work for us, their software and services are not easily adapted to work with our products, or we have difficulty retaining the customers of any acquired business due to changes in ownership, management or otherwise. Acquisitions may also disrupt our business, divert our resources and require significant management attention that would otherwise be available for development of our existing business. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. Moreover, the anticipated benefits of any acquisition, investment or business relationship may not be realized or we may be exposed to unknown risks or liabilities.

In the future, we may not be able to find suitable acquisition candidates, and we may not be able to complete acquisitions on favorable terms, if at all. Our previous and future acquisitions may not achieve our goals, and any future acquisitions we complete could be viewed negatively by users, customers, developers or investors.

Negotiating these transactions can be time consuming, difficult and expensive, and our ability to complete these transactions may often be subject to approvals that are beyond our control. Consequently, these transactions, even if announced, may not be completed. For one or more of those transactions, we may:

- issue additional equity securities that would dilute our existing shareholders;
- use cash that we may need in the future to operate our business;
- incur large charges, expenses or substantial liabilities;
- incur debt on terms unfavorable to us or that we are unable to repay;
- encounter difficulties retaining key employees of the acquired company or integrating diverse software codes or business cultures; and
- become subject to adverse tax consequences, substantial depreciation, impairment or deferred compensation charges.

***If we are not able to maintain and enhance our brand, our business, results of operations and financial condition may be harmed.***

We believe that maintaining and enhancing our reputation as a differentiated and category-defining company is critical to our relationships with our existing customers and to our ability to attract new customers. The successful promotion of our brand attributes will depend on a number of factors, including our, and our partners', marketing efforts, our ability to continue to develop high-quality products and our ability to successfully differentiate our products from competitive products. In addition, independent industry analysts often provide reviews of our products, as well as the products offered by our competitors, and perception of the relative value of our products in the marketplace may be significantly influenced by these reviews. If these reviews are negative, or less positive as compared to those of our competitors' products, our brand may be harmed.

The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our market becomes more competitive, as we expand into new markets, and as more sales are generated through our partners. To the extent that these activities yield increased revenue, this revenue may not offset the increased expenses we incur. If we do not successfully maintain and enhance our brand, our business may not grow, we may have reduced pricing power relative to competitors, and we could lose customers or fail to attract potential customers, any of which would harm our business, results of operations and financial condition.

***Because our products rely on the movement of data across national boundaries, global privacy and data security concerns could result in additional costs and liabilities to us or inhibit sales of our products globally.***

Privacy and data security have become significant issues in the United States, Europe and in many other jurisdictions where we offer our products. The regulatory framework for the collection, use, safeguarding, sharing and transfer of information worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future.

Globally, virtually every jurisdiction in which we operate has established its own data security and privacy frameworks with which we, or our customers, must comply, including, for example, in the European Union, Directive 95/46/EC on the protection of individuals with regard to the processing of personal data and on the free movement of such data, along with applicable implementing data protection legislation of individual European Union member states.

In addition, data protection regulation is an area of increased focus and changing requirements. On April 27, 2016 the European Union adopted the General Data Protection Regulation 2016/679, or GDPR, that took effect on May 25, 2018 replacing the current data protection laws of each European Union member state. GDPR applies to any company established in the European Union as well as to those outside the European Union if they collect and use personal data in connection with the offering of goods or services to individuals in the European Union or the monitoring of their behavior. GDPR enhances data protection obligations for processors and controllers of personal data, including, for example, expanded disclosures about how personal information is to be used, limitations on retention of information, mandatory data breach notification requirements and extensive new obligations on services providers. Interpretation and enforcement of GDPR remains uncertain. For example, on May 25, 2018, Max Schrems filed complaints with several data protection authorities throughout the European Union against Google, Instagram, WhatsApp and Facebook, challenging their respective compliance with disclosure and consent obligations under Article 77(1) of GDPR. The outcome of these and any other challenges under GDPR could result in guidance that requires changes to our current compliance strategy. Non-compliance with GDPR can trigger steep fines of up to €20 million or 4% of total worldwide annual turnover, whichever is higher. Given the breadth and depth of changes in data protection obligations, complying with GDPR's requirements requires time, resources and a review of our technology and systems currently in use against GDPR's requirements.

We currently rely on the EU-U.S. Privacy Shield and standard contractual clauses approved by the European Commission as our legal bases for data transfers from Europe. The EU-U.S. Privacy Shield program underwent its first annual review by European Union regulatory authorities in September 2017 and received approval from the European Union as a valid framework for transferring data from the European Union to the United States. Nonetheless, the review reported a number of recommendations for improvement in the program before the next annual review, and there continue to be concerns about whether the EU-U.S. Privacy Shield and other transfer mechanisms will face additional challenges. Similarly, the validity of standard contractual clauses is currently under review by the European Court of Justice. In order to diversify our data transfer strategy we will continue to explore other options to find additional legal bases for data transfers from Europe, including without limitation, amending standard contractual clauses where required, and considering suppliers that house data in Europe, which may involve substantial expense and distraction from other aspects of our business. We may, however, be unsuccessful in establishing a legal basis for data transfer, and will be at risk of enforcement actions taken by a European Union data protection authority until such point in time that we ensure a legal basis for European data transfers, which could damage our reputation, inhibit sales and harm our business. Despite actions we have taken or will be taking to diversify our data transfer strategies, we may be unsuccessful in establishing a conforming means of transferring data due to ongoing legislative activity that could vary the current data transfer landscape. As we expand into new markets and grow our customer base, we will need to comply with any new requirements. If we cannot comply with, or if we incur a violation of one or more of these requirements, some customers may be limited in their ability to purchase our products, particularly our cloud products. Growth could be harmed and we could incur significant liabilities.

In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us. Further, our customers may require us to comply with more stringent privacy and data security contractual requirements or obtain certifications that we do not currently have, and any failure to obtain these certifications could reduce the demand for our products and our business may be harmed. If we were required to obtain additional industry certifications, we may incur significant additional expenses and have to divert resources, which could slow the release of new products, all of which could harm our ability to effectively compete.

The interpretation and application of many privacy and data protection laws are, and will likely remain, uncertain, and it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our existing data management practices or product features. If so, in addition to the possibility of fines, lawsuits and other claims and penalties, we could be required to fundamentally change our business activities and practices or modify our products, which could harm our business. Any inability to adequately address privacy and data security concerns or comply with applicable privacy or data security laws, regulations and policies could result in additional cost and liability to us, damage our reputation, inhibit sales and harm our business.

***Our global operations subject us to risks that can harm our business, results of operations and financial condition.***

A key element of our strategy is to operate globally and sell our products to customers around the world. Operating globally requires significant resources and management attention and subjects us to regulatory, economic, geographic and political risks. In particular, our global operations subject us to a variety of additional risks and challenges, including:

- increased management, travel, infrastructure and legal compliance costs associated with having operations in many countries;
- difficulties in enforcing contracts, including so-called “clickwrap” contracts that are entered into online, on which we have historically relied as part of our product licensing strategy, but which may be subject to additional legal uncertainty in some foreign jurisdictions;
- increased financial accounting and reporting burdens and complexities;
- requirements or preferences within other regions for domestic products, and difficulties in replacing products offered by more established or known regional competitors;
- differing technical standards, existing or future regulatory and certification requirements and required features and functionality;
- communication and integration problems related to entering and serving new markets with different languages, cultures and political systems;
- compliance with foreign privacy and security laws and regulations and the risks and costs of non-compliance;
- compliance with laws and regulations for foreign operations, including anti-bribery laws (such as the U.S. Foreign Corrupt Practices Act, the U.S. Travel Act, and the U.K. Bribery Act), import and export control laws, tariffs, trade barriers, economic sanctions, and other regulatory or contractual limitations on our ability to sell our products in certain foreign markets, and the risks and costs of non-compliance;
- heightened risks of unfair or corrupt business practices in certain geographies that may impact our financial results and result in restatements of our consolidated financial statements;
- fluctuations in currency exchange rates and related effects on our results of operations;
- difficulties in repatriating or transferring funds from or converting currencies in certain countries;
- weak economic conditions which could arise in each country or region in which we operate or sell our products, or general political and economic instability around the world;
- differing labor standards, including restrictions related to, and the increased cost of, terminating employees in some countries;
- difficulties in recruiting and hiring employees in certain countries;
- the preference for localized software and licensing programs and localized language support;
- reduced protection for intellectual property rights in some countries and practical difficulties associated with enforcing our legal rights abroad; and
- compliance with the laws of numerous foreign taxing jurisdictions, including withholding obligations, and overlapping of different tax regimes.

Compliance with laws and regulations applicable to our global operations substantially increases our cost of doing business in foreign jurisdictions. We may be unable to keep current with changes in government requirements as they change from time to time. Failure to comply with these regulations could harm our business. In many countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or other regulations applicable to us. Although we have implemented policies and procedures designed to ensure compliance with these laws and policies, there can be no assurance that all of our employees, contractors, partners and agents will comply with these laws and policies. Violations of laws or key control policies by our employees, contractors, partners or agents could result in delays in revenue recognition, financial reporting misstatements, enforcement actions, reputational harm, disgorgement of profits, fines, civil and

criminal penalties, damages, injunctions, other collateral consequences or the prohibition of the importation or exportation of our products and could harm our business, results of operations and financial condition.

***We depend on our executive officers and other key employees and the loss of one or more of these employees or the inability to attract and retain highly skilled employees could harm our business.***

Our success depends largely upon the continued services of our executive officers and key employees. We rely on our leadership team and other key employees in the areas of research and development, products, strategy, operations, security, marketing, IT, support and general and administrative functions. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives, which could disrupt our business. In addition, we do not have employment agreements with our executive officers or other key personnel that require them to continue to work for us for any specified period and, therefore, they could terminate their employment with us at any time. The loss of one or more of our executive officers, especially our Co-Chief Executive Officers, or other key employees could harm our business.

In addition, in order to execute our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel in Sydney, Australia, the San Francisco Bay Area, and in other locations where we maintain offices, is intense, especially for engineers experienced in designing and developing software and cloud-based services. We have from time to time experienced, and we expect to continue to experience, difficulty hiring and retaining employees with appropriate qualifications. In particular, recruiting and hiring senior product engineering personnel has been, and we expect to continue to be, challenging. If we are unable to hire talented product engineering personnel, we may be unable to scale our operations or release new products in a timely fashion and, as a result, customer satisfaction with our products may decline.

Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, these employers may attempt to assert that the employees or we have breached certain legal obligations, resulting in a diversion of our time and resources. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. If the value or perceived value of our equity awards declines, it may harm our ability to recruit and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business, results of operations and financial condition could be harmed.

***Our corporate values have contributed to our success, and if we cannot maintain these values as we grow, we could lose the innovative approach, creativity and teamwork fostered by our values and our business could be harmed.***

We believe that a critical contributor to our success has been our corporate values, which we believe foster innovation, teamwork and an emphasis on customer-focused results. In addition, we believe that our values create an environment that drives and perpetuates our product strategy and low-cost distribution approach. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain our corporate values. Any failure to preserve our values could harm our future success, including our ability to retain and recruit personnel, innovate and operate effectively and execute on our business strategy.

***We face exposure to foreign currency exchange rate fluctuations.***

While we currently sell our products exclusively in U.S. dollars, we incur expenses in currencies other than the U.S. dollar, which exposes us to foreign currency exchange rate fluctuations. A large percentage of our expenses are denominated in the Australian dollar, and fluctuations could have a material negative impact on our results of operations. Moreover, our subsidiaries, other than our U.S. subsidiaries, maintain net assets that are denominated in currencies other than the U.S. dollar. In addition, in the near future, we plan to transact in non-U.S. dollar currencies for our products, and, accordingly, future changes in the value of non-U.S. dollar currencies relative to the U.S. dollar could affect our revenue and results of operations due to transactional and translational remeasurements that are reflected in our results of operations.

We have a foreign exchange hedging program to hedge a portion of certain exposures to fluctuations in non-U.S. dollar currency exchange rates. We use derivative instruments, such as foreign currency forward contracts, to hedge the exposures. The use of such hedging instruments may not fully offset the adverse financial effects of unfavorable movements in foreign currency exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments or if we are unable to forecast hedged exposures accurately.

***We are subject to government regulation, including import, export, economic sanctions and anti-corruption laws and regulations, that may expose us to liability and increase our costs.***

Various of our products are subject to U.S. export controls, including the U.S. Department of Commerce's Export Administration Regulations and economic and trade sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. These regulations may limit the export of our products and provision of our services outside of the United States, or may require export authorizations, including by license, a license exception or other appropriate government authorizations, including annual or semi-annual reporting and the filing of an encryption registration. Export control and economic sanctions laws may also include prohibitions on the sale or supply of certain of our products to embargoed or sanctioned countries, regions, governments, persons and entities. In addition, various countries regulate the importation of certain products, through import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our products. The exportation, reexportation, and importation of our products and the provision of services, including by our channel partners, must comply with these laws or else we may be adversely affected, through reputational harm, government investigations, penalties, and a denial or curtailment of our ability to export our products or provide services. Complying with export control and sanctions laws can be time consuming and complex and may result in the delay or loss of sales opportunities. Although we take precautions to prevent our products from being provided in violation of such laws, we are aware of previous exports of certain of our products to a small number of persons and organizations that are the subject of U.S. sanctions or located in countries or regions subject to U.S. sanctions. If we are found to be in violation of U.S. sanctions or export control laws, it could result in substantial fines and penalties for us and for the individuals working for us. Changes in export or import laws or corresponding sanctions, may delay the introduction and sale of our products in international markets, or, in some cases, prevent the export or import of our products to certain countries, regions, governments, persons or entities altogether, which could adversely affect our business, financial condition and results of operations.

We are also subject to various domestic and international anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as other similar anti-bribery and anti-kickback laws and regulations. These laws and regulations generally prohibit companies and their employees and intermediaries from authorizing, offering or providing improper payments or benefits to officials and other recipients for improper purposes. We rely on certain third parties to support our sales and regulatory compliance efforts and can be held liable for their corrupt or other illegal activities, even if we do not explicitly authorize or have actual knowledge of such activities. Although we take precautions to prevent violations of these laws, our exposure for violating these laws increases as our international presence expands and as we increase sales and operations in foreign jurisdictions.

***We recognize certain revenue streams over the term of our subscription and maintenance contracts. Consequently, downturns in new sales may not be immediately reflected in our results of operations and may be difficult to discern.***

We generally recognize subscription and maintenance revenue from customers ratably over the terms of their contracts. As a result, a significant portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to subscription and maintenance plans entered into during previous quarters. Consequently, a decline in new or renewed licenses, subscriptions and maintenance plans in any single quarter may only have a small impact on our revenue results for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our products, and potential changes in our pricing policies or rate of expansion or retention, may not be fully reflected in our results of operations until future periods. We may also be unable to reduce our cost structure in line with a significant deterioration in sales. In addition, a significant majority of our costs are expensed as incurred, while a significant portion of our revenue is recognized over the life of the agreement with our customer. As a result, increased growth in the number of our customers could continue to result in our recognition of more costs than revenue in the earlier periods of the terms of certain of our customer agreements. Our subscription and maintenance revenue also makes it more difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from certain new customers must be recognized over the applicable term.

***If we fail to integrate our products with a variety of operating systems, software applications, platforms and hardware that are developed by others, our products may become less marketable, less competitive, or obsolete and our results of operations would be harmed.***

Our products must integrate with a variety of network, hardware, and software platforms, and we need to continuously modify and enhance our products to adapt to changes in hardware, software, networking, browser and database technologies. In particular, we have developed our products to be able to easily integrate with third-party

applications, including the applications of software providers that compete with us, through the interaction of application programming interfaces, or APIs. In general, we rely on the fact that the providers of such software systems continue to allow us access to their APIs to enable these customer integrations. To date, we have not relied on long-term written contracts to govern our relationship with these providers. Instead, we are subject to the standard terms and conditions for application developers of such providers, which govern the distribution, operation and fees of such software systems, and which are subject to change by such providers from time to time. Our business may be harmed if any provider of such software systems:

- discontinues or limits our access to its APIs;
- modifies its terms of service or other policies, including fees charged to, or other restrictions on us or other application developers;
- changes how customer information is accessed by us or our customers;
- establishes more favorable relationships with one or more of our competitors; or
- develops or otherwise favors its own competitive offerings over ours.

We believe a significant component of our value proposition to customers is the ability to optimize and configure our products with these third-party applications through our respective APIs. If we are not permitted or able to integrate with these and other third-party applications in the future, demand for our products could decline and our business and results of operations would be harmed.

In addition, an increasing number of organizations and individuals within organizations are utilizing mobile devices to access the Internet and corporate resources and to conduct business. We have designed and continue to design mobile applications to provide access to our products through these devices. If we cannot provide effective functionality through these mobile applications as required by organizations and individuals that widely use mobile devices, we may experience difficulty attracting and retaining customers. Failure of our products to operate effectively with future infrastructure platforms and technologies could also reduce the demand for our products, resulting in customer dissatisfaction and harm to our business. If we are unable to respond to changes in a cost-effective manner, our products may become less marketable, less competitive or obsolete and our results of operations may be harmed.

***We may be sued by third parties for alleged infringement or misappropriation of their proprietary rights.***

There is considerable patent and other intellectual property development activity in our industry. Our future success depends in part on not infringing upon or misappropriating the intellectual property rights of others. From time to time, our competitors or other third parties have claimed or may claim that we are infringing upon or misappropriating their intellectual property rights, and we may be found to be infringing upon or misappropriating such rights. We may be unaware of the intellectual property rights of others that may cover some or all of our technology, or technology that we obtain from third parties. Any claims or litigation could cause us to incur significant expenses and, if successfully asserted against us, could require that we pay substantial damages or ongoing royalty payments, prevent us from offering our products or using certain technologies, require us to implement expensive work-arounds or require that we comply with other unfavorable terms. In the case of infringement or misappropriation caused by technology that we obtain from third parties, any indemnification or other contractual protections we obtain from such third parties, if any, may be insufficient to cover the liabilities we incur as a result of such infringement or misappropriation. We may also be obligated to indemnify our customers or business partners in connection with any such claims or litigation and to obtain licenses, modify our products or refund fees, which could further exhaust our resources. In addition, we may incur substantial costs to resolve claims or litigation, whether or not successfully asserted against us, which could include payment of significant settlement, royalty or license fees, modification of our products or refunds to customers of fees. Even if we were to prevail in the event of claims or litigation against us, any claim or litigation regarding our intellectual property could be costly and time-consuming and divert the attention of our management and other employees from our business operations and disrupt our business.

***Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.***

Our agreements with customers and other third parties may include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from our products or other acts or omissions. The term of these contractual provisions often survives termination or expiration of the applicable agreement. Large indemnity payments or damage claims from contractual breach could harm our business, results of operations and financial condition. Although we normally contractually limit our liability with respect to such obligations, we may still incur substantial liability related to them. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other current and prospective customers, reduce demand for our products, damage our reputation and harm our business, results of operations and financial condition.

***We use open source software in our products that may subject our products to general release or require us to re-engineer our products, which may harm our business.***

We use open source software in our products and expect to continue to use open source software in the future. There are uncertainties regarding the proper interpretation of and compliance with open source software licenses. Consequently, there is a risk that the owners of the copyrights in such open source software may claim that the open source licenses governing their use impose certain conditions or restrictions on our ability to use the software that we did not anticipate. Such owners may seek to enforce the terms of the applicable open source license, including by demanding release of the source code for the open source software, derivative works of such software, or, in some cases, our proprietary source code that uses or was developed using such open source software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our products, any of which could result in additional cost and liability to us, reputational damage and harm to our business and results of operations. In addition, if the license terms for the open source software we utilize change, we may be forced to re-engineer our products or incur additional costs to comply with the changed license terms or to replace the affected open source software. Although we have implemented policies and tools to regulate the use and incorporation of open source software into our products, we cannot be certain that we have not incorporated open source software in our products in a manner that is inconsistent with such policies.

***Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand.***

Our success and ability to compete depend in part upon our intellectual property. We primarily rely on a combination of patent, copyright, trade secret and trademark laws, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may be inadequate. We make business decisions about when to seek patent protection for a particular technology and when to rely upon trade secret protection, and the approach we select may ultimately prove to be inadequate. Even in cases where we seek patent protection, there is no assurance that the resulting patents will effectively protect every significant feature of our products. In addition, we believe that the protection of our trademark rights is an important factor in product recognition, protecting our brand and maintaining goodwill. If we do not adequately protect our rights in our trademarks from infringement, any goodwill that we have developed in those trademarks could be lost or impaired, which could harm our brand and our business. In any event, in order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights.

For example, in order to promote the transparency and adoption of our downloadable software, we provide our customers with the ability to request a copy of the source code of those products, which they may customize for their internal use under limited license terms, subject to confidentiality and use restrictions. If any of our customers misuses or distributes our source code in violation of our agreements with them, or anyone else obtains access to our source code, it could cost us significant time and resources to enforce our rights and remediate any resulting competitive harms.

Litigation brought to protect and enforce our intellectual property rights could be costly, time consuming and distracting to management. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights, which could result in the impairment or loss of portions of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could harm our brand and our business.

***Our global operations and structure subject us to potentially adverse tax consequences.***

We generally conduct our global operations through subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. A change in our global operations or changes in tax laws or interpretations of such tax laws could result in higher effective tax rates, reduced cash flows and lower overall profitability. In particular, our intercompany relationships are subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant revenue and taxing authorities may disagree with positions we have taken generally, or our determinations as to the value of assets sold or acquired or income and expenses attributable to specific jurisdictions. In addition, in the ordinary course of our business we are subject to tax audits from various taxing authorities. If such a disagreement were to occur, and our position was not sustained, or if a tax audit resulted in an adverse finding, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

Certain government agencies in jurisdictions where we do business have had an extended focus on issues related to the taxation of multinational companies. In addition, the Organization for Economic Cooperation and Development has completed the base erosion and profit shifting project which seeks to establish certain international standards for taxing the worldwide income of multinational companies. The measures have been endorsed by the leaders of the world's 20 largest economies. Also, in March 2018, the European Commission proposed a series of measures aimed at ensuring a fair and efficient taxation of digital businesses operating within the European Union. As a result of these developments and the increasing focus by government taxing authorities on multinational companies, the tax laws of certain countries in which we do business could change on a prospective or retroactive basis, and any such changes could increase our liabilities for taxes, interest and penalties, lead to higher effective tax rates, and therefore could harm our cash flows, results of operations and financial position.

***U.S. federal income tax reform could adversely affect us.***

On December 22, 2017, the United States passed legislation commonly known as the Tax Cuts and Jobs Act that significantly reforms the Internal Revenue Code of 1986, as amended. The Tax Cuts and Jobs Act, among other things, includes changes to U.S. federal tax rates, imposes significant additional limitations on the deductibility of interest and executive compensation, allows for the expensing of capital expenditures and puts into effect the migration from a worldwide system of taxation to a territorial system. We do not expect the Tax Cuts and Jobs Act to have a material impact to our projection of minimal cash taxes. However, the full impact of this tax reform on our business is still uncertain and could adversely affect us.

***Taxing authorities may successfully assert that we should have collected or in the future should collect sales and use, value-added or similar taxes, and we could be subject to liability with respect to past or future sales, which could harm our results of operations.***

We do not collect sales and use, value-added and similar taxes in all jurisdictions in which we have sales, based on our understanding that such taxes are not applicable. Sales and use, value-added and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may assert that such taxes are applicable, which could result in tax assessments, penalties, and interest, and we may be required to collect such taxes in the future. Such tax assessments, penalties and interest, or future requirements may harm our results of operations.

***Changes in laws and regulations related to the Internet or changes in the Internet infrastructure itself may diminish the demand for our products, and could harm our business.***

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication, and business applications. Federal, state, or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting the use of the Internet as a commercial medium. Changes in these laws or regulations could require us to modify our products in order to comply with these changes. In addition, government agencies or private organizations have imposed and may impose additional taxes, fees, or other charges for accessing the Internet or commerce conducted via the Internet. These laws or charges could limit the growth of Internet-related commerce or communications generally, or result in reductions in the demand for Internet-based products such as ours. In addition, the use of the Internet as a business tool could be harmed due to delays in the development or adoption of new standards and protocols to

handle increased demands of Internet activity, security, reliability, cost, ease-of-use, accessibility, and quality of service. The performance of the Internet and its acceptance as a business tool has been harmed by phishing attacks, cyber-attacks, viruses, worms, and similar malicious programs and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the Internet is adversely affected by these issues, demand for our products could decline.

***We are exposed to credit risk and fluctuations in the market values of our investment portfolio.***

Given the global nature of our business, we have diversified U.S. and non-U.S. investments. Credit ratings and pricing of our investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, political risk, sovereign risk or other factors. As a result, the value and liquidity of our investments may fluctuate substantially. Therefore, although we have not realized any significant losses on our investments, future fluctuations in their value could result in a significant realized loss.

***Catastrophic events may disrupt our business.***

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could harm our business. We have a large employee presence and operations in the San Francisco Bay Area, California. The west coast of the United States contains active earthquake zones. In the event of a major earthquake, hurricane or catastrophic event such as fire, power loss, telecommunications failure, cyber-attack, war or terrorist attack, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our application development, lengthy interruptions in our products, breaches of data security and loss of critical data, all of which could harm our business, results of operations and financial condition.

Additionally, we rely on our network and third-party infrastructure and applications, internal technology systems, and our websites for our development, marketing, operational support, hosted services and sales activities. If these systems were to fail or be negatively impacted as a result of a natural disaster or catastrophic event, our ability to conduct normal business operations and deliver products to our customers would be impaired.

As we grow our business, the need for business continuity planning and disaster recovery plans will grow in significance. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a disaster or catastrophic event, and successfully execute on those plans, our business and reputation would be harmed.

***If we are deemed to be an investment company under the Investment Company Act, our results of operations could be harmed.***

We are not registered as an investment company under the Investment Company Act of 1940, as amended (“Investment Company Act”) as we believe that we meet all the requirements for exemption provided under Rule 3a-8 under the Investment Company Act. If we were obligated to register as an investment company, we would have to comply with a variety of substantive requirements under the Investment Company Act that impose, among other things, limitations on capital structure, restrictions on specified investments, prohibitions on transactions with affiliates, and compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would increase our operating expenses and may harm our results of operations.

***Adverse economic conditions could negatively impact our business.***

Our results of operations may vary based on the impact of changes in our industry or the global economy on us or our customers. Our business depends on demand for business software applications generally and for collaboration software solutions in particular. In addition, the market adoption of our products and our revenue is dependent on the number of users of our products. To the extent that weak economic conditions reduce the number of personnel providing development or engineering services or that limit the available budgets within organizations for software products, demand for our products may be harmed. If economic conditions deteriorate, our customers and prospective customers may elect to decrease their information technology budgets, which would limit our ability to grow our business and harm our results of operations.

***We may require additional capital to support our operations or the growth of our business and we cannot be certain that we will be able to secure this capital on favorable terms, or at all.***

We may require additional capital to respond to business opportunities, challenges, acquisitions, a decline in the level of license, subscription or maintenance revenue for our products, or other unforeseen circumstances. We may not be able to timely secure debt or equity financing on favorable terms, or at all. Any debt financing obtained by us could involve restrictive covenants relating to financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing shareholders could suffer significant dilution in their percentage ownership of Atlassian, and any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our Class A ordinary shares. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited.

### **Risks Related to Ownership of Our Class A Ordinary Shares**

***The dual class structure of our ordinary shares has the effect of concentrating voting control with certain shareholders, in particular, our Co-Chief Executive Officers and their affiliates, which will limit your ability to influence the outcome of important transactions, including a change in control.***

Our Class B ordinary shares have ten votes per share and our Class A ordinary shares have one vote per share. As of June 30, 2018, shareholders who hold our Class B ordinary shares collectively hold approximately 92% of the voting power of our outstanding share capital and in particular, our Co-Chief Executive Officers, Michael Cannon-Brookes and Scott Farquhar, collectively hold approximately 91% of the voting power of our outstanding share capital. The holders of our Class B ordinary shares will collectively continue to control a majority of the combined voting power of our share capital and therefore be able to control substantially all matters submitted to our shareholders for approval so long as our Class B ordinary shares represent at least 10% of all of our outstanding Class A ordinary shares and Class B ordinary shares in the aggregate. These holders of our Class B ordinary shares may also have interests that differ from holders of our Class A ordinary shares and may vote in a way which may be adverse to such interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of Atlassian, could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of Atlassian and might ultimately affect the market price of our Class A ordinary shares.

If Messrs. Cannon-Brookes and Farquhar retain a significant portion of their holdings of our Class B ordinary shares for an extended period of time, they will control a significant portion of the voting power of our share capital for the foreseeable future. As members of our board of directors, Messrs. Cannon-Brookes and Farquhar each owe statutory and fiduciary duties to Atlassian and must act in good faith and in a manner they consider would be most likely to promote the success of Atlassian for the benefit of shareholders as a whole. As shareholders, Messrs. Cannon-Brookes and Farquhar are entitled to vote their shares in their own interests, which may not always be in the interests of our shareholders generally.

***The market price of our Class A ordinary shares may be volatile or may decline regardless of our operating performance resulting in substantial losses for our Class A ordinary shareholders.***

The trading price of our Class A ordinary shares is volatile and could continue to fluctuate significantly regardless of our operating performance. The market price of our Class A ordinary shares may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our results of operations;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of Atlassian, publication of inaccurate or unfavorable research about our business, changes in financial estimates or ratings changes by any securities analysts who follow Atlassian or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of significant technical innovations, new products, acquisitions, strategic partnerships, joint ventures or capital commitments;

- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- price and volume fluctuations in the overall stock market from time to time, including as a result of trends in the economy as a whole;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- developments or disputes concerning our intellectual property or our products, or third-party proprietary rights;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- new laws or regulations, new interpretations of existing laws, or the new application of existing regulations to our business;
- changes in tax laws or regulations;
- any major change in our board of directors or management;
- additional Class A ordinary shares being sold into the market by us or our existing shareholders or the anticipation of such sales;
- arbitrage or hedging strategy by purchasers of our exchangeable senior notes and certain financial institutions in connection with our capped call transactions;
- cyber-security and privacy breaches;
- lawsuits threatened or filed against us; and
- other events or factors, including those resulting from war, incidents of terrorism, or responses to these events.

In addition, the stock markets, and in particular the market on which our Class A ordinary shares are listed, have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. Stock prices of many technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. In the past, shareholders have instituted securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from operating our business, and harm our business, results of operations and financial condition.

***Substantial future sales of our Class A ordinary shares could cause the market price of our Class A ordinary shares to decline.***

The market price of our Class A ordinary shares could decline as a result of substantial sales of our Class A ordinary shares, particularly sales by our directors, executive officers and significant shareholders, or the perception in the market that holders of a large number of shares intend to sell their shares. As of June 30, 2018, we had 106,199,671 outstanding Class A ordinary shares and 129,942,506 outstanding Class B ordinary shares.

We have also registered Class A ordinary shares that we issue under our employee equity incentive plans. These shares may be sold freely in the public market upon issuance.

Certain holders of our Class A ordinary shares and our Class B ordinary shares, including our founders, have rights, subject to certain conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our shareholders. Sales of our Class A ordinary shares pursuant to these registration rights may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause the market price of our Class A ordinary shares to fall and make it more difficult for our investors to sell our Class A ordinary shares at a price that they deem appropriate.

***The requirements of being a public company may strain our resources, divert management's attention, and affect our ability to attract and retain executive officers and qualified board members.***

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of NASDAQ Global Select Market and other applicable securities rules and regulations. Compliance with these rules and regulations has increased our legal and financial compliance costs, making some activities more difficult, time-consuming, and costly, and has increased demand on our systems and resources. Such demands would likely continue to increase, particularly if we were to lose our status as a "foreign private issuer" as discussed below. The Exchange Act requires, among other things, that we file annual reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight is required. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our management's attention may be diverted from other business concerns, which could harm our business, results of operations and financial condition. In addition, the pressures of operating a public company may divert management's attention to delivering short-term results, instead of focusing on long-term strategy.

As a public company it is more expensive for us to maintain adequate director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors.

***If we are unable to maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our Class A ordinary shares may be harmed.***

As a public company, we are required to maintain internal controls over financial reporting and to report any material weaknesses in such internal controls. We are required to furnish a report by management on the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. If we identify material weaknesses in our internal control over financial reporting, if we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of Class A ordinary shares could be negatively affected, and we could become subject to investigations by the stock exchange on which our securities are listed, the Securities and Exchange Commission ("SEC") or other regulatory authorities, which could require additional financial and management resources.

***We do not expect to declare dividends in the foreseeable future.***

We currently anticipate that we will retain future earnings for the development, operation and expansion of our business, and do not anticipate declaring or paying any cash dividends for the foreseeable future. Any return to shareholders will therefore be limited to the increase, if any, of our share price, which may never occur.

#### **Risks Related to Our Outstanding Notes**

***Paying amounts due in cash in respect of the Notes on interest payment dates, at maturity and upon exchange thereof will require a significant amount of cash. We may not have sufficient cash flow from our business to pay when due, or raise the funds necessary to pay when due, amounts owed in respect of the Notes, which could adversely affect our business and results of operations.***

In April 2018, Atlassian, Inc. (the "Issuer"), a wholly-owned subsidiary of the company, priced a private offering of \$850 million in aggregate principal amount of 0.625% Exchangeable Senior Notes due on May 1, 2023 (the "Initial Notes"). On May 2, 2018, the purchasers of the Initial Notes exercised their option to purchase an additional \$150 million in aggregate principal amount of the Notes (together with the Initial Notes, the "Notes"), bringing the total aggregate principal amount of the Notes to \$1 billion. The Notes are senior, unsecured obligations of the Issuer, and are scheduled to mature on May 1, 2023, unless earlier exchanged, redeemed or repurchased. The Notes bear interest at a rate of 0.625% per year payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2018. The Issuer's obligations under the Notes are fully and unconditionally

guaranteed by the company.

The ability to make scheduled payments of interest on, and principal of, to satisfy exchanges for cash in respect of, and/or to refinance, the Notes depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. If we are unable to generate enough cash flow to make payments on the Notes when due, we may be required to adopt one or more alternatives, such as selling assets or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance the Notes, which we may need to do in order to satisfy our obligations thereunder, will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on the Notes.

The holders of the Notes have the right to require us to repurchase their Notes upon the occurrence of a fundamental change (as defined in the indenture governing the Notes (the "Indenture")) at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any. Upon repurchase of the Notes, we will be required to make cash payments in respect of the Notes being repurchased. In addition, upon a holder's exchange of the Notes for cash in accordance with the terms of the Indenture, we would be required to make cash payments in respect of the Notes being exchanged in the manner set forth in the Indenture. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of, or exchange of, the Notes for cash. Our failure to repurchase the Notes or exchange the Notes for cash at a time when the repurchase or exchange is required by the Indenture governing the Notes would constitute a default under such Indenture.

In addition, our indebtedness on the Notes, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:

- make us more vulnerable to adverse changes in government regulation and in the worldwide economic, industry and competitive environment;
- limit our flexibility in planning for, or reacting to, changes in our business and our industry;
- place us at a disadvantage compared to our competitors who have less debt;
- limit our ability to borrow additional amounts to fund acquisitions, for working capital and for other general corporate purposes; and
- make an acquisition of the company less attractive or more difficult.

Any of these factors could harm our business, results of operations and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to repay our indebtedness on the Notes would increase.

***The conditional exchange feature of the Notes, if triggered, may adversely affect our financial condition and operating results.***

In the event the conditional exchange feature of the Notes is triggered, holders of Notes will be entitled to exchange the Notes at any time during specified periods at their option. If holders elect to exchange their Notes, we would be required to settle their exchange obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to exchange their Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

***The accounting for the Notes will result in us having to recognize interest expense significantly greater than the stated interest rate of the Notes and may result in volatility to our reported financial results.***

We will settle exchanges of the Notes entirely in cash. Accordingly, the exchange option that is part of the Notes will be accounted for as a derivative pursuant to accounting standards relating to derivative instruments and hedging activities. In general, this will result in an initial valuation of the exchange option, which will be bifurcated from the debt component of the Notes, resulting in an original issue discount. The original issue discount will be amortized and recognized as a component of interest expense over the term of the Notes, which will result in an effective interest rate reported in our consolidated statements of operations significantly in excess of the stated interest rate of the Notes. This accounting treatment will reduce our earnings and could adversely affect the price at

which our Class A ordinary shares trade, but it will not affect the amount of cash interest paid to holders of Notes or our cash flows.

For each financial statement period after issuance of the Notes, a derivative gain or loss will be reported in our consolidated statements of operations to the extent the valuation of the exchange option changes from the previous period. The capped call transactions described below and elsewhere in this report will also be accounted for as derivative instruments, generally offsetting the gain or loss associated with changes to the valuation of the exchange option. Although we do not expect there to be a material net impact to our consolidated statements of operations as a result of issuing the Notes and entering into the capped call transactions, we cannot assure you that these transactions will be completely offset, which may result in volatility to our consolidated statements of operations.

***The arbitrage or hedging strategy by purchasers of our Notes and Option Counterparties in connection with our capped call transactions may affect the value of our Class A ordinary shares.***

We expect that many investors in, and potential purchasers of, the Notes will employ, or seek to employ, an arbitrage strategy with respect to the Notes. Investors would typically implement such a strategy by selling short our Class A ordinary shares underlying the Notes and dynamically adjusting their short position while continuing to hold the Notes. Investors may also implement this type of strategy by entering into swaps on our Class A ordinary shares in lieu of or in addition to selling short our Class A ordinary shares. This activity could decrease (or reduce the size of any increase in) the market price of our Class A ordinary shares at that time.

In connection with the pricing of the Notes, the Issuer entered into privately negotiated capped call transactions with certain financial institutions (the "Option Counterparties"). The capped call transactions are expected generally to offset cash payments due upon exchange of the Notes in excess of the principal amount thereof in the event that the market value per Class A ordinary share of the company is at the time of exchange of the Notes greater than the strike price under the capped call transactions, with such offset subject to a cap based on the cap price. We believe the Option Counterparties, in connection with establishing their initial hedges of the capped call transactions, purchased our Class A ordinary shares and/or entered into various derivative transactions with respect to our Class A ordinary shares concurrently with or shortly after the pricing of the Notes. The Option Counterparties may modify these initial hedge positions by entering into or unwinding various derivatives with respect to our Class A ordinary shares and/or purchasing or selling our Class A ordinary shares or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could decrease (or reduce the size of any increase in) the market price of our Class A ordinary shares at that time.

***We are subject to counterparty risk with respect to the capped call transactions.***

The Option Counterparties are financial institutions, and we are subject to the risk that they might default under the capped call transactions. Our exposure to the credit risk of the Option Counterparties is not secured by any collateral. If an Option Counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings, with a claim equal to our exposure at that time under the Issuer's transactions with that Option Counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our Class A ordinary shares. In addition, upon a default by an Option Counterparty, we may suffer adverse tax consequences and may, on a net basis, have to pay more cash to settle exchanges of the Notes. We can provide no assurances as to the financial stability or viability of the Option Counterparties.

**Risks Related to being a Foreign Private Issuer or an English Company**

***As a foreign private issuer, we are permitted to report our financial results under IFRS, are exempt from certain rules under the U.S. securities laws and are permitted to file less information with the SEC than a U.S. company, and our Class A ordinary shares are not listed, and we do not intend to list our shares, on any market in the United Kingdom, our country of incorporation. This may limit the information available to holders of our Class A ordinary shares.***

We are a "foreign private issuer," as defined in the SEC's rules and regulations and, consequently, we are not subject to all of the disclosure requirements applicable to public companies organized within the United States. For example, we are exempt from certain rules under the Exchange Act that regulate disclosure obligations and procedural requirements related to the solicitation of proxies, consents or authorizations applicable to a security registered under the Exchange Act, including the U.S. proxy rules under Section 14 of the Exchange Act. In

addition, our officers and directors are exempt from the reporting and “short-swing” profit recovery provisions of Section 16 of the Exchange Act and related rules with respect to their purchases and sales of our securities. Moreover, while we have been, and expect to continue to, voluntarily submit quarterly interim consolidated financial data to the SEC under cover of the SEC’s Form 6-K, we will not be required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. public companies and will not be required to file quarterly reports on Form 10-Q or current reports on Form 8-K under the Exchange Act. If some investors find our Class A ordinary shares less attractive because of these exemptions, there may be a less active trading market for our Class A ordinary shares and our share price may be more volatile.

Furthermore, our shares are not listed and we do not currently intend to list our shares on any market in the United Kingdom, our country of incorporation. As a result, we are not subject to the reporting and other requirements of companies listed in the United Kingdom. Accordingly, there will be less publicly available information concerning Atlassian than there would be if we were a public company organized in the United States.

In addition, we report our financial statements under IFRS. There have been and there may in the future be certain significant differences between IFRS and GAAP, including differences related to revenue recognition, share-based compensation expense, income tax and earnings per share. As a result, our financial information and reported earnings for historical or future periods could be significantly different if they were prepared in accordance with GAAP. As a result, you may not be able to meaningfully compare our financial statements under IFRS with those companies that prepare financial statements under GAAP.

***As a foreign private issuer, we are permitted to follow certain home country corporate governance practices in lieu of certain requirements under the NASDAQ listing standards. This may afford less protection to holders of our Class A ordinary shares than U.S. regulations.***

As a foreign private issuer whose shares are listed on the NASDAQ Global Select Market, we are permitted to follow English corporate law and the Companies Act 2006 (“Companies Act”) with regard to certain aspects of corporate governance in lieu of certain requirements under the NASDAQ listing standards.

A foreign private issuer must disclose in its annual reports filed with the SEC each requirement under the NASDAQ listing standards with which it does not comply, followed by a description of its applicable home country practice. Our home country practices differ in significant respects from the corporate governance requirements applicable to U.S. domestic issuers listed on the NASDAQ Global Select Market and may, therefore, afford less protection to holders of our Class A ordinary shares.

We may rely on exemptions available under the NASDAQ listing standards to a foreign private issuer and follow our home country practices in the future, and as a result, you may not be provided with the benefits of certain corporate governance requirements of the NASDAQ listing standards.

***We may lose our foreign private issuer status in the future, which could result in significant additional cost and expense.***

In order to maintain our current status as a foreign private issuer, either (1) a majority of voting power of our shares must be either directly or indirectly owned of record by non-residents of the United States or (2) (a) a majority of our executive officers or directors must not be U.S. citizens or residents, (b) more than 50% of our assets cannot be located in the United States, and (c) our business must be administered principally outside the United States. If we lose this status, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers. We would also be required under current SEC rules to prepare our financial statements in accordance with GAAP and modify certain of our corporate governance practices in accordance with various SEC rules and the NASDAQ listing standards. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer will likely be higher than the cost we would incur as a foreign private issuer. As a result, we expect that a loss of foreign private issuer status would increase our legal and financial compliance costs. We also expect that if we were required to comply with the rules and regulations applicable to U.S. domestic issuers, it would make it more difficult and expensive for us to obtain director and officer liability insurance. These rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors.

***Provisions contained in our articles of association and under the laws of England may frustrate or prevent an attempt to obtain control of us.***

Provisions in our articles of association, as amended and restated, may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated articles of association include provisions that:

- specify that general meetings of our shareholders can be called only by our board of directors, the chair of our board of directors, or one of our Co-Chief Executive Officers (or otherwise by shareholders in accordance with the Companies Act); and
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum.

Provisions of the laws of England may also have the effect of delaying or preventing a change of control or changes in our management. The Companies Act includes provisions that:

- require that any action to be taken by our shareholders be effected at a duly called general meeting (including the annual general meeting) and not by written consent; and
- require the approval of the holders of at least 75% of the voting power of our outstanding shares to amend the provisions of our articles of association.

These provisions may frustrate or prevent any attempts by our shareholders to replace or remove our current management by making it more difficult for shareholders to replace members of our board of directors, which is responsible for appointing the members of our management.

In addition, because we are a public limited company whose registered office is in the United Kingdom, we may become subject to the U.K. City Code on Takeovers and Mergers (“Takeover Code”), which is issued and administered by the U.K. Panel on Takeovers and Mergers (“Takeover Panel”). The Takeover Code applies, among other things, to an offer for a public company whose registered office is in the United Kingdom and whose securities are admitted to trading on a regulated market or multilateral trading facility in the United Kingdom (and for these purposes NASDAQ does not fall within the definition of regulated market or multilateral trading facility), or to an offer for a public company whose registered office is in the United Kingdom if Atlassian is considered by the Takeover Panel to have its place of central management and control in the United Kingdom. Although we believe that the Takeover Code does not apply to us, the Takeover Panel will be responsible for determining whether we have our place of central management and control in the United Kingdom by looking at various factors, including the structure of our board of directors and where they are resident.

If at the time of a takeover offer the Takeover Panel determines that we have our place of central management and control in the United Kingdom, or if at that time we have our shares admitted to trading on a regulated market or multilateral trading facility in the United Kingdom (or a regulated market in one or more member states of the European Economic Area), we would be subject to a number of rules and restrictions, including but not limited to the following: (1) our ability to enter into deal protection arrangements with a bidder would be extremely limited; (2) we may not, without the approval of our shareholders, be able to perform certain actions that could have the effect of frustrating an offer, such as issuing shares or carrying out acquisitions or disposals; and (3) we would be obliged to provide equality of information to all bona-fide competing bidders.

***The rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation.***

We are incorporated under English law. The rights of holders of Class A ordinary shares are governed by English law, including the provisions of the Companies Act, and by our articles of association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations organized under Delaware law.

***Shareholders in certain jurisdictions may not be able to exercise their pre-emptive rights if we increase our share capital.***

Under the Companies Act, our shareholders generally have the right to subscribe and pay for a sufficient number of our shares to maintain their relative ownership percentages prior to the issuance of any new shares in exchange for cash consideration. Shareholders in certain jurisdictions may not be able to exercise their pre-emptive rights unless securities laws have been complied with in such jurisdictions with respect to such rights and the related shares, or an exemption from the requirements of the securities laws of these jurisdictions is available. We

currently do not intend to register the Class A ordinary shares under the laws of any jurisdiction other than the United States, and no assurance can be given that an exemption from the securities laws requirements of other jurisdictions will be available to shareholders in these jurisdictions. To the extent that such shareholders are not able to exercise their pre-emptive rights, the pre-emptive rights would lapse and the proportional interests of such shareholders would be reduced.

Further, the Companies Act provides that in certain circumstances the pre-emptive rights available to shareholders can be overridden, including where there is an issue of shares for non-cash consideration or the disapplication of the pre-emptive rights is approved by the holders of at least 75% of our outstanding shares. Our shareholders have approved the disapplication of these pre-emptive rights for a period of five years from our fiscal 2017 annual shareholder meeting.

***U.S. holders of our shares could be subject to material adverse tax consequences if we are considered a “passive foreign investment company” for U.S. federal income tax purposes.***

We do not believe that we are a passive foreign investment company, and we do not expect to become a passive foreign investment company. However, our status in any taxable year will depend on our assets, income and activities in each year, and because this is a factual determination made annually after the end of each taxable year, there can be no assurance that we will not be considered a passive foreign investment company for the current taxable year or any future taxable years. If we were a passive foreign investment company for any taxable year while a taxable U.S. holder held our shares, such U.S. holder would generally be taxed at ordinary income rates on any sale of our shares and on any dividends treated as “excess distributions.” An interest charge also generally would apply based on any taxation deferred during such U.S. holder’s holding period in the shares.

***U.S. investors may have difficulty enforcing civil liabilities against us, our directors or executive officers.***

Under English law, a director owes various statutory and fiduciary duties to us, and not, except in certain limited circumstances, to shareholders. This means that under English law generally we, rather than the shareholders, are the proper claimant in an action in respect of a wrong done to us by a director. Notwithstanding this general position, the Companies Act provides that a court may allow a shareholder to bring a derivative claim, which is an action in respect of and on behalf of us, in respect of a cause of action arising from a director’s negligence, default, breach of duty or breach of trust. The ability to bring a derivative claim is, however, subject to compliance with a number of procedural requirements, which may in practice be difficult for shareholders to comply with.

We are a public limited company incorporated under the laws of England. Certain of our directors and executive officers reside outside the United States. In addition, a substantial portion of our assets and a substantial portion of the assets of such directors and executive officers, are located outside the United States. As a result, it may be difficult for an investor to serve legal process on us or our directors and executive officers or have any of them appear in a U.S. court.

It may not be possible to bring proceedings or enforce a judgment of a U.S. court in respect of civil liabilities predicated on the U.S. federal securities laws in England. The English courts will not enforce, either directly or indirectly, a penal, revenue or other public law of a foreign state. In addition, awards of punitive damages in actions brought in the United States or elsewhere may be unenforceable in England. An award of damages is usually considered to be punitive if it does not seek to compensate the claimant for loss or damage suffered and is instead intended to punish the defendant. In addition to public policy aspects of enforcement, the enforceability of any judgment in England will depend on the particular facts of the case such as the nature of the judgment and whether the English court considered the U.S. court to have had jurisdiction. It will also depend on the laws and treaties in effect at that time. The United States and the United Kingdom do not currently have a treaty or convention providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, to enforce a judgment of a U.S. court, the party seeking to enforce the judgment must bring an action at common law in respect of the amount due under the judgment.

## **Item 4. INFORMATION ON THE COMPANY**

### **A. History and Development of the Company**

#### **Corporate Information**

Atlassian Corporation Plc was incorporated and registered in the United Kingdom in November 2013 as a public company limited by shares. Our registered office is located at Exchange House, Primrose Street, London EC2A 2EG, c/o Herbert Smith Freehills LLP. Our principal offices are located at Level 6, 341 George St., Sydney, NSW, 2000 Australia for Atlassian Pty Ltd and at 1098 Harrison Street, San Francisco, California 94103 for Atlassian, Inc.

Atlassian Corporation Plc is a holding company and we conduct substantially all of our business through certain of our subsidiaries, including Atlassian Pty Ltd and Atlassian, Inc.

The principal laws and legislation under which we operate and under which the Class A ordinary shares and Class B ordinary shares are issued is the Companies Act and the regulations made thereunder.

#### **B. Business Overview**

Our mission is to unleash the potential of every team.

Our products help teams organize, discuss and complete their work – delivering superior outcomes for their organizations. We believe human advancement has always been driven by teamwork – from the great explorations of earth and space to innovations in industry, medicine, music and technology. And while it's common to celebrate the individual genius behind a breakthrough idea, in nearly every case there is a team of unsung heroes that actually gets the work done.

We also believe that the greatest lever teams have to advance humanity lies in the power of software innovation. Software's transformational impact is forcing organizations to use software to innovate, or face disruption from competitors that do. Today, organizations in every industry are becoming software-driven. As a result, the teams that imagine, create and deliver that software are more essential than ever.

Our company was founded in 2002 to help software teams work better together. But from the beginning, our products were also designed to help developers collaborate with non-developer teams involved in software innovation. As more non-developer teams have gained exposure to our products, and as we add to our portfolio through research and development and acquisitions, teams are adopting and extending our products to novel use cases, bringing our products to more users and business teams in their organizations. This trend has created an expansive market opportunity for us.

Today, our products include Jira for team planning and project management, Confluence for team content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Bitbucket for team code sharing and management, and Jira Service Desk for team service and support applications. Together, our products form an integrated system for organizing, discussing and completing shared work, becoming deeply entrenched in how people collaborate and how organizations run. This allows us to operate at unusual scale for an enterprise software company, with more than 125,000 customers across virtually every industry sector in more than 180 countries as of June 30, 2018. Our customers range from small organizations that have adopted one of our products for a small group of users, to over 300 of the Fortune 500, many of which use a multitude of our products across thousands of users.

We take a long-term view of our customer relationships and our opportunity. We recognize that users drive the adoption and proliferation of our products and, as a result, we focus on enabling a self-service, low-friction distribution model that makes it easy for users to try, adopt and use our products. We are relentlessly focused on measuring and improving user satisfaction as we know that one happy user will beget another, thereby expanding the large and organic word-of-mouth community that helps drive our growth.

## The Atlassian Way

Our product strategy, distribution model and company culture work in concert to create unique value for our customers and competitive advantages for our company.

We invest significantly in developing and refining versatile products that can be used in myriad ways, helping teams achieve their full potential. Our products are easy to adopt and use, which allows them to be distributed organically and efficiently.

Because our products are easy to purchase and are offered at affordable price points, they can be sold through a high-velocity, low-friction online distribution model. This model allows us to generate demand from word-of-mouth and viral expansion within organizations, rather than having to rely on a traditional sales infrastructure. Our model is designed to operate at scale and serve millions of customers.

Our culture of innovation, transparency and dedication to our customers creates an environment that drives and perpetuates our product leadership and highly automated, low-cost distribution approach, which further reinforces our strategy and unique model.

## Our Product Strategy

We have developed and acquired a broad portfolio of products that help teams large and small to organize, discuss and complete their work in a new way that is coordinated, efficient and innovative. Our products, which include Jira, Confluence, Trello, Bitbucket, and Jira Service Desk, serve the needs of teams of software developers, IT managers and knowledge workers. While these products provide a range of distinct functionality to users, they share certain core attributes:

- **Built for Teams** - Our products are singularly designed to help teams work better together and achieve more. We design products that help our customers collaborate more effectively, be more transparent and operate in a coordinated manner.
- **Easy to Adopt and Use** - We invest significantly in research and development to enable our products to be both powerful and extremely easy to use. Our software is designed to be accessed from the Internet and immediately put to work. By reducing the friction that usually accompanies the purchasing process of business software and eliminating the need for complicated and costly implementation and training, we believe we attract more people to try, buy and derive value from our software.
- **Versatile and Adaptable** - We design simple products that are useful in a broad range of workflows and projects. We believe that our products can improve any process involving teams, multiple workstreams, and deadlines. For example, Jira Software, which enables software teams to plan, build and ship code, is also used by thousands of our customers to manage workflows related to product design, supply chain management, expense management and legal document review.
- **Integrated** - Our products are integrated and designed to work well together. For example, the status of an IT service ticket generated in Jira Service Desk can be viewed in Confluence, providing visibility to business stakeholders.
- **Open** - We are dedicated to making our products open and interoperable with a range of other platforms and applications, such as Slack, salesforce.com, Workday and Dropbox. In order to provide a platform for our partners and to promote useful products for our users, in 2012 we introduced the Atlassian Marketplace, an online marketplace that, as of June 30, 2018, features more than 4,000 apps created by a growing global network of independent developers and vendors. The Atlassian Marketplace provides customers a wide range of additional capabilities they use to extend or enhance our products, further increasing the value of our platform.

## Our Distribution Model

Our high-velocity, low-friction online distribution model is designed to drive exceptional customer scale by making affordable products available via our convenient, low-friction online channel. We focus on product quality,

automated distribution, transparent pricing and customer service in lieu of a costly traditional sales infrastructure. We rely on word-of-mouth and low-touch demand generation to drive trial, adoption and expansion of our products.

The following are key attributes of our unique model:

- **Innovation-driven** - Relative to other enterprise software companies, we invest significantly in research and development rather than marketing and sales. Our goal is to focus our spending on measures that improve quality, ease of adoption and expansion and create organic customer demand for our products. We also invest in ways to automate and streamline distribution and customer support functions to enhance our customer experience and improve our efficiency.

In addition, a portion of our research and development spending is targeted at demand generation and customer conversion. For example, we have invested in the development of our Atlassian Engagement Engine, an internal platform that allows us to profile and analyze customer behavior and promote additional products directly to users in the context of their activity.

- **Simple and Affordable** - We offer our products at affordable prices in a simple and transparent format, with a free trial before purchase. For example, a customer coming to our website can evaluate, purchase and set up a Jira license, for 10 users or 10,000+ users, based on a transparent list price, without any interaction with a sales person. This approach, which stands in contrast to the opaque and complex pricing plans offered by most traditional enterprise software vendors, is designed to complement the easy-to-use, easy-to-adopt nature of our products and accelerate adoption by large volumes of new customers.
- **Organic and Expansive** - Our model benefits significantly from customer word-of-mouth driving traffic to our website. The vast majority of our transactions are conducted on our website, which drastically reduces our customer acquisition costs. We also benefit from distribution leverage via our network of Atlassian channel partners, who resell and customize our products. Once we have landed within a customer team, the networked nature and flexibility of our products tend to lead to adoption by other teams and departments, resulting in user growth, new use cases, and the adoption of our other products. To support this expansion and scaling within our customers, we have enhanced the manageability and enterprise features of our software to support broad standardization on our platform. This expansion within customers creates a network effect that contributes to long-lasting customer relationships.
- **Scale-oriented** - Our model is designed to generate and benefit from significant customer scale and our goal is to maximize the number of individual users of our software. With more than 125,000 customers using our software today, we are able to reach a vast number of users, gather insights to refine our offerings and generate growing revenue by expanding within our customer accounts. With 2,678 customers paying us in excess of \$50,000 during fiscal 2018, many of whom started as significantly smaller customers, we have demonstrated our ability to grow within our existing customer base. Ultimately, our model is designed to serve millions of customers and to benefit from the data, network effects and customer insights that emerge from such scale.
- **Data-driven** - Our scale and the design of our model allows us to gather insights into and improve the customer experience. We track, test, nurture and refine every step of the customer journey and our users' experience. This allows us to intelligently manage our funnel of potential users, drive conversion and promote additional products to existing users. Our scale has enabled us to experiment with various approaches to these tasks and constantly tune our strategies for user satisfaction and growth.

## Our Culture

Our company culture is exemplified by our core values:



**Open company,  
no bullshit**



**Play,  
as a team**



**Build with heart  
& balance**



**Be the change  
you seek**



**Don't #@!%  
the customer**

The following are the key elements of our corporate culture that contribute to our ability to drive customer value and achieve competitive differentiation:

- **Openness and Innovation** - We value transparency and openness as an organization. We believe that putting all our product pricing and documentation online promotes trust and makes customers more comfortable in engaging with us in our low-touch model. In addition, we are dedicated to innovation and encourage our employees to invent new applications, uses and improvements for our software. We run our company using our own products, which promotes open communication and transparency throughout the organization.
- **Dedication to the Customer** - Customer service and support is at the core of our business. Our customer support teams strive to provide unparalleled service to our customers. We also encourage our service teams to build scalable, self-service solutions that customers will love, as we believe superior service drives greater customer happiness, which in turn breeds positive word-of-mouth.
- **Team-driven** - As our mission is to unleash the potential of every team, we value teamwork highly. We encourage our employees to be both team oriented and entrepreneurial in identifying problems and inventing solutions. Dedication to teamwork starts at the top of our organization with our unique co-CEO structure, and is celebrated throughout our company.
- **Long-term Focused** - We believe that we are building a company that can grow and prosper for decades to come. Our model, in which we expand across our customers' organizations over time, requires a patient, long-term approach, and a dedication to continuous improvement. This is exemplified by our investment in research and development, which is significant relative to traditional software models and is designed to drive the long-term sustainability of our product leadership. Given the choice between short-term results and building long-term scale, we choose the latter.

## Our Financial Model

By developing a product strategy, distribution model and culture that are designed around the needs of our customers and users, we believe that we have established a financial model that is favorable for our shareholders. Our model has allowed us to grow customers and revenue steadily while generating positive free cash flow for each of the last 13 fiscal years. Our model relies on rapidly and efficiently landing new customers and expanding our relationship with them over time. The following are the key elements of our model:

- **Significant Investment in Ongoing Product Development and Sales Automation** - Our research and development investments enable us to rapidly build new products, continuously enhance our existing products, acquire and integrate technologies and also help us obtain data-driven insights and further automate and streamline our approach to customer acquisition.
- **Rapid and Efficient Acquisition of New Customers** - By building products that are affordable and easy to adopt and use, we are able to attract customers rapidly without relying on a traditional salesforce, and thereby lowering the cost of customer acquisition significantly.

- **Continued Expansion** - Our success is dependent on our ability to expand the relationship with our existing base of customers through the addition of more users, teams and products.
- **Predictability of Sales** - As we are not dependent on a traditional salesforce and rely on a high-velocity, low-friction online distribution model, we have historically experienced a linear quarterly sales cycle. Once teams begin working together with our software, we become embedded in their workflows, becoming a system for engagement within organizations. This degree of integration makes our products difficult to displace and provides us with steady and predictable revenue.
- **Positive Free Cash Flow** - By reducing customer acquisition costs and establishing a revenue model that has scaled linearly, our model has allowed us to have positive free cash flow for more than the last 13 fiscal years.

## Our Products

We offer a range of team collaboration products, including:

- Jira for team planning and project management;
- Confluence for team content creation and sharing;
- Trello for capturing and adding structure to fluid, fast-forming work for teams;
- Bitbucket for team code sharing and management; and
- Jira Service Desk for team service and support applications.

These products can be deployed by users through the cloud and most of our products can be deployed behind the firewall on the customers' own infrastructure.

**Jira.** Jira is a sophisticated and flexible workflow management system that helps teams plan, organize, track and manage their work and projects. Jira's customizable dashboards and powerful reporting features keep teams aligned and on track. In October 2015, we launched Jira Software, targeting software teams, and Jira Core, targeting other business teams.

**Confluence.** Confluence is a social and flexible content collaboration platform used to create, share, organize and discuss projects. Through Confluence's rich and dynamic editor, our customers create and share their work - meeting notes, blogs, product requirements, file lists, company information, or project plans - with their team or external customers. Confluence's collaborative capabilities enable teams to stay up to date and on the same page.

**Trello.** Trello is a collaboration and organization product that captures and adds structure to fluid, fast-forming work for teams. A web-based project management application that can organize your tasks into lists and boards, Trello can tell users and their teams what is being worked on, by whom, and how far along the task or project is. At the same time, Trello is extremely simple and flexible, which allows it to serve a vast number of other collaboration and organizational needs.

**Bitbucket.** Bitbucket is a code management and collaboration product for teams using distributed version control systems. Bitbucket empowers teams to build, store, test, collaborate and deploy shared code.

**Jira Service Desk.** Jira Service Desk is an intuitive and flexible service desk product for creating and managing service experiences for a variety of service team providers, including IT help desks and legal and HR teams. Jira Service Desk features an elegant self-service portal, best-in-class team collaboration, ticket management, integrated knowledge, service level agreement support and real-time reporting.

## Other Products

We also offer additional tools, including Atlassian Access, Bamboo, Crowd, Crucible, Fisheye, Sourcetree and Statuspage.

In July 2018, we announced a strategic partnership with Slack. We currently offer two real-time communications products, Stride and Hipchat. With this partnership, we will exit the real-time communications space. Slack has acquired the intellectual property for Stride and Hipchat Cloud, both of which will be discontinued. We will also discontinue Hipchat Server and Data Center.

## **Key Technologies and Capabilities**

Our products and technology infrastructure are designed to provide simple-to-use and versatile products with industry-standard security and data protection that scales to organizations of all sizes, from five user teams to large organizations with thousands of users. Maintaining the security and integrity of our infrastructure is critical to our business. As such, we leverage standard security and monitoring tools to ensure performance across our network.

### **The Atlassian Platform**

Our products are built upon a platform of shared components and services that provide a common system for user management, add-ons, search, user interfaces and more. Over time, our strategy is to build more common micro services shared across our platform. This approach allows us to develop and introduce new products faster, as we can leverage common foundational services that already exist. This also allows our products to more seamlessly integrate with one another, and provides customers better experiences when using multiple products.

One component of our platform is the Atlassian User Interface (“AUI”), a library of JavaScript, CSS, templates and other resources for quickly creating interfaces that conform to Atlassian design guidelines. AUI is integrated into our products, and is also available externally so third-party developers can build products that conform to our interface specifications.

### **Atlassian Connect**

Open APIs and extensibility have been a hallmark of our products for many years. We offer a broad set of representational state transfer (REST)-based APIs to interact with many of our products features and data. Atlassian Connect is a framework to build apps for our products. An app may be an integration with another existing service, a set of new features for an Atlassian application, or an entirely new product that runs within an application. Atlassian Connect add-ons operate remotely over HTTP and can be written with any programming language and web framework.

Atlassian Connect apps must conform to a set of approval guidelines administered by us and can be publicly offered by third parties and sold via the Atlassian Marketplace.

### **The Atlassian Marketplace and Ecosystem**

The Atlassian Marketplace is a hosted online marketplace for free and purchasable apps to our products. As of June 30, 2018, the Atlassian Marketplace offers over 4,000 apps from a large and growing ecosystem of third-party vendors and developers.

We offer a marketplace to customers to simplify the discovery and purchase of add-on capabilities for our products. We offer a marketplace to third-party vendors and developers to more easily reach our customer base, and to simplify license management and renewals. We typically remit 75% of the revenue derived from each add-on sale to the vendors. From its inception in 2012 to June 30, 2018, the Atlassian Marketplace has generated over \$500 million in purchases, and in fiscal 2018 alone generated over \$200 million in purchases.

## **The Atlassian Engagement Engine**

The Atlassian Engagement Engine is technology we have developed that we use to track and analyze user profile and behavior data to improve user growth and expansion. The Atlassian Engagement Engine provides us a way to personalize and promote specific content—in-product tips, knowledge base articles, feature descriptions, case studies and additional in-product marketing—to improve user engagement with our products. The goal of the Atlassian Engagement Engine is to surface relevant and useful content to individual users where and when they would find it most beneficial. This system provides us a more effective and accurate communication channel to our users.

### **Marketing**

Our go-to-market approach is driven by the strength and innovation of our products and organic user demand. Our model focuses on a land-and-expand strategy, automated and low-touch customer service, superior product quality and disruptive pricing. We make our products available online for free trials, which facilitates rapid and widespread adoption of our software. Our products are built for teams, and thus have natural network effects that help them spread virally, through word-of-mouth, across teams and departments. This word-of-mouth marketing increases as more individual users and teams discover our products.

Our marketing efforts focus on growing our company brand, building broader awareness and increasing demand for each of our products. We invest in brand and product promotion, demand generation through direct marketing and advertising, and content development to help educate the market about the benefits of our products. We also leverage insights gathered from our users and customers to improve our targeting and ultimately the return-on-investment from our marketing activities. Data-driven marketing is an important part of our business model, which focuses on continuous product improvement and automation in customer engagement and service.

### **Sales**

Our website is our primary forum for sales, and supports thousands of commercial transactions daily. We share a wide variety of information directly with prospective customers, including detailed product information product pricing, and through free product trials. Our sales model focuses on enabling customer self-service, data-driven targeting and automation. As a result, we do not rely on a traditional, commissioned direct salesforce, our customers can access free and fully functional trials that include full technical and sales support. When a user has completed their product evaluation, purchasing is coordinated online through an automated, easy-to-use web-based process. We allow customers to purchase using a credit card or bank/wire transfer. We augment a rigorous and continuously improving automated process with a customer service team to help customers where needed and identify future automation improvements.

We also have a global network of partners with unique expertise, services and products that complement the Atlassian portfolio, such as deployment and customization services, localized purchasing assistance around currency, and language and specific in-country compliance requirements. Sales programs consist of activities and teams focused on supporting our partners, tracking channel sales activity, supporting and servicing our largest customers by helping optimize their experience across our product portfolio, helping customers expand their use of our products across their organizations and helping product evaluators learn how they can use our tools most effectively.

### **Community and Ecosystem**

We are deeply committed to our global community, with over 1,500 third-party vendors and developers in the Atlassian Marketplace and a network of over 400 solution partners. We foster a sense of community with our users through our Atlassian User Group (“AUG”) program, where over 20,000 AUG members can meet in their local cities at annual live customer and developer events, including Atlassian Summit U.S., Atlassian Summit Europe, Atlas Camp, and Atlassian Community, our online community which features user-generated questions and answers with in-depth discussion of our products.

AUGs are community-led meetups held around the world that we sponsor and are run by a network of enthusiastic and committed customers who develop an agenda covering wide-ranging topics for users to discuss together.

The Atlassian Summit U.S. and Atlassian Summit Europe are our user events where our users can engage and learn from thousands of other users and hundreds of product experts. We use the events to share future product themes, deeper how-tos and customer-lead adoption best practices. The events also features product demos, hands-on training courses and are large networking opportunity for customers to meet each other, our partner ecosystem and our employees.

AtlasCamp is our two-day developer conference which provides an opportunity for the developer community to enhance their skills and knowledge of our products, including the integration capabilities of our platform, and also meet with product specialists.

## Customer Support and Services

Our products are designed to be easy to set up, adopt and use without support. We do provide maintenance and support for all of our licensed customers through our global, multi-channel technical support and services group. Customers are entitled to technical support through an active subscription to our cloud products, or through an active annual maintenance agreement for our on-premises products. This maintenance and support provides customers with new features and improvements, and 24x5 access to our phone and online support teams.

Our automated support services enable our customers to help themselves and include the following resources:

- **Technical Documentation** - Users can access documentation and instruction for all versions of our products.
- **Knowledge Base** - We offer troubleshooting and how-to tips for all of our products, with links to all our product-specific knowledge bases.
- **Atlassian University** - Atlassian University offers step-by-step interactive tutorials and videos that instruct users and admins on how to use our product.
- **Over-the-web Hands-on Training** - Webinars, led by our skilled training instructors, teach users how to use each product.
- **Atlassian Community** - Atlassian Community is our online community for users to ask questions and provide answers and contribute in-depth discussions on our products and features.
- **Purchasing FAQ** - We offer a simple guide to the online purchasing and account management service.

We also provide premier hands-on support from a team of dedicated senior support engineers and technical account managers (“TAMs”) who act as a single point of contact for our support, product and engineering teams. Support options include:

- **Premier Support** - Account-wide support from a team of dedicated senior support engineers across all business-critical applications. These highly-trained engineers diagnose issues and work with our global team to quickly find solutions to the most complex technical challenges. Our premier support covers critical incident management, enhanced SLAs with responses in 30 minutes, weekend support and support for all of our products via international phone or web and 24x7x365 access to our phone and online support teams.
- **Technical Account Management** - Our TAMs provide direct access to our support, product and engineering teams and act as a single point of contact for customers. TAMs help escalate issues and advocate on behalf of our customers and also help with technical coordination between partners and our customers' IT or DevOps teams for implementation needs. TAMs also provide strategic, technical and operational insights for proactive planning and quarterly onsite reviews for ongoing strategic planning.

Further customized support and professional services are provided through Atlassian solution partners. We have over 400 solution partners worldwide dedicated to handling specific needs of our customers ranging from translating documentation, providing on-site demos or training, building add-ons, tuning deployments, assisting with complex enterprise solutions or providing-setup or agile-based coaching. Our solution partners specialize in

environment integrations and customizations and work with some of our largest customers to conduct hand-on system integrations, deployments and upgrades.

## Competition

Our products serve teams of all shapes and sizes in every industry, from software and technical teams, to IT and service teams, to a broad array of business teams.

We have no single pure play competitor across all these markets. We do have a number of competitors for individual products, ranging from large technology vendors to new and emerging businesses in each of the markets we serve:

- **Software Teams** - Our competitors include large technology vendors, including Microsoft, IBM and Hewlett Packard Enterprise and smaller companies like Rally Software (acquired by CA, Inc.) and GitHub (acquired by Microsoft) that offer project management, collaboration and developer tools.
- **IT Teams** - Our competitors include primarily public cloud vendors, including ServiceNow, salesforce.com and Zendesk and legacy vendors such as BMC Software (Remedy) that offer service desk solutions.
- **Business Teams** - Our competitors range from large technology vendors, including Microsoft, IBM and Google, that offer a suite of products, to smaller companies like Asana, which offer point solutions for enterprise collaboration.

In most cases, due to the flexibility and breadth of our products, we co-exist alongside many of our competitors' products within our own customer base.

The principal competitive factors in our markets include product capabilities, flexibility, total cost of ownership, ease of access and use, performance and scalability, integration, customer satisfaction and global reach. Our product strategy, distribution model and company culture allow us to compete favorably on all these factors. Through our focus on research and development we are able to rapidly innovate, offer a breadth of products that are easy to use yet powerful, are integrated and delivered through multiple deployment options from cloud, to on-premises software to highly scalable data center solutions. Our high-velocity, low-friction online distribution model allows us to efficiently reach customers globally without the need to invest in a traditional salesforce. Our culture enables us to focus on customer success through superior products, transparent pricing and world-class customer support.

## Employees

Our employees are our greatest asset and we strive to foster a collaborative, productive and fun work environment. As of June 30, 2018, 2017 and 2016 we had 2,638, 2,193 and 1,760 employees, respectively.

### C. Organizational Structure

Atlassian Corporation Plc is a holding company and we conduct substantially all of our business through certain of our subsidiaries. As of June 30, 2018, our subsidiaries, all of which are wholly-owned, are as follows:

<b>Name</b>	<b>Country of Incorporation</b>
Atlassian (UK) Limited	United Kingdom, United States of America
Atlassian (UK) Holdings Limited	United Kingdom, United States of America
Atlassian (Australia) Limited	United Kingdom, United States of America
Atlassian (Global) Limited	United Kingdom
Atlassian (UK) Operations Limited	United Kingdom
Atlassian, Inc.	United States of America
Atlassian LLC	United States of America
Atlassian Network Services, Inc.	United States of America
Dogwood Labs, Inc.	United States of America
Trello, Inc.	United States of America
Atlassian Australia 1 Pty Ltd	Australia
Atlassian Australia 2 Pty Ltd	Australia
Atlassian Corporation Pty. Ltd.	Australia
Atlassian Pty Ltd	Australia
Atlassian Capital Pty. Ltd.	Australia
MITT Australia Pty Ltd	Australia
MITT Trust	Australia
Atlassian K.K.	Japan
Atlassian Germany GmbH	Germany
Atlassian Holdings B.V.	Netherlands
Atlassian Philippines, Inc.	Philippines
Atlassian France	France
Atlassian B.V.	Netherlands
Atlassian India LLP	India

#### **D. Property, Plant and Equipment**

We lease approximately 212,000 square feet of office space in Sydney, Australia under various lease agreements. We lease approximately 301,000 square feet of office space in the San Francisco Bay Area, California, under various lease agreements. We also lease other office facilities around the world, including in Austin, Texas, New York, New York, the Netherlands, Japan, the Philippines, and India.

We anticipate leasing additional office space in future periods to support our growth. We intend to further expand our facilities or add new facilities as we add employees and enter new geographic markets, and we believe that suitable additional or alternative space will be available as needed to accommodate any such growth. However, we expect to incur additional expenses in connection with such new or expanded facilities.

#### **Item 4A. Unresolved Staff Comments**

Not applicable.

#### **Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

Our mission is to unleash the potential of every team.

Our products help teams organize, discuss and complete shared work—delivering superior outcomes for their organizations.

Our products serve teams of all shapes and sizes, in virtually every industry. Our primary products include Jira for planning and project management, Confluence for content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Bitbucket for code sharing and management, and Jira Service Desk for service and support applications.

We begin with a deep investment in product development to create and refine high-quality and versatile products that users love. By making our products affordable for organizations of all sizes and transparently sharing our pricing online, we do not follow the common practice of opaque pricing and discounting that is typical in the enterprise software industry. We pursue customer volume, targeting every organization, regardless of size, industry or geography.

To reach this expansive market, we distribute and sell our products online without traditional sales infrastructure where our customers can get started in minutes without the need for assistance. We focus on enabling a self-service, low-friction model that makes it easy for customers to try, adopt and use our products. By making our products simple, powerful, affordable and easy to adopt, we generate demand from word-of-mouth and viral expansion within organizations.

Our culture of innovation, transparency and dedication to customer service drives our success in implementing and refining this unique approach. We believe this approach creates a self-reinforcing effect that fosters innovation, quality, customer happiness, scale and profitability. As a result of this strategy, we invest significantly more in research and development activities than in traditional sales activities relative to other enterprise software companies.

A substantial majority of our sales are automated through our website, including sales of our products through our channel partners and resellers. Our solution partners and resellers primarily focus on customers in regions that require local language support. Sales through indirect channels comprised approximately 33% of total revenues for fiscal 2018. We plan to continue to invest in our partner programs to help us enter and grow in new markets, complementing our automated, low-touch approach.

We generate revenues primarily in the form of subscriptions, maintenance, perpetual license and other sources. Customers typically pay us 100% of the initial perpetual license fee as maintenance revenue annually, beginning in the first year. Maintenance provides our customers with access to new product features and customer support. Maintenance revenue combined with a subscription revenue business, through our Cloud and Data Center products, results in a large recurring revenue base. In each of the past three fiscal years, more than 75% of our total revenues have been of a recurring nature from either maintenance fees or subscriptions.

### Key Business Metrics

We review the following key metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions.

#### Customers

We have successfully demonstrated a history of growing both our customer base and spend per customer through growth in users, purchase of new licenses and adoption of new products. We believe that our ability to attract new customers and grow our customer base drives our success as a business.

As of June 30, 2018, we had 125,796 customers. With these customers using our software today, we are able to reach a vast number of users, gather insights to refine our offerings and generate growing revenue by expanding within our customer base. No single customer contributed more than 1% of our total revenues during the fiscal year ended June 30, 2018.

We define the number of customers at the end of any particular period as the number of organizations with unique domains that have at least one active and paid license or subscription of our products for which they paid approximately \$10 or more per month. While a single customer may have distinct departments, operating segments or subsidiaries with multiple active licenses or subscriptions of our products, if the product deployments share a unique domain name, we only include the customer once for purposes of calculating this metric. We define active licenses as those licenses that are under an active maintenance or subscription contract as of period end.

Our customers, as defined in this metric, have generated substantially all of our revenue in each of the periods presented. Including organizations who have only adopted our free or starter products, the active use of our products extends well beyond our 125,796 customers.

The following table sets forth our number of customers:

	As of June 30,		
	2018	2017	2016
Customers	125,796 **	89,237*	60,950

\* Includes an increase in customers of 12,789 in February 2017 as a result of our acquisition of Trello.

\*\* Includes an increase in customers of 14,263 due primarily to Bitbucket Cloud pricing changes as we moved from a tiered pricing model to a per-user pricing model. As a result, certain organizations using Bitbucket Cloud who had not previously met our definition of a “customer” now qualify as customers.

### **Free cash flow**

Free cash flow is a non-IFRS financial measure that we calculate as net cash provided by operating activities less net cash used in investing activities for capital expenditures.

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
Net cash provided by operating activities	\$ 311,456	\$ 199,381	\$ 129,542
Less: Capital expenditures	(30,209)	(16,054)	(34,213)
Free cash flow	<u>\$ 281,247</u>	<u>\$ 183,327</u>	<u>\$ 95,329</u>

Free cash flow increased by \$97.9 million during the fiscal year ended June 30, 2018 as net cash provided by operating activities increased to \$311.5 million during the fiscal year ended June 30, 2018 from \$199.4 million during the fiscal year ended June 30, 2017. While net loss before income tax increased to \$65.8 million during the fiscal year ended June 30, 2018 from \$59.7 million for the fiscal year ended June 30, 2017, the increase in free cash flow was primarily attributable to an increase in adjustments for non-cash charges including an increase in share-based payment expense of \$25.4 million, an increase of depreciation and amortization of \$17.9 million, an addition of \$12.4 million in the net unrealized loss on exchange derivative and capped calls, and a net increase of \$53.1 million in our operating assets and liabilities.

For more information about free cash flow see “Key Information - Selected Financial Data - Non-IFRS Financial Results.”

## **A. Operating Results**

### **Components of Results of Operations**

#### **Sources of Revenues**

We primarily derive our revenues from subscription, perpetual license, maintenance and other sources.

##### *Subscription revenues*

Subscription revenues consist of fees earned from subscription-based arrangements for providing customers the right to use our software in a cloud-based-infrastructure that we provide. We also sell on-premises term license agreements for software licensed for a specified period, which includes support and maintenance service that is bundled with the license for the term of the license period. Subscription revenues are driven primarily by the number and size of active licenses, the type of product and the price of the licenses. Our subscription-based arrangements generally have a contractual term of one to twelve months, with a majority being one month. Subscription fees are generally non-refundable regardless of the actual use of the service. As on-premises term license support and maintenance service is never sold on a stand-alone basis we cannot establish fair value separately for these services. Instead we recognize the license and support and maintenance revenue ratably as the support and maintenance services are delivered over the term of the contract, commencing with the date the license is delivered to the customer, the support term has commenced, and all other revenue recognition criteria are met.

##### *Perpetual license revenues*

Perpetual license revenues represent fees earned from the license of software to customers for use on the customer’s premises. Software is licensed on a perpetual basis, subject to a standard licensing agreement. Perpetual license revenues consist of the revenues recognized from sales of licenses to new customers, increases in the number of users within an existing customer and additional licenses to existing customers. We recognize revenue on the license portion of perpetual license arrangements on the date of product delivery in substantially all situations.

In the first year of a perpetual license, we receive maintenance revenues that are equal to the upfront cost of the license. For example, if a customer purchases a new Confluence Server license for 25 users, it would cost \$700 for the license plus \$700 for the first year of maintenance. After the first year, the customer may renew the software maintenance for an additional 12 months for \$700.

#### *Maintenance revenues*

Maintenance revenues represent fees earned from providing customers unspecified future updates, upgrades and enhancements and technical product support for perpetual license products on an if and when available basis. The first year of maintenance is purchased concurrently with the purchase of our perpetual licenses, and subsequent renewals extend for an additional year in most cases. Maintenance services are priced as a percentage of the total product sale, and a substantial majority of customers elect to renew software support contracts annually at our standard list maintenance renewal pricing for their software products. Maintenance revenue is recognized ratably over the term of the support period.

#### *Other revenues*

Other revenues include fees received for sales of third-party apps in the Atlassian Marketplace and for training services. Revenue from the sale of third-party vendor products via Atlassian Marketplace is recognized net of the vendor liability portion, as we function as the agent in the relationship. Our portion of revenue on third-party sales is typically 25% and is recognized at the date of product delivery given that all of our obligations have been met at that time. Revenue from training is recognized as delivered or as the rights to receive training expire.

#### **Cost of Revenues**

Cost of revenues primarily consists of employee-related costs, including share-based payment expense, associated with our customer support organization and data center operations, expenses related to hosting our cloud infrastructure, which includes third-party hosting fees and depreciation associated with computer equipment and software, payment processing fees, amortization of product technologies and facilities and related overhead costs. To support our cloud-based infrastructure, we utilize third-party managed hosting facilities and self-managed data centers in which we manage our own network equipment and systems. We allocate share-based payment expense to personnel costs based on the expense category in which the employee works. We allocate overhead such as information technology infrastructure, rent and occupancy charges in each expense category based on headcount in that category. As such, general overhead expenses are reflected in cost of revenues and operating expense categories.

Our cost of revenues also includes amortization of acquired intangible assets, such as the amortization of the cost associated with an acquired company's developed technology.

#### **Gross Profit and Gross Margin**

Gross profit is total revenues less total cost of revenues. Gross margin is gross profit expressed as a percentage of total revenues. Gross margin can fluctuate from period to period as a result of changes in product and services mix.

#### **Operating Expenses**

Our operating expenses are classified as research and development, marketing and sales, and general and administrative. For each functional category, the largest component is employee and labor-related expenses, which include salaries and bonuses, share-based payment expense, employee benefit costs and contractor costs. We allocate overhead such as information technology infrastructure, rent and occupancy charges in each expense category based on headcount in that category.

We allocate share-based payment expense to personnel costs based on the expense category in which the employee works. We recognize our share-based payments as an expense in the consolidated statements of operations based on their fair values and vesting periods.

We adhere to the accelerated method of expense recognition for share-based awards subject to graded vesting (i.e., when portions of the award vest at different dates throughout the vesting period). For example, for a grant vesting over four years, we treat the grant as multiple awards (sometimes referred to as "tranches") and recognize the cost on a straight-line basis separately for each tranche. This results in the majority of the grant's share-based payment expense being recognized in the first year of the grant rather than equally per year under a straight-line expense methodology.

We began granting RSUs in 2014. Prior to our IPO, we granted RSUs with both a time-based service condition and a liquidity condition. The time-based service condition for substantially all of these awards is satisfied over four years. The liquidity condition was satisfied upon the effectiveness of the registration statement related to our IPO. Pursuant to IFRS, we estimate the fair value of each award at the date of grant and recognize expense over the service period rather than starting expense recognition upon a liquidity event, as is the case under GAAP.

During the fiscal years ended June 30, 2018, 2017, and 2016, we recognized share-based payment expense of \$162.9 million, \$137.4 million and \$75.5 million, respectively. As of June 30, 2018, the aggregate share-based payment expense remaining to be amortized to cost of revenues and operating expenses, over a weighted-average period of 1.4 years, was \$133.2 million. We expect this share-based payment expense balance to be amortized as follows: \$90.5 million during fiscal 2019; \$32.4 million during fiscal 2020; \$9.3 million during fiscal 2021 and \$1.0 million thereafter. The expected amortization reflects only outstanding share awards as of June 30, 2018.

#### *Research and development*

Research and development expenses consist primarily of salaries and related expenses, including share-based payment expense, contract software development costs and facilities and related overhead costs. We continue to focus our research and development efforts on building new products, adding new features and services, integrating acquired technologies, increasing functionality, enhancing our cloud infrastructure and developing our mobile capabilities.

#### *Marketing and sales*

Marketing and sales expenses consist primarily of salaries and related expenses, including share-based payment expense, for our marketing and sales employees, marketing and sales programs and facilities and related overhead costs. Marketing programs consist of advertising, promotional events, corporate communications, brand building and product marketing activities such as online lead generation. Sales programs consist of activities and teams focused on supporting our partners, tracking channel sales activity, supporting and servicing our largest customers by helping optimize their experience across our product portfolio, helping customers expand their use of our products across their organizations and helping product evaluators learn how they can use our tools most effectively.

#### *General and administrative*

General and administrative expenses consist of salaries and related expenses, including share-based payment expense, for finance, legal, human resources and information technology personnel, as well as external legal, accounting and other, professional fees, other corporate expenses and facilities and related overhead costs.

#### **Income taxes**

Income taxes primarily consist of income taxes in the United Kingdom, Australia and the United States, as well as income taxes in certain other foreign jurisdictions.

We generally conduct our international operations through wholly-owned subsidiaries and report our taxable income in various jurisdictions.

#### **Net loss**

We incurred a net loss on an IFRS basis in fiscal 2018 as we continued to make significant investments in research and development and technology infrastructure for our cloud-based offerings, expand our operations globally and develop new products and features for, and enhancements of, our existing products.

## Results of Operations

The following table sets forth our results of operations for the periods indicated:

	Fiscal Year Ended June 30,		
	2018	2017	2016
(U.S. \$ in thousands)			
<b>Revenues:</b>			
Subscription	\$ 403,214	\$ 242,128	\$ 146,659
Maintenance	325,898	265,521	218,848
Perpetual license	85,481	74,565	65,487
Other	59,357	37,722	26,064
Total revenues	873,950	619,936	457,058
Cost of revenues (1) (2)	172,690	119,161	75,783
Gross profit	701,260	500,775	381,275
<b>Operating expenses:</b>			
Research and development (1)	415,776	310,168	208,306
Marketing and sales (1) (2)	187,990	134,908	93,391
General and administrative (1)	151,242	118,785	85,458
Total operating expenses	755,008	563,861	387,155
Operating loss	(53,748)	(63,086)	(5,880)
Other non-operating income (expense), net	(15,157)	(1,342)	(1,072)
Finance income	9,877	4,851	2,116
Finance costs	(6,806)	(75)	(71)
Loss before income tax benefit (expense)	(65,834)	(59,652)	(4,907)
Income tax benefit (expense)	(53,507)	17,148	9,280
Net income (loss)	\$ (119,341)	\$ (42,504)	\$ 4,373

(1) Amounts include share-based payment expense, as follows:

Cost of revenues	\$ 11,955	\$ 6,856	\$ 5,371
Research and development	98,609	79,384	35,735
Marketing and sales	23,605	17,395	11,945
General and administrative	28,704	33,813	22,429

(2) Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	\$ 21,188	\$ 14,587	\$ 7,405
Marketing and sales	36,090	15,269	86

The following table sets forth our results of operations data for each of the periods indicated as a percentage of total revenues:

	Fiscal Year Ended June 30,		
	2018	2017	2016
Revenues			
Subscription	46 %	39 %	32%
Maintenance	37	43	48
Perpetual license	10	12	14
Other	7	6	6
Total revenues	100	100	100
Cost of revenues	20	19	17
Gross profit	80	81	83
Operating expenses			
Research and development	47	50	45
Marketing and sales	22	22	20
General and administrative	17	20	19
Total operating expenses	86	92	84
Operating loss	(6)	(11)	(1)
Other non-operating income (expense), net	(2)	—	—
Finance income	1	1	—
Finance costs	(1)	—	—
Loss before income tax benefit (expense)	(8)	(10)	(1)
Income tax benefit (expense)	(6)	3	2
Net income (loss)	(14)%	(7)%	1%

#### Fiscal Year Ended June 30, 2018 and 2017

##### Revenues

	Fiscal Year Ended June 30,			
	2018	2017	\$ Change	% Change
	(U.S. \$ in thousands)			
Subscription	\$ 403,214	\$ 242,128	\$ 161,086	67%
Maintenance	325,898	265,521	60,377	23
Perpetual license	85,481	74,565	10,916	15
Other	59,357	37,722	21,635	57
Total revenues	\$ 873,950	\$ 619,936	\$ 254,014	41

Total revenues increased \$254.0 million, or 41%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. Growth in total revenues was attributable to increased demand for our products from both new and existing customers. Of total revenues recognized in the fiscal year ended June 30, 2018, over 90% was attributable to sales to customer accounts existing on or before June 30, 2017. Our number of total customers increased to 125,796 at June 30, 2018 from 89,237 at June 30, 2017.

Subscription revenues increased \$161.1 million, or 67%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. The increase in subscription revenues was primarily attributable to additional subscriptions from our existing customer base. As customers increasingly adopt cloud-based, subscription services and term-based licenses of our on-premises products for their business needs, we expect our subscription revenues to continue to increase at a rate higher than the rate of increase of our perpetual license revenues in future periods.

Maintenance revenues increased \$60.4 million, or 23%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. The increase in maintenance revenues was attributable to a growing customer base renewing software maintenance contracts related to our perpetual license software offerings.

Perpetual license revenues increased \$10.9 million, or 15%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. A substantial majority of the increase in perpetual license revenues was attributable to additional licenses to existing customers.

Other revenues increased \$21.6 million, or 57%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. The increase in other revenues was primarily attributable to an increase in revenue from sales of third-party apps through our Atlassian Marketplace.

Total revenues by geography were as follows:

	Fiscal Year Ended June 30,			
	2018	2017	\$ Change	% Change
	(U.S. \$ in thousands)			
Americas	\$ 435,471	\$ 312,514	\$ 122,957	39%
Europe	346,362	242,496	103,866	43
Asia Pacific	92,117	64,926	27,191	42
	<u>\$ 873,950</u>	<u>\$ 619,936</u>	<u>\$ 254,014</u>	41

### Cost of Revenues

	Fiscal Year Ended June 30,			
	2018	2017	\$ Change	% Change
	(U.S. \$ in thousands)			
Cost of revenues	\$ 172,690	\$ 119,161	\$ 53,529	45%
Gross profit	80%	81%		

Cost of revenues increased \$53.5 million, or 45%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017.

The overall increase was primarily due to an increase in compensation expense for employees and contractors of \$26.8 million (which includes an increase of \$5.1 million in share-based payment expense), an increase in third-party hosting costs of \$19.4 million, an increase of \$6.6 million in amortization of intangible assets, and an increase of \$4.8 million in facilities and related overhead to support our employees. These increases were offset by a decrease in depreciation expense of \$12.1 million due to certain of our self-managed data center assets reaching the end of their useful lives as we transitioned to our third-party hosted cloud infrastructure.

We increased our headcount during the period to meet the higher demand for services from our customers. We expect to continue to invest in additional personnel as we scale. Over time, we expect the revenue from our cloud subscription business to grow as a percentage of total revenues.

### Operating Expenses

#### Research and development

	Fiscal Year Ended June 30,			
	2018	2017	\$ Change	% Change
	(U.S. \$ in thousands)			
Research and development	\$ 415,776	\$ 310,168	\$ 105,608	34%

Research and development expenses increased \$105.6 million, or 34%, in the fiscal year ended June 30, 2018 compared to the fiscal year ended June 30, 2017. The overall increase was primarily a result of an increase in compensation expense for employees and contractors of \$79.9 million (which includes an increase of \$19.2 million in share-based payment expense), and an increase of \$13.1 million in facilities and related overhead to support our

employees. We increased our research and development headcount during the period in order to enhance and extend our service offerings and develop new technologies. We expect that research and development expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to invest in additional personnel and technology to support the development, improvement and integration of technologies.

### **Marketing and sales**

	<u>Fiscal Year Ended June 30,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(U.S. \$ in thousands)			
Marketing and sales	\$ 187,990	\$ 134,908	\$ 53,082	39%

Marketing and sales expenses increased \$53.1 million, or 39%, for the fiscal year ended June 30, 2018, compared to the fiscal year ended June 30, 2017. Marketing and sales expense increased primarily due to an increase in compensation expense for employees and contractors of \$21.0 million (which includes an increase of \$6.2 million in share-based payment expense, an increase of \$20.8 million in amortization of acquired intangible assets, and an increase of \$4.7 million in facilities and related overhead to support our employees. Our marketing and sales headcount increased during the period as a result of hiring additional personnel to expand our relationship with our existing customers and to attract new customers. We expect marketing and sales expenses to increase in absolute dollars as we continue to invest in marketing and sales personnel, expand our global promotional activities, build brand awareness, expand our relationship with existing customers, attract new customers and sponsor additional marketing events.

### **General and administrative**

	<u>Fiscal Year Ended June 30,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(U.S. \$ in thousands)			
General and administrative	\$ 151,242	\$ 118,785	\$ 32,457	27%

General and administrative expenses increased \$32.5 million, or 27%, in the fiscal year ended June 30, 2018, compared to the fiscal year ended June 30, 2017. The increase was primarily due to an increase of \$24.1 million in facilities and related overhead to support our employees, an increase of \$13.9 million in professional and outside services, and an increase of \$11.6 million in compensation for employees and contractors. Our general and administrative headcount increased during the period as we added personnel to support our growth. We expect that general and administrative expenses will increase in absolute dollars as we continue to invest in additional personnel and our infrastructure and incur additional professional fees to support the growth of our business.

### **Other non-operating income (expense), net**

	<u>Fiscal Year Ended June 30,</u>			
	<u>2018</u>	<u>2017</u>	<u>\$ Change</u>	<u>% Change</u>
	(U.S. \$ in thousands)			
Other non-operating income (expense), net	\$ (15,157)	\$ (1,342)	\$ (13,815)	1,029%

Other non-operating income (expense), net increased \$13.8 million, or 1,029%, in the fiscal year ended June 30, 2018, compared to the fiscal year ended June 30, 2017. The increase was primarily due to the net impact from the mark to fair value of our exchangeable notes exchange feature and the related capped calls of \$12.4 million.

## Income tax benefit (expense)

	Fiscal Year Ended June 30,		\$ Change	% Change
	2018	2017		
	(U.S. \$ in thousands)			
Income tax benefit (expense)	\$ (53,507)	\$ 17,148	\$ (70,655)	(412)%
Effective tax rate	*	*		

\* Not meaningful

We reported a tax expense of \$53.5 million on pretax loss of \$65.8 million for the fiscal year ended June 30, 2018, as compared to a tax benefit of \$17.1 million on pretax loss of \$59.7 million for the fiscal year ended June 30, 2017. Our effective tax rate substantially differed from the United Kingdom income tax rate of 19.0% primarily due to the recognition of significant permanent differences during the fiscal years ended June 30, 2018 and 2017 and non-cash charges to reduce the carrying value of our U.S. deferred tax assets due to the reduced statutory rate in the U.S. Tax Cuts and Jobs Act and due to changes in our assessment of the realizability of those assets. Significant permanent differences included a non-assessable non-operating item, foreign tax credits not utilized, nondeductible share-based payment expense, research and development incentives and taxes in foreign jurisdictions with a tax rate different than the United Kingdom statutory rate (primarily Australia and the United States).

See Note 8, "Income Tax," to the Notes to the Consolidated Financial Statements for our reconciliation of loss before income tax benefit to income tax benefit. A change in our global operations could result in changes to our effective tax rates, future cash flows and overall profitability of our operations.

## Fiscal Year Ended June 30, 2017 and 2016

### Revenues

	Fiscal Year Ended June 30,		\$ Change	% Change
	2017	2016		
	(U.S. \$ in thousands)			
Subscription	\$ 242,128	\$ 146,659	\$ 95,469	65%
Maintenance	265,521	218,848	46,673	21
Perpetual license	74,565	65,487	9,078	14
Other	37,722	26,064	11,658	45
Total revenues	<u>\$ 619,936</u>	<u>\$ 457,058</u>	<u>\$ 162,878</u>	<u>36</u>

Total revenues increased \$162.9 million, or 36%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. Growth in total revenues was attributable to increased demand for our products from both new and existing customers. Of total revenues recognized in the fiscal year ended June 30, 2017, over 90% was attributable to sales to customer accounts existing on or before June 30, 2016. Our number of total customers increased to 89,237 at June 30, 2017 from 60,950 at June 30, 2016. This included an increase in customers of 12,789 as a result of our acquisition of Trello in February 2017.

Subscription revenues increased \$95.5 million, or 65%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. The increase in subscription revenues was primarily attributable to additional subscriptions from our existing customer base. As customers increasingly adopt cloud-based, subscription services and term-based licenses of our on-premises products for their business needs, we expect our subscription revenues to continue to increase at a rate higher than the rate of increase of our perpetual license revenues in future periods.

Maintenance revenues increased \$46.7 million, or 21%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. The increase in maintenance revenues was attributable to a growing customer base renewing software maintenance contracts related to our perpetual license software offerings.

Perpetual license revenues increased \$9.1 million, or 14%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. A substantial majority of the increase in perpetual license revenues was attributable to additional licenses to existing customers.

Other revenues increased \$11.7 million, or 45%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016.

Total revenues by geography were as follows:

	Fiscal Year Ended June 30,		\$ Change	% Change
	2017	2016		
	(U.S. \$ in thousands)			
Americas	\$ 312,514	\$ 232,793	\$ 79,721	34%
Europe	242,496	178,087	64,409	36
Asia Pacific	64,926	46,178	18,748	41
	<u>\$ 619,936</u>	<u>\$ 457,058</u>	<u>\$ 162,878</u>	36

### Cost of Revenues

	Fiscal Year Ended June 30,		\$ Change	% Change
	2017	2016		
	(U.S. \$ in thousands)			
Cost of revenues	\$ 119,161	\$ 75,783	\$ 43,378	57%
Gross profit	81%	83%		

Cost of revenues increased \$43.4 million, or 57%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. The overall increase was primarily due to an increase in depreciation expense and other hosting costs associated with our data centers of \$18.0 million, an increase in compensation expense for employees and contractors of \$10.2 million, which included an increase of \$1.5 million in share-based payment expense, and an increase in amortization of acquired intangible assets of \$7.2 million. The increase in depreciation expense in fiscal 2017 was due a change in the useful life for our self-managed data center assets, as a result of our continued investment in cloud infrastructure.

### Operating Expenses

#### Research and development

	Fiscal Year Ended June 30,		\$ Change	% Change
	2017	2016		
	(U.S. \$ in thousands)			
Research and development	\$ 310,168	\$ 208,306	\$ 101,862	49%

Research and development expenses increased \$101.9 million, or 49%, in the fiscal year ended June 30, 2017 compared to the fiscal year ended June 30, 2016. The overall increase was primarily a result of an increase in compensation expense for employees and contractors of \$78.2 million, which included an increase of \$43.6 million in share-based payment expenses, and an increase of \$7.7 million in internal hosting costs for development. We increased our research and development headcount during the period in order to enhance and extend our service offerings and develop new technologies.

## Marketing and sales

	Fiscal Year Ended June 30,			
	2017	2016	\$ Change	% Change
	(U.S. \$ in thousands)			
Marketing and sales	\$ 134,908	\$ 93,391	\$ 41,517	44%

Marketing and sales expenses increased \$41.5 million, or 44%, for the fiscal year ended June 30, 2017, compared to the fiscal year ended June 30, 2016. Marketing and sales expenses increased primarily due to an increase of \$20.2 million in employee-related costs, which included an increase of \$5.4 million in share-based payment expenses, and an increase of \$15.1 million in amortization of acquired intangible assets. Our marketing and sales headcount increased during the period as a result of hiring additional marketing personnel and support personnel to expand our relationship with our existing customers and to attract new customers.

## General and administrative

	Fiscal Year Ended June 30,			
	2017	2016	\$ Change	% Change
	(U.S. \$ in thousands)			
General and administrative	\$ 118,785	\$ 85,458	\$ 33,327	39%

General and administrative expenses increased \$33.3 million, or 39%, in the fiscal year ended June 30, 2017, compared to the fiscal year ended June 30, 2016. The increase was primarily due to an increase of \$21.0 million in compensation expense for employees and contractors, which included an increase of \$11.4 million in share-based payment expenses, and an increase of \$7.1 million in professional and outside services. Our general and administrative headcount increased during the period as we added personnel to support our growth. We also incurred additional expense related to being a publicly-traded company, including higher legal, corporate insurance and accounting costs as well as costs of achieving and maintaining compliance with public company regulations.

## Income tax benefit

	Fiscal Year Ended June 30,			
	2017	2016	\$ Change	% Change
	(U.S. \$ in thousands)			
Income tax benefit	\$ 17,148	\$ 9,280	\$ 7,868	85%
Effective tax rate	*	*		

\* Not meaningful

We reported a tax benefit of \$17.1 million on pretax loss of \$59.7 million for the fiscal year ended June 30, 2017, as compared to a tax benefit of \$9.3 million on pretax income of \$4.9 million for the fiscal year ended June 30, 2016. Our effective tax rate substantially differed from the United Kingdom income tax rate of 19.8% primarily due to the recognition of significant permanent differences during the fiscal years ended June 30, 2017 and 2016. Significant permanent differences included a non-assessable non-operating item, foreign tax credits not utilized, nondeductible share-based payment expense, research and development incentives and taxes in foreign jurisdictions with a tax rate different than the United Kingdom statutory rate (Australia and the United States).

## B. Liquidity and Capital Resources

During 2018 we issued cash exchangeable senior notes in the aggregate principal amount of \$1.0 billion. At June 30, 2018, we had cash and cash equivalents totaling \$1.4 billion, short-term investments totaling \$323.1 million and trade receivables totaling \$46.1 million. Since our inception, we have primarily financed our operations through cash flows generated by operations.

Our cash flows from operating activities, investing activities and financing activities for the fiscal years ended June 30, 2018, 2017 and 2016 were as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
Net cash provided by operating activities	\$ 311,456	\$ 199,381	\$ 129,542
Net cash used in investing activities	(51,696)	(224,573)	(489,510)
Net cash provided by financing activities	906,789	9,438	432,784
Effect of exchange rate changes on cash and cash equivalents	(630)	465	(201)
Net increase (decrease) in cash and cash equivalents	<u>\$ 1,165,919</u>	<u>\$ (15,289)</u>	<u>\$ 72,615</u>

We expect to increase our capital expenditures during the fiscal year ending June 30, 2019 to support the growth in our business and operations, such as new office facilities. We believe that our existing cash and cash equivalents, together with cash generated from operations, will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, the timing and extent of spend on research and development efforts, employee headcount, marketing and sales activities, acquisitions of additional businesses and technologies, the introduction of new software and services offerings, enhancements to our existing software and services offerings and the continued market acceptance of our products.

Cash provided by operating activities has historically been affected by the amount of net income (loss) adjusted for non-cash expense items such as depreciation and amortization and expense associated with share-based awards, the timing of employee-related costs such as bonus payments, collections from our customers, which is our largest source of operating cash flows, and changes in other working capital accounts.

Accounts impacting working capital consist of trade receivables, prepaid expenses and other current assets, trade and other payables, provisions, and other non-current liabilities. Our working capital may be impacted by various factors in future periods, such as billings to customers for subscriptions, licenses and maintenance services and the subsequent collection of those billings or the amount and timing of certain expenditures.

Net cash provided by operating activities was \$311.5 million for the fiscal year ended June 30, 2018, as a result of \$65.8 million in net loss adjusted by non-cash charges including depreciation and amortization of \$79.4 million and share-based payment expense of \$162.9 million. Net cash provided by operating activities was also impacted by our exchangeable senior notes and the amount of net loss adjusted for non-cash expense items such as \$12.4 million related to the mark to fair value of the exchange feature and capped calls and \$7.5 million related to amortization of the debt discount and issuance costs."

The net increase of \$120.8 million from our operating assets and liabilities was primarily attributable to a \$104.2 million increase in our deferred revenue as a result of increased sales of subscriptions and renewals of maintenance contracts, a \$43.5 million increase in trade and other payables, provisions and other non-current liabilities, offset by a \$19.6 million increase in trade receivables and a \$7.3 million increase in prepaid expenses and other current and non-current assets. Net cash provided by operating activities was also impacted by income taxes paid, net of refunds, of \$4.2 million and interest received of \$8.7 million.

Net cash provided by operating activities was \$199.4 million for the fiscal year ended June 30, 2017, as a result of loss before income tax of \$59.7 million adjusted by non-cash charges including depreciation and amortization of \$61.5 million and share-based payment expense of \$137.4 million. The net increase of \$67.7 million from our operating assets and liabilities was primarily attributable to a \$72.6 million increase in our deferred revenue as a result of increased sales of subscriptions and renewals of maintenance contracts, a \$10.9 million increase in trade and other payables, provisions and other non-current liabilities, offset by a \$10.2 million increase in trade receivables and a \$5.6 million increase in prepaid expenses and other current and non-current assets. Net cash provided by operating activities was also impacted by income taxes paid, net of refunds, of \$9.0 million and interest received of \$6.5 million.

Net cash provided by operating activities was \$129.5 million for the fiscal year ended June 30, 2016, as a result of loss before income tax of \$4.9 million adjusted by non-cash charges including a net increase of \$48.4 million from our operating assets and liabilities, depreciation and amortization of \$21.9 million and share-based

payment expense of \$75.5 million. The increase in our operating assets and liabilities was primarily attributable to a \$44.5 million increase in our deferred revenue as a result of increased sales of subscriptions and renewals of maintenance contracts, a \$11.6 million increase in trade and other payables, provisions and other non-current liabilities, offset by a \$4.2 million decrease in prepaid expenses and other current and non-current asset and a \$3.5 million increase in trade receivables. Net cash provided by operating activities was also impacted by income taxes paid, net of refunds of \$12.4 million and interest received of \$2.8 million.

Net cash used in investing activities for the fiscal years ended June 30, 2018, 2017 and 2016 were \$51.7 million, \$224.6 million and \$489.5 million, respectively. Net cash used in investing activities during the fiscal year ended June 30, 2018 was primarily related to purchases of investments totaling \$347.8 million and purchases of property and equipment totaling \$30.2 million to support the growth of our business, including hardware, equipment and leasehold improvements, offset by cash received from the maturing of investments which totaled \$206.1 million and proceeds from sales of investments of \$123.9 million.

Net cash used in investing activities during the fiscal year ended June 30, 2017 was primarily related to cash paid for business combinations, net of cash acquired, totaling \$381.1 million, purchases of investments totaling \$423.5 million and purchases of property and equipment totaling \$15.1 million to support the growth of our business, including hardware, equipment and leasehold improvements, offset by cash received from the maturing of investments which totaled \$111.4 million and proceeds from sales of investments of \$488.7 million. Net cash used in investing activities during the fiscal year ended June 30, 2016 was primarily related to purchases of investments totaling \$569.1 million and capital expenditures totaling \$34.2 million to support the growth of our business, including hardware, software, equipment and leasehold improvements, offset by cash received from the maturing of investments which totaled \$65.3 million and proceeds from sales of investments of \$49.5 million.

Net cash provided by financing activities was \$906.8 million for the fiscal year ended June 30, 2018, which consisted of proceeds from the issuance of our exchangeable senior notes of \$990.5 million offset by the purchase of the capped calls for \$87.7 million. Net cash provided by financing activities was \$9.4 million for the fiscal year ended June 30, 2017, which consisted of proceeds from exercises of employee share options. Net cash provided by financing activities was \$432.8 million for the fiscal year ended June 30, 2016, which consisted of \$431.4 million of proceeds from the issuance of Class A ordinary shares from our IPO, net of offering costs, and \$6.7 million of proceeds from exercises of employee share options, offset by taxes paid related to the net share settlement of equity awards of \$5.4 million.

### **Critical Accounting Policies and Estimates**

We prepare our consolidated financial statements in accordance with IFRS, which includes all standards issued by the IASB and related interpretations issued by the IFRS Interpretations Committee. The preparation of the consolidated financial statements requires us to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, contingent liabilities, revenues, and expenses. We base our judgments and estimates on historical experience and on other various factors we believe to be reasonable under the circumstances, and we evaluate these estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the financial results or the financial position reported in future periods.

While our significant accounting policies are more fully described in Note 2 in the notes to the consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, these are the accounting policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

#### ***Revenue Recognition***

We primarily derive revenues from subscription, maintenance, perpetual license, and training and other services.

We recognize revenue when evidence of an arrangement exists, delivery has occurred, the risks and rewards of ownership have been transferred to the customer, the amount of revenue and associated costs can be measured reliably, and collection of the related receivable is probable.

If, at the outset of an arrangement, revenue cannot be measured reliably, we defer the recognition of revenue until the arrangement fee becomes due and payable by the customer. Additionally, if, at the outset of an arrangement, we determine that collectability is not probable, we defer the recognition of revenue until the earlier of when collectability becomes probable or payment is received. We enter into arrangements directly with end users

as well as indirectly through solution partners and resellers. Revenue recognition for indirect customers is the same as for direct customers as the terms of sale are substantially the same.

In the absence of industry-specific software revenue recognition guidance under IFRS, we look to U.S. GAAP when establishing policies related to revenue recognition. Our revenue recognition policy considers the guidance provided by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Subtopic 985-605, *Software Revenue Recognition*, and FASB ASC Subtopic 605-25, *Multiple-Element Arrangements*, where applicable, as authorized by International Accounting Standard (“IAS”) 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

#### *Subscription revenue*

Subscription revenue is recognized as services are performed, commencing with the date our service is made available to customers and all other revenue recognition criteria have been satisfied.

#### *Maintenance revenue*

Maintenance revenue is recognized ratably over the term of the support period.

#### *Perpetual license revenue*

Perpetual license revenue is recognized on the date of product delivery for the license portion of perpetual license arrangements.

#### *Other revenue*

Revenue from the sale of third-party vendor products on our Atlassian Marketplace is recognized net of the vendor liability portion as we function as an agent in the relationship. Our portion of revenue is recognized at the date of product delivery given that we do not have any future obligations. Revenue from training is recognized as delivered or as the rights to receive training expire.

#### *Multiple-element arrangements*

Many of our arrangements include purchases of both software related products and services. For these software related multiple-element arrangements, we apply the residual method to determine the amount of new software license revenue to be recognized. We first allocate fair value of each element of a software related multiple-element arrangement based on its fair value as determined by vendor specific objective evidence (“VSOE”), with any remaining amount allocated to the software license. We determine VSOE based on our historical pricing for a specific product or service when sold separately and when a substantial majority of the selling prices for these services fall within a narrow range.

Cloud-based arrangements may be purchased alongside other services that are intended to be used with the cloud offering. These arrangements are considered to be non-software multiple-element arrangements. Accordingly, we allocate revenue to each element considered to be a separate unit of accounting using the relative selling prices of each unit.

The relative selling price for each element is based upon the following selling price hierarchy: VSOE if available, third-party evidence (“TPE”) if VSOE is not available, or estimated selling price if neither VSOE nor TPE are available. Historically, we have established VSOE for all non-software elements using the same methodology applied to software-related elements, as a substantial majority of the selling prices for these elements fall within a narrow range when sold separately. The application of VSOE methodologies requires judgment, including the determination of when to account for deliverables separately and how to allocate the total arrangement fee to its individual elements. Changes to the elements in our arrangements and our ability to establish VSOE for those elements may impact the timing of revenue recognition, which may result in a material change to the amount of revenue recorded in a given period.

If we enter into an arrangement with both software and non-software deliverables, we will first allocate the total arrangement consideration based on the relative selling prices of the software group of elements as a whole and the non-software elements. We then further allocate consideration within the software group in accordance with the residual method described above.

The revenue amounts allocated to each element are recognized when the revenue recognition criteria described above have been met for the respective element.

## Share-based Payments

We recognize share-based payment expense for our equity-settled transactions, including employee and non-employee director share option and RSU awards based on fair value of the award at the grant date. We recognize the expense over the period in which service conditions are fulfilled, with each portion of an award that vests on a different date (i.e., each tranche) being accounted for separately, which requires separate measurement and attribution. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which actual vesting has occurred along with our best estimate of the number of equity instruments that will ultimately vest. The share-based payment expense for each reporting period reflects the movement in cumulative expense recognized at the beginning and end of that period. We do not recognize expense for shares that do not ultimately vest. As required under IFRS, we follow the accelerated method of expense recognition for share-based awards, as the awards vest in tranches over the vesting period.

We measure share-based payment expense by reference to the fair value of the equity instruments at the date at which they are granted. The accounting estimates and assumptions relating to share-based payments may impact expenses, equity and the carrying amounts of liabilities within a given period.

We estimate a forfeiture rate in calculating the amount of share-based payment expense we recognize in our consolidated statements of comprehensive income. We estimate our forfeiture rate based on an analysis of our actual forfeitures and we will continue to evaluate the appropriateness of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover and other factors. Changes in the estimated forfeiture rate can have a significant impact on our share-based payment expense as the cumulative effect of adjusting the rate is recognized in the period the forfeiture estimate is changed. If a revised forfeiture rate is higher than the previously estimated forfeiture rate, an adjustment is made that will result in a decrease to the share-based payment expense recognized in our financial statements. If a revised forfeiture rate is lower than the previously estimated forfeiture rate, an adjustment is made that will result in an increase to the share-based payment expense recognized in our financial statements.

As part of our acquisition of Trello, we exchanged unvested stock options held by Trello employees for unvested share options of the company. Prior to our IPO, we granted share options to certain employees as part of their compensation package. We estimate the fair value of share options using the Black-Scholes option-valuation model.

Our Black-Scholes option-valuation model requires the input of highly subjective assumptions and estimates, which involve inherent uncertainties and the application of management's judgment. If factors change and different assumptions are used, our share-based payment expense could be materially different in the future. The following assumptions were used as inputs for the option-valuation model:

- *Fair value of underlying shares*—Prior to our IPO, there was no active external or internal market for our shares at the date of the grant. In order to determine the fair value of our restricted shares prior to our IPO, we enlisted the assistance of a third-party valuation firm. The valuations of our shares were determined in accordance with the guidelines outlined in the *American Institute of Certified Public Accountants Practice Aid, Valuation of Privately-Held-Company Equity Securities Issued as Compensation*. Following our IPO, we refer to the closing stock price on the grant date to determine the fair value of the underlying Class A ordinary shares.
- *Expected volatility*—As there was no active external or internal market for our shares prior to our IPO, we estimated the expected volatility for our shares by taking the average historic price volatility for a group of publicly traded industry peers. Our industry peers consist of several public companies in the technology industry that are similar to us in size and stage of life cycle. Following our IPO, we estimate expected future volatility based on the historical volatility of our stock price.
- *Expected term*—We determined the expected term based on the average period the share options are expected to remain outstanding.
- *Risk-free interest rate*—We based the risk-free interest rate on the implied yield available on zero-coupon government issued securities in the country in whose currency the exercise price was expressed over the expected term of the option.
- *Dividend yield*—Prior to our IPO, the restricted shares underlying our share options were not entitled to dividends. As such, we used an expected dividend yield of zero. Following our IPO, we do not anticipate

paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option pricing model.

### ***Business Combinations***

Accounting for business combinations requires us to make significant estimates, assumptions, and judgments at the acquisition date with respect to tangible and intangible assets acquired and liabilities assumed. These estimates in valuing certain intangible assets and goodwill we have acquired include but are not limited to:

- future expected cash flows from sales, other customer contracts and acquired developed technologies;
- the acquired company's trade name, trademark and existing customer relationships, as well as assumptions about the useful lives of the acquired trade name, trademark and customer relationships;
- uncertain tax positions; and
- discount rates used to determine the present value of estimated future cash flows.

Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

### ***Goodwill, Intangibles, and Other Long-Lived Assets***

We make significant estimates, assumptions, and judgments when valuing goodwill and other intangible assets in connection with the initial purchase price allocation of an acquired entity, as well as when evaluating impairment of goodwill and other acquired intangible assets on an ongoing basis. These estimates are based upon a number of factors, including historical experience, market conditions, and information obtained from the management of the acquired company. Critical estimates in valuing certain intangible assets include, but are not limited to, cash flows that an asset is expected to generate in the future, discount rates, the time and expense that would be necessary to recreate the assets, and the expected use of the acquired assets. The amounts and useful lives assigned to identified intangible assets impacts the amount and timing of future amortization expense.

We assess impairment of all assets at each reporting date by evaluating conditions specific to us and to the particular asset that may lead to impairment. These include product performance, technology, economic and political environments, and future product expectations. If an impairment trigger exists, the recoverable amount of the asset is determined. No indicators of impairment existed that were significant enough to warrant such assets to be tested for impairment in the fiscal years ended June 30, 2018, 2017 and 2016.

### ***Income Tax***

We use the liability method of accounting for income taxes. Deferred income tax assets and liabilities represent temporary differences between the carrying amounts of assets and liabilities in our consolidated financial statements and their corresponding tax basis used in the computation of taxable income. Deferred tax is not recognized on the initial recognition of goodwill, or the initial recognition of an asset or liability (other than in a business combination) in a transaction that affects neither tax nor accounting income.

We recognize deferred tax liabilities for taxable temporary differences associated with our investments in our subsidiaries and associates, except where we are able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax liabilities are generally provided for in full.

We recognize deferred tax assets to the extent that they are expected to reverse in the foreseeable future and it is probable that they will be able to be utilized against future taxable income, based on our forecast of future operating results. Deferred tax assets are adjusted for significant non-taxable income, expenses and specific limits on the use of any unused tax loss or credit. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

We calculate deferred tax assets and liabilities, without discounting, at the tax rates and laws that we expect to apply to their respective period of realization, provided the tax rates and laws are enacted or substantively enacted by the end of our reporting period. The carrying amount of deferred tax assets are reviewed at each

reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and we intend to settle our current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in our consolidated statements of comprehensive income, except where they relate to items that are recognized in other comprehensive income (loss) or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income (loss) or equity, respectively. Where deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Our corporate structure and intercompany arrangements align with our expanding international business activities. The application of the tax laws of various jurisdictions to our international business activities is subject to interpretation. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements, including our transfer pricing, or determine the manner in which we operate our business is not consistent with the manner in which we report our income to the jurisdictions. If such a disagreement were to occur, and our positions were not sustained, we could be required to pay additional taxes, interest and penalties, resulting in higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

### ***New accounting standards not yet adopted***

IFRS 15, *Revenue from Contract with Customers*, was issued in May 2014, and amended in April 2016, and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to customers.

The new revenue standard supersedes all current revenue recognition requirements under IFRS. Either a full retrospective application or modified retrospective application is required for annual periods beginning on or after January 1, 2018. The standard is applicable for our fiscal year ending June 30, 2019. We have assessed the new standard, including completing our contract reviews and evaluation of the incremental costs of obtaining a contract. Based on our assessment, we will be adopting the requirements of the new standard in the first quarter of fiscal 2019, utilizing the full retrospective method of transition.

The primary impact of adopting the new standard relates to our on-premises term-based licenses, as under IFRS 15, the requirement to have vendor specific objective evidence (VSOE) for undelivered elements is eliminated. Our term-based licenses include the delivery of software and support services as well as unspecified future updates. Under our current policies, we recognize revenue for these contracts ratably over the life of the service period. In contrast, under IFRS 15, we will estimate the standalone selling price associated with the software license and the support services separately and recognize license revenue upon delivery of the initial software at the outset of the arrangement. Upon adoption, unused maintenance upon server product upgrades will be allocated between maintenance, perpetual license and other revenue. Under our current policy it is allocated in-full to perpetual license revenue.

The impact of adopting the new standard as it relates to the incremental costs of obtaining a contract was not material to our fiscal 2018 and fiscal 2017 financial statements.

Select consolidated statements of operations line items which reflect the adoption of IFRS 15 are as follows:

	Year ended June 30, 2018		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Revenues:</b>			
Subscription	\$ 403,214	\$ 7,480	\$ 410,694
Maintenance	325,898	613	326,511
Perpetual license	85,481	(2,310)	83,171
Other	59,357	1,245	60,602
Total revenues	873,950	7,028	880,978
Total operating expenses	755,008	(675)	754,333
Operating loss	(53,748)	7,703	(46,045)
Income tax expense	(53,507)	(1,794)	(55,301)
Net loss	\$ (119,341)	\$ 5,909	\$ (113,432)

	Year ended June 30, 2017		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Revenues:</b>			
Subscription	\$ 242,128	\$ 7,695	\$ 249,823
Maintenance	265,521	(1,068)	264,453
Perpetual license	74,565	(507)	74,058
Other	37,722	628	38,350
Total revenues	619,936	6,748	626,684
Total operating expenses	563,861	(504)	563,357
Operating loss	(63,086)	7,252	(55,834)
Income tax benefit	17,148	(2,197)	14,951
Net loss	\$ (42,504)	\$ 5,055	\$ (37,449)

Select consolidated statements of financial position line items, which reflect the adoption of IFRS 15 are as follows:

	As of June 30, 2018		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Current assets:</b>			
Prepaid expenses and other current assets	\$ 28,219	\$ 1,576	\$ 29,795
<b>Non-current assets:</b>			
Deferred tax assets	64,662	(5,442)	59,220
Other non-current assets	112,221	1,180	113,401
<b>Current liabilities:</b>			
Deferred revenue	340,834	(16,440)	324,394
<b>Non-current liabilities:</b>			
Deferred tax liabilities	12,051	109	12,160
Deferred revenue	19,386	(909)	18,477
<b>Equity</b>			
Accumulated deficit	\$ (142,570)	\$ 14,554	\$ (128,016)

	As of June 30, 2017		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Current assets:</b>			
Prepaid expenses and other current assets	\$ 23,317	\$ 822	\$ 24,139
<b>Non-current assets:</b>			
Deferred tax assets	188,239	(3,341)	184,898
Other non-current assets	9,269	778	10,047
<b>Current liabilities:</b>			
Deferred revenue	245,306	(10,541)	234,765
<b>Non-current liabilities:</b>			
Deferred tax liabilities	43,950	416	44,366
Deferred revenue	10,691	(261)	10,430
<b>Equity</b>			
Accumulated deficit	\$ (23,229)	\$ 8,645	\$ (14,584)

Adoption of the standard related to revenue recognition had no impact to cash provided by or used in operating, financing, or investing activities on our consolidated cash flows statements.

In January 2016, the IASB issued IFRS 16, *Leases*, which supersedes the existing leases standard, IAS 17, *Leases*, and related interpretations. The standard introduces a single lessee accounting model and requires a lessee to recognize all leases with a term of more than 12 months, as assets and liabilities on its statement of financial position. The standard also contains enhanced disclosure requirements for lessees and is effective for us beginning for our fiscal year ending June 30, 2020, though early adoption is permitted for companies that early adopt IFRS 15. We are currently evaluating the impact of adopting the standard on our consolidated financial statements.

### C. Research and Development, Patents and Licenses, etc.

#### Research and Development

Our research and development organization is primarily responsible for design, development, testing and delivery of our products and platform. It is also responsible for our customer services platforms, including billing and support, our Marketplace platform and marketing and sales systems that power our automated distribution model.

As a company, we prioritize research and development above all other operating investments. Over the last three fiscal years, we invested \$720.5 million in research and development activities, excluding share-based compensation, translating to 36.9% of the revenue generated over the same period. During this period, we successfully launched several new innovations including the introduction of three purpose-built versions of Jira (Jira Software, Jira Service Desk and Jira Core) and Data Center products for Jira, Confluence, and Bitbucket.

As of June 30, 2018, over 50% of our employees were involved in research and development activities. Our research and development organization is globally distributed across five locations: Sydney, Australia, the San Francisco Bay Area, California, New York, New York, Austin, Texas, and Bengaluru, India. In addition, we conduct research and development activities at our partner location in Gdansk, Poland.

Our research and development organization consists of flexible and dynamic teams that follow agile development methodologies to enable rapid product releases across our various platforms: Cloud, Server and Data Center. In addition to investing in our internal development teams, we invest heavily in our developer ecosystem to enable external software developers to build features and solutions on top of our platform. Given our relentless focus on the customer, we work closely with our customers to develop our products, and have designed a development process that incorporates the feedback that matters most—from our users. From maintaining an active online community to measuring user satisfaction for our products, we are able to address our users' greatest needs.

## Intellectual Property

We protect our intellectual property through a combination of trademarks, domain names, copyrights, trade secrets and patents, as well as contractual provisions and restrictions governing access to our proprietary technology.

We registered “Atlassian” as a trademark in the United States, Australia, the European Union, Russia, China, Japan, Switzerland, Norway, Singapore, Israel, Korea, and Canada. We also have filed other trademark applications in the United States, Australia, the European Union, Brazil, Russia, India, and China, and certain other jurisdictions, and will pursue additional trademark registrations to the extent we believe it would be beneficial and cost effective.

As of June 30, 2018, we had 21 issued patents and 70 applications pending in the United States. We had no issued patents or patent applications pending in jurisdictions outside of the United States. These patents and patent applications seek to protect proprietary inventions relevant to our business. We intend to pursue additional patent protection to the extent we believe it would be beneficial and cost effective.

We are the registered holder of a variety of domain names that include “Atlassian” and similar variations.

In addition to the protection provided by our registered intellectual property rights, we protect our intellectual property rights by imposing contractual obligations on third parties who develop or access our technology. We enter into confidentiality agreements with our employees, consultants, contractors and business partners. Our employees, consultants and contractors are also subject to invention assignment agreements, pursuant to which we obtain rights to technology that they develop for us. We further protect our rights in our proprietary technology and intellectual property through restrictive license and service use provisions in both the general and product-specific terms of use on our website and in other business contracts.

## D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the current fiscal year that are reasonably likely to have a material effect on our revenues, income, profitability, liquidity or capital reserves, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

## E. Off-Balance Sheet Arrangements

At June 30, 2018, 2017 and 2016, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other purposes. Other than operating leases for office space, we have not engaged in off-balance sheet financing arrangements.

## F. Contractual Obligations and Commitments

Our principal contractual commitments primarily consist of obligations under our long-term debt relating to principal and interest payments, minimum lease payments relating to operating leases for office space and contractual commitments for hosting services. At June 30, 2018 contractual obligations, were as follows:

	Payments Due by Period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	After 5 years
	(U.S. \$ in thousands)				
Long-term debt	\$ 1,031,319	\$ 6,319	\$ 18,750	\$1,006,250	\$ —
Operating lease obligations	328,185	32,530	105,242	53,202	137,211
Purchase obligations	25,000	25,000	—	—	—
Other obligations	753	753	—	—	—
Total	<u>\$ 1,385,257</u>	<u>\$ 64,602</u>	<u>\$ 123,992</u>	<u>\$1,059,452</u>	<u>\$ 137,211</u>

## G. Safe Harbor

See “Special Note Regarding Forward-Looking Statements.”

## Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### A. Directors and Senior Management

The following table sets forth information for our directors and executive officers, and their ages as of June 30, 2018. Unless otherwise stated, the address for our non-employee directors and executive officers, other than Messrs. Cannon-Brookes and Farquhar, is 1098 Harrison Street, San Francisco, California 94103. The address for Messrs. Cannon-Brookes and Farquhar is Level 6, 341 George Street, Sydney, NSW, 2000, Australia.

<u>Name</u>	<u>Age</u>	<u>Position</u>
<b>Executive Officers and Employee Directors</b>		
Michael Cannon-Brookes	38	Co-Founder, Co-Chief Executive Officer and Director
Scott Farquhar <sup>(1)</sup>	38	Co-Founder, Co-Chief Executive Officer and Director
Jay Simons	45	President
James Beer <sup>(2)</sup>	57	Chief Financial Officer
Tom Kennedy	44	Chief Legal Officer
Helen Russell	50	Chief People Officer
Sri Viswanath	43	Chief Technology Officer
<b>Non-Employee Directors:</b>		
Shona Brown <sup>(1)(3)</sup>	52	Director and Chair
Heather Mirjahangir Fernandez <sup>(4)(5)</sup>	42	Director
Sasan Goodarzi <sup>(3)(6)(7)</sup>	50	Director
Jay Parikh <sup>(3)</sup>	45	Director
Enrique Salem <sup>(4)(5)</sup>	52	Director
Steven Sordello <sup>(4)</sup>	49	Director
Richard P. Wong <sup>(5)(6)</sup>	49	Director

(1) Mr. Farquhar was chair of our board of directors until April 2018. Dr. Brown has served as chair of our board of directors since April 2018.

(2) Mr. Beer was appointed Chief Financial Officer of the Company February 20, 2018, following the resignation of Murray Demo on January 29, 2018.

(3) Member of the compensation and leadership development committee.

(4) Member of the audit committee.

(5) Member of the nominating and corporate governance committee.

(6) Mr. Wong was a member of the compensation and leadership development committee until April 2018. Mr. Goodarzi has been a member of the compensation and leadership development committee since April 2018.

(7) Mr. Goodarzi joined our board of directors in April 2018.

Each executive officer serves at the discretion of our board of directors and holds office until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. There are no family

relationships among any of our directors or executive officers and no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any directors or executive officers were selected as a director or member of senior management.

## **Executive Officers and Employee Directors**

**Michael Cannon-Brookes** co-founded Atlassian and has served as our Co-Chief Executive Officer and as a member of our board of directors since October 2002. Mr. Cannon-Brookes has also served as an adjunct professor of computer science & engineering at the University of New South Wales, Australia since April 2014. Mr. Cannon-Brookes holds a Bachelor of Commerce in information systems from the University of New South Wales, Australia.

**Scott Farquhar** co-founded Atlassian and has served as our Co-Chief Executive Officer and as a member of our board of directors since October 2002 and as chair of our board of directors from December 2016 to April 2018. Mr. Farquhar holds a Bachelor of Science in business information technology from the University of New South Wales, Australia.

**Jay Simons** has served as our President since August 2011. From June 2008 to August 2011, Mr. Simons served as our Vice President of Sales and Marketing. From October 2005 to May 2008, Mr. Simons served in various roles, including Vice President, Marketing, at BEA Systems, Inc. an enterprise software company, which was acquired by Oracle Corporation in 2008. From 1998 to 2005, Mr. Simons served in various roles, including Vice President, Product Marketing & Strategy, at Plumtree Software, Inc., a web software company, which was acquired by BEA Systems, Inc. in 2005. Mr. Simons is currently a director of HubSpot, Inc., a cloud-based marketing and sales software platform company. Mr. Simons holds a Bachelor of Arts in political science and environmental science from the University of Washington.

**James Beer** has served as our Chief Financial Officer since February 2018. Before joining Atlassian, Mr. Beer served as Executive Vice President and Chief Financial Officer of McKesson Corporation, a Fortune 10 healthcare services and information technology company. Between 2006 and 2013, Mr. Beer was Executive Vice President and Chief Financial Officer of Symantec Corporation, a cybersecurity company, where he managed the worldwide finance organization. Previous to his work at Symantec, Mr. Beer was Chief Financial Officer of AMR Corp. and American Airlines, AMR's principal subsidiary. Mr. Beer holds a Bachelor of Science degree in Aeronautical Engineering from Imperial College, London University, and a Master of Business Administration from Harvard Business School. Mr. Beer currently serves on the board of directors for Alaska Air Group, parent company of Alaska Airlines and Virgin America, and ForeScout Technologies, Inc., an internet of things (IoT) security company. Mr. Beer is also a member of the Federal Reserve Bank of San Francisco's Economic Advisory Council.

**Tom Kennedy** has served as our Chief Legal Officer since October 2011. From July 2010 to July 2011, Mr. Kennedy served as a Transition Executive at IBM Corporation, a global technology company. From July 2007 to July 2010, Mr. Kennedy served as Senior Vice President and General Counsel of BigFix, Inc., a security software company, which was acquired by IBM Corporation in 2010. From November 1999 to May 2007, Mr. Kennedy was an attorney at Cooley LLP. Mr. Kennedy holds a Juris Doctor degree from the University of California, Los Angeles and a Bachelor of Arts in political science from the University of California, Berkeley.

**Helen Russell** has served as our Chief People Officer since October 2016. From July 2014 to August 2016, Ms. Russell served as Chief Human Resources Officer of Sonos, Inc., a provider of home sound systems. From August 2010 to June 2014, Ms. Russell served as Global Head of Human Resources Officer of Kantar Group, a research, data and insight consultancy. From 2005 to 2010, Ms. Russell served as Vice President Human Resources EMEA for Yahoo Inc., a web services provider, which was acquired by Verizon in 2017, and from 2000 to 2005 as Vice President Human Resources EMEA for Siebel CRM Systems, Inc., an enterprise software company, acquired by Oracle Corporation in 2005. Ms. Russell holds a Bachelor of Arts in sociology and bio-mechanics from the University of Liverpool, England.

**Sri Viswanath** has served as our Chief Technology Officer since January 2016. From April 2013 to December 2015, Mr. Viswanath served as Chief Technology Officer and Senior Vice President of Product and Engineering at Groupon, Inc., a global local commerce company. From September 2012 to April 2013, Mr. Viswanath was the Vice President of Research and Development for mobile computing at VMware, a provider of cloud and virtualization software and services. From September 2009 to November 2011, Mr. Viswanath served as Senior Vice President of Engineering at Ning, Inc., an online SaaS platform company, which was acquired in November 2011 by Glam Media, a media company, where he became Senior Vice President of Engineering and

General Manager of publisher products from November 2011 to August 2012. From 1999 to July 2008, Mr. Viswanath led the development of a number of open-source and business-to-business products at Sun Microsystems. Mr. Viswanath holds a Master of Science in computer science from Clemson University and a Master of Science in management from Stanford University.

## **Non-Employee Directors**

**Shona Brown** has served on our board of directors since November 2015 and as chair of our board of directors since April 2018. Dr. Brown is currently an independent advisor. She served as a senior advisor to Google Inc., an Internet search and technology company, from January 2013 until November 2015. From April 2011 to December 2012, Dr. Brown served as Senior Vice President of Google.org, Google's charitable organization. From 2003 to 2011, Dr. Brown served as Vice President and later as Senior Vice President, Business Operation of Google Inc. From 2000 to 2003, Dr. Brown served as a partner at McKinsey & Company. Dr. Brown is currently a director of PepsiCo, Inc., a food and beverage company, as well as several private companies and non-profit organizations. Dr. Brown holds a Bachelor of Computer Systems Engineering from Carleton University, a Master of Arts in philosophy and economics from Oxford University and a Ph.D. in industrial engineering and industrial management from Stanford University.

**Heather Mirjahangir Fernandez** has served on our board of directors since November 2015. Ms. Mirjahangir Fernandez is the Chief Executive Officer and co-founder of Solv., an early stage private company in the digital health space. From January 2014 to August 2015, Ms. Mirjahangir Fernandez served as Senior Vice President and General Manager of Business Services at Trulia, Inc., an online residential real estate site, which was acquired by Zillow, Inc. in 2015. From August 2006 to January 2014, Ms. Mirjahangir Fernandez served in various other senior management positions in sales and marketing at Trulia, Inc. Prior to Trulia, Inc., Ms. Mirjahangir Fernandez was an advisor at Morgan Stanley and Director of the Impact Group at Blanc & Otus. Ms. Mirjahangir Fernandez holds a Bachelor of Arts in political science from University of California, Berkeley and a Master in Business Administration from Stanford University Graduate School of Business.

**Sasan Goodarzi** has served on our board of directors since April 2018. Mr. Goodarzi is Executive Vice President and General Manager of Intuit, Inc. Small Business Group, a role to which he was appointed in May 2016. From 2004-2010, Mr. Goodarzi was Senior Vice President and General Manager for Intuit's ProTax division and Intuit Financial Services. From 2011 to 2013, Mr. Goodarzi served as Intuit's Chief Information Officer. From 2013 to 2016, Mr. Goodarzi served as the Executive Vice President and General Manager of Turbo Tax. Prior to Intuit, Mr. Goodarzi worked for Invensys, a global provider of industrial automation, transportation and controls technology, serving as global president of the products group. He also held a number of senior leadership roles in the automation control division at Honeywell and served as the Chief Executive Officer and co-founder of a technology startup, Lazer Cables Inc. Mr. Goodarzi earned his bachelor's degree in electrical engineering at the University of Central Florida and a master's in business administration from the Kellogg School of Management at Northwestern University.

**Jay Parikh** has served on our board of directors since July 2013. Mr. Parikh has served as Vice President of Infrastructure Engineering of Facebook, Inc. since November 2009. From October 2007 to October 2009, Mr. Parikh served as Senior Vice President, Engineering & Operations at Ning, Inc., a social networking company. From April 1999 to October 2007, Mr. Parikh served as Vice President of Engineering at Akamai Technologies, Inc., a cloud services provider. Mr. Parikh holds a Bachelor of Science in mechanical engineering from Virginia Tech.

**Enrique Salem** has served on our board of directors since July 2013. Mr. Salem has served as a Managing Director of Bain Capital Ventures since July 2014. From April 2009 to July 2012, Mr. Salem served as President, Chief Executive Officer and a director of Symantec Corporation, a cybersecurity company. From June 2004 to April 2009, Mr. Salem served in various other senior management positions at Symantec Corporation. From April 2002 to June 2004, Mr. Salem served as the President and Chief Executive Officer of Brightmail, Inc., an email filtering company, which was acquired by Symantec Corporation in 2004. Mr. Salem is currently a director of FireEye, Inc., a publicly-traded network security company, ForeScout Technologies, Inc., an internet of things (IoT) security company, and DocuSign, Inc. an e-signature solutions company and several private companies. Mr. Salem holds a Bachelor of Arts degree in computer science from Dartmouth College.

**Steven Sordello** has served on our board of directors since November 2015. Since July 2007, Mr. Sordello has served as the Chief Financial Officer of LinkedIn Corporation, an online business-oriented social networking service, which was acquired by Microsoft in 2016. From August 2006 to July 2007, Mr. Sordello served as Chief

Financial Officer of TiVo, Inc., a manufacturer of digital video recorders. From May 1999 to October 2005, Mr. Sordello served in several roles, including as Chief Financial Officer, at Ask Jeeves, Inc., an Internet search engine company, which was acquired by IAC in 2005. Prior to that, Mr. Sordello served in various finance roles at Adobe Systems Incorporated, a software company, and Syntex Corporation, a pharmaceuticals company, which was acquired by Roche Pharmaceuticals in 1994. Mr. Sordello is currently a director of Cloudera, Inc., a publicly traded software company. Mr. Sordello holds a Master in Business Administration and a Bachelor of Science in business from Santa Clara University.

**Richard P. Wong** has served on our board of directors since July 2010. Mr. Wong has served as a General Partner to Accel Partners, a venture capital firm, since December 2006. From January 2001 to November 2006, Mr. Wong held a number of executive roles at Openwave Systems Inc., a mobile software company, including Senior Vice President of Products and Chief Marketing Officer. Mr. Wong is currently a director of several private companies. Mr. Wong holds a Master in Management from the MIT Sloan School of Management and a Bachelor of Science in materials science and engineering from the Massachusetts Institute of Technology.

## B. Compensation

### Executive Officers' Compensation

For the fiscal year ended June 30, 2018, we paid an aggregate of \$3,089,691 in cash compensation and benefits to our executive officers, including our Co-Chief Executive Officers who also served as employee directors. We paid our executive officers a base salary and annual cash bonus and made contributions to their retirement funds, however, Messrs. Cannon-Brookes and Farquhar each opted not to participate in our bonus for fiscal 2018.

### Directors' Compensation

#### Employee Directors

For the fiscal year ended June 30, 2018, we did not pay our employee directors any compensation for their services as directors. The table below sets forth the compensation paid to our employee directors for their services as executive officers for the fiscal year ended June 30, 2018:

#### Fiscal Year Ended June 30, 2018 Employee Directors' Compensation (U.S. \$) (1)

Name	Salary/Fees	Benefits	Annual Bonus(2)	Long-Term Incentive	Retirement Benefits(3)	Total
Michael Cannon-Brookes	\$ 297,291	-	-	-	\$ 28,243	\$ 325,534
Scott Farquhar	\$ 297,291	-	-	-	\$ 28,243	\$ 325,534

- (1) For the fiscal year ended June 30, 2018, the cash compensation for our employee directors were set, and paid, in Australian dollars. Currency received by our employee directors in Australian dollars have been converted into U.S. dollars using a monthly average exchange rate for fiscal year 2018 of AUD 1.35 to USD 1.00.
- (2) Messrs. Cannon-Brookes and Farquhar each opted not to participate in our bonus plan during the fiscal year ended June 30, 2018.
- (3) These amounts represent our contributions to each employee director's retirement fund, as required by applicable jurisdictional law.

#### Non-Employee Directors

In connection with our IPO in December 2015, we implemented a formal policy (the "Director Compensation Policy") pursuant to which our non-employee directors are eligible to receive the following cash retainers and equity awards (U.S. \$):

### Annual Retainer for Board Membership

Annual service on the board of directors	\$ 50,000
Additional retainer for annual service as chair of the board of directors	\$ 35,000

### Additional Annual Retainer for Committee Chairs

Annual service as chair of the audit committee	\$ 20,000
Annual service as chair of the compensation and leadership development committee	\$ 15,000
Annual service as chair of the nominating and corporate governance committee	\$ 10,000

Our Director Compensation Policy provides that, upon initial election to our board of directors, each non-employee director will be granted RSUs having a fair market value of \$250,000 (the "Initial Grant") based on the closing trading price of a Class A ordinary share on the date of grant. In addition, on the date of each annual meeting of shareholders, each non-employee director who will continue as a non-employee director following such meeting will be granted an annual award of RSUs having a fair market value of \$225,000 (the "Annual Grant"). If a new non-employee director joins our board of directors on a date other than the date of our annual meeting of shareholders, such non-employee director will be granted a pro-rata portion of the Annual Grant, based on the time between his or her appointment and our next annual meeting of shareholders. The Initial Grant will vest according to the following schedule: 25% will vest on the one-year anniversary of the grant date and the remaining 75% will vest in equal quarterly installments over the next three years, subject to continued service as a director through the applicable vesting dates. The Annual Grant will vest in full on the earlier of (i) the one-year anniversary of the grant date or (ii) the next annual meeting of shareholders, subject to continued service as a director through the applicable vesting date.

All awards granted to our non-employee directors are subject to full accelerated vesting upon the sale of the company.

We reimburse all reasonable out-of-pocket expenses incurred by directors in attending meetings of the board of directors or any committee thereof, or otherwise in connection with the exercise of their powers and responsibilities as directors.

Each of our non-employee directors is required, within four years following his or her first election to our board of directors (or, if later, from the effective date of our Director Compensation Policy), to own Class A ordinary shares having an aggregate value of at least \$250,000.

For the fiscal year ended June 30, 2018, we paid our non-employee directors in accordance with our Director Compensation Policy. The table below sets forth the compensation paid to our non-employee directors for the fiscal year ended June 30, 2018:

### Fiscal Year Ended June 30, 2018 Non-Employee Directors' Compensation (U.S. \$)

Name	Salary/Fees	Benefits	Annual Bonus	Long-Term Incentives(4)	Retirement Benefits	Total
Shona Brown (1)	\$ 72,000	—	—	\$ 225,000 (5)	—	\$ 297,000
Heather Mirjahangir Fernandez	\$ 50,000	—	—	\$ 225,000 (5)	—	\$ 275,000
Sasan Goodarzi	\$ 10,000	—	—	\$ 393,000 (6)	—	\$ 403,000
Jay Parikh	\$ 50,000	—	—	\$ 225,000 (5)	—	\$ 275,000
Enrique Salem	\$ 50,000	—	—	\$ 225,000 (5)	—	\$ 275,000
Steven Sordello (2)	\$ 70,000	—	—	\$ 225,000 (5)	—	\$ 295,000
Richard P. Wong(3)	\$ 60,000	—	—	\$ 225,000 (5)	—	\$ 285,000

(1) Dr. Brown was the chair of the compensation and leadership development committee and chair of the board of directors since April 2018.

(2) Mr. Sordello was the chair of the audit committee.

- (3) Mr. Wong was the chair of the nominating and corporate governance committee.
- (4) The equity awards are not subject to performance measures, so the value of the equity awards have been included in full, notwithstanding that the equity awards are subject to outstanding service-based vesting conditions.
- (5) Each continuing non-employee member of our board of directors received an Annual Grant.
- (6) Mr. Goodarzi joined our board of directors as a non-employee director during the third quarter of fiscal year 2018. As a result, he received an Initial Grant and a pro-rata portion of the Annual Grant based upon the time between his appointment and our next annual meeting of shareholders.

## **Director Agreements**

We entered into director agreements with each of Messrs. Parikh and Salem, each dated July 30, 2013. The director agreements for Messrs. Parikh and Salem each provided the non-employee director with an option to purchase 200,000 shares of restricted stock (automatically converted into the right to receive Class A ordinary shares upon our IPO), in each case at an exercise price of USD \$2.92. The options vest in 48 equal monthly installments from their respective grant dates (each on July 30, 2013). Messrs. Parikh and Salem each early exercised his option and received shares subject to the company's right of repurchase if the applicable director terminates his service for any reason prior to the applicable vesting dates. As of June 30, 2018, no shares for each of Messrs. Parikh and Salem remain unvested and subject to the company's right of repurchase.

We also entered into director agreements with Dr. Brown, Ms. Mirjahangir Fernandez and Mr. Sordello in November 2015, and with Mr. Goodarzi in April 2018, and each were eligible to receive cash retainers and equity awards in accordance with the terms of our Director Compensation Policy.

We have not entered into a director agreement with Mr. Wong. In addition, we have not entered into a director agreement or employment agreement with either Mr. Cannon-Brookes or Mr. Farquhar.

In addition, pursuant our Director Compensation Policy, Messrs. Wong, Parikh and Salem each were eligible to receive cash retainers and an Annual Grant in accordance with the terms of our Director Compensation Policy.

We do not have service contracts with any of our non-employee directors that provide for benefits upon a termination of service.

## **Executive Severance Plan**

In December 2014, we adopted an executive severance plan (the "Executive Severance Plan"), under which certain of our executive officers, excluding Messrs. Cannon-Brookes and Farquhar, may participate. The Executive Severance Plan provides for a severance payment equal to six months of base salary upon a termination by us without "cause" (as defined in the Executive Severance Plan) or a resignation by the executive officer for "good reason" (as defined in the Executive Severance Plan). In addition, upon such a termination within 12 months following a "change in control" (as defined in the Executive Severance Plan) in which outstanding equity awards of the company will be assumed, continued or substituted by the successor entity, an executive officer will generally receive 100% (or such lower percentage as may be determined by our board of directors or the compensation and leadership development committee) accelerated vesting of all unvested and outstanding equity awards held by such executive officer at such time; provided, that any equity awards subject to performance conditions will be deemed satisfied at the target levels specified in the applicable award agreements. Notwithstanding the foregoing, if the outstanding equity awards of the company will not be assumed, continued or substituted by the successor entity in connection with the change in control, then each executive officer will receive 100% accelerated vesting of all unvested and outstanding equity awards held by such executive officer at such time; provided, that any equity awards subject to performance conditions will be deemed satisfied at the target levels specified in the applicable award agreements.

## **Executive Bonus Plan**

We paid cash incentive bonuses to our executive officers for the fiscal year ended June 30, 2018 pursuant to our annual executive bonus plan (the "FY18 Bonus Plan"). Messrs. Cannon-Brookes and Farquhar each opted not to participate in the FY18 Bonus Plan.

The FY18 Bonus Plan provided our executive officers with an opportunity to earn an annual bonus payment with a target equal to 40% or 60%, as applicable, of their base salary and a maximum payout equal to 60% or 90%, as applicable, of their base salary, based on company performance. The Company's performance was measured by revenue and achieved a payout equal to 50% to 75% of such executive officers base salary, as applicable.

## **Retirement Benefits**

For the fiscal year ended June 30, 2018, we contributed approximately \$72,770 into retirement funds on behalf of our executive officers in Australia (as required by applicable jurisdictional law), and approximately \$42,234 into a tax qualified retirement plan ("the 401(k) Plan") on behalf of our executive officers in the United States. Amounts received by our executives in Australian dollars have been converted into U.S. dollars based on the U.S. Department of Treasury reporting rates of exchange [as of June 30, 2018, which provides an exchange rate of USD 1.00 to AUD 1.35].

## **401(k) Plan**

We maintain a 401(k) Plan that provides all regular U.S. employees, including U.S. executive officers, with an opportunity to save for retirement on a tax-advantaged basis. Under our 401(k) Plan, participants may elect to defer a portion of their eligible compensation on a pre-tax and Roth after-tax basis and have it contributed to the plan subject to applicable annual Internal Revenue Code limits. The 401(k) Plan allows for matching contributions to be made by us. Currently, we make a safe harbor match of each participant's contribution up to a maximum of 4% of the participant's base salary, bonus and commissions paid during the applicable contribution period. Employee elective deferrals and safe harbor matching contributions are 100% vested at all times.

## **Health and Welfare Benefits**

Our executive officers are eligible to participate in all of our employee benefit plans, including our medical, dental, life and disability insurance plans, to the same extent as other employees generally in the jurisdiction each executive officer resides. In addition, we generally do not provide our executive officers or directors with material perquisites or other personal benefits.

## **Outstanding Equity Awards, Grants and Options**

We periodically grant options and RSUs to our employees, directors and consultants to enable them to share in our successes and to reinforce a corporate culture that aligns their interests with those of our shareholders.

During the fiscal year ended June 30, 2018, we granted 274,647 RSUs in the aggregate under our 2015 Share Incentive Plan (the "2015 Plan") to our non-employee directors and executive officers. Our non-employee directors were granted equity awards during such fiscal year in accordance with the Director Compensation Policy.

As of June 30, 2018, our executive officers held options to purchase 1,029,646 Class A ordinary shares, and 733,785 RSUs. As of June 30, 2018, our directors held 52,012 RSUs.

## **Equity Compensation Plans**

Prior to our IPO in December 2015, we granted equity awards under three main equity plans, our UK Employee Share Option Plan (the "Share Option Plan"), our 2013 U.S. Share Option Plan (the "2013 Plan") and our 2014 Restricted Share Unit Plan (the "2014 Plan"). Following our IPO in December 2015, we no longer grant equity awards under these equity plans. All equity awards have since been granted under our 2015 Plan.

## **2015 Share Incentive Plan**

Our 2015 Plan was adopted by our board of directors in October 2015 and approved by our shareholders in November 2015 and became effective immediately prior to our IPO in December 2015. The 2015 Plan replaced the Share Option Plan, the 2013 Plan and the 2014 Plan. The 2015 Plan allows the compensation and leadership development committee to make equity-based incentive awards to our officers, employees, directors and consultants; provided, that awards to non-employee directors and consultants will be made under a subplan to the 2015 Plan.

We initially reserved 20,700,000 Class A ordinary shares for the issuance of awards under the 2015 Plan. The 2015 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each July 1, beginning on July 1, 2016, by 5% of the outstanding Class A ordinary shares on the immediately preceding June 30th or such lesser number of Class A ordinary shares as determined by the compensation and leadership development committee in its discretion. This number is subject to adjustment in the event of a share split, share dividend or other change in our capitalization. As of June 30, 2018, 8,416,879 RSUs, 816,504 restricted Class A ordinary shares, and 477,242 options to purchase Class A ordinary shares at a weighted-average exercise price of approximately \$0.75 remained outstanding under the 2015 Plan.

The shares we issue under the 2015 Plan will be newly created shares or shares that we reacquire. The Class A ordinary shares underlying any awards that are forfeited, cancelled, held back upon exercise or settlement of an award to satisfy the exercise price or tax withholding, reacquired by us prior to vesting, satisfied without the issuance of shares, expire or are otherwise terminated (other than by exercise) under the 2015 Plan or our other equity plans will be added back to the Class A ordinary shares available for issuance under the 2015 Plan.

Options and share appreciation rights with respect to no more than 5,000,000 shares may be granted to any one individual in any one calendar year and the maximum “performance-based award” payable to any one “covered employee” during a performance cycle under the 2015 Plan is 5,000,000 shares or \$5,000,000 in the case of cash-based performance awards. The maximum number of shares that may be issued as incentive share options may not exceed 20,700,000 cumulatively increased on July 1, 2016 and on each July 1st thereafter by the lesser of the annual increase for such year or 10,350,000 shares. The value of all awards issued under the 2015 Plan and all other cash compensation paid by us to any non-employee director in any calendar year cannot exceed \$1,500,000.

The 2015 Plan is administered by our compensation and leadership development committee. Our compensation and leadership development committee has full power to select, from among the individuals eligible for awards, the individuals to whom awards will be granted, to make any combination of awards to participants, and to determine the specific terms and conditions of each award, subject to the provisions of the 2015 Plan. Persons eligible to participate in the 2015 Plan will be those full- or part-time officers, employees, non-employee directors and consultants as selected from time to time by our compensation and leadership development committee in its discretion. Our compensation and leadership development committee may also delegate to our Chief Executive Officers, the chair of our compensation and leadership development committee, or a committee including either of such individuals, the power to grant awards to individuals (other than individuals subject to Section 16 of the Exchange Act or Section 162(m) of the Internal Revenue Code of 1986 (the “Code”).

The 2015 Plan permits us to grant options that are intended to qualify as incentive share options under Section 422 of the Code and options that do not so qualify. The per share exercise price of each option will be determined by our compensation and leadership development committee but may not be less than 100% of the fair market value of a Class A ordinary share on the date of grant. An incentive share option that is granted to an employee who owns more than 10% of the combined voting power of all classes of our shares, or a 10% owner, must have a per share exercise price of not less than 110% of the fair market value of a Class A ordinary share on the date of grant. The term of each option will be fixed by our compensation and leadership development committee and may not exceed ten years from the date of grant (five years in the case of an incentive share option held by a 10% owner). Our compensation and leadership development committee will determine at what time or times each option may be exercised. To the extent required for incentive share option treatment under Section 422 of the Code, the aggregate fair market value (determined as of the time of grant) of the shares that first become exercisable by an option holder during any calendar year must not exceed \$100,000. To the extent that any option exceeds this limit, it will constitute a nonqualified share option.

Our compensation and leadership development committee may award share appreciation rights subject to such conditions and restrictions as it may determine. Share appreciation rights entitle the recipient to Class A ordinary shares, or cash, equal to the value of the appreciation in our share price over the exercise price. The per share exercise price may not be less than 100% of fair market value of a share on the date of grant. The term of a share appreciation right may not exceed ten years.

Our compensation and leadership development committee may award restricted Class A ordinary shares and RSUs to participants subject to such conditions and restrictions as it may determine. These conditions and restrictions may include the achievement of certain performance goals and/or continued employment with us through a specified vesting period. Our compensation and leadership development committee may also grant Class A ordinary shares that are free from any restrictions under the 2015 Plan. Unrestricted Class A ordinary shares may be granted to participants in recognition of past services or for other valid consideration and may be issued in lieu of cash compensation due to such participant.

Our compensation and leadership development committee may grant performance share awards to participants that entitle the recipient to receive awards of Class A ordinary shares upon the achievement of certain performance goals and such other conditions as our compensation and leadership development committee shall determine. Our compensation and leadership development committee may grant dividend equivalent rights to participants that entitle the recipient to receive credits for dividends that would be paid if the recipient had held a specified number of Class A ordinary shares.

Our compensation and leadership development committee may grant cash bonuses under the 2015 Plan to participants, subject to the achievement of certain performance goals.

Our compensation and leadership development committee may grant awards of restricted shares, RSUs, performance shares or cash-based awards under the 2015 Plan that are intended to qualify as "performance-based compensation" under Section 162(m) of the Code. These awards will only vest or become payable upon the attainment of performance goals that are established by our compensation and leadership development committee and related to one or more performance criteria. The performance criteria that could be used with respect to any such awards include: total shareholder return, earnings before interest, taxes, depreciation and amortization, net income (loss) (either before or after interest, taxes, depreciation and/or amortization), changes in the market price of our shares, economic value-added, funds from operations or similar measure, sales or revenue or bookings, acquisitions or strategic transactions, operating income (loss), cash flow (including, but not limited to, operating cash flow and free cash flow), return on capital, assets, equity, or investment, return on sales, gross or net profit levels, productivity, expense, margins, operating efficiency, customer satisfaction, working capital, earnings (loss) per share of our shares, sales or market shares, number of customers and number of average users, any of which may be measured in absolute terms, as compared to any incremental increase or as compared to results of a peer group.

The 2015 Plan provides that upon the effectiveness of a "sale event," as defined in the 2015 Plan, an acquirer or successor entity may assume, continue or substitute for the outstanding awards under the 2015 Plan. To the extent that awards granted under the 2015 Plan are not assumed or continued or substituted by the successor entity, all unvested and/or unexercisable awards with time-based vesting, conditions or restrictions granted under the 2015 Plan shall fully accelerate, and all awards with conditions and restrictions relating to the attainment of performance goals may become vested and nonforfeitable in the plan administrator's discretion or to the extent specified in the applicable award agreement, in each case prior to the effectiveness of the sale event and then shall terminate. In the event of such termination, individuals holding options and share appreciation rights will be permitted to exercise such options and share appreciation rights (to the extent exercisable) prior to the sale event. In addition, in connection with the termination of the 2015 Plan upon a sale event, we may make or provide for a cash payment to participants holding vested and exercisable options and share appreciation rights equal to the difference between the per share cash consideration payable to shareholders in the sale event and the exercise price of the options or share appreciation rights.

Our board of directors may amend or discontinue the 2015 Plan and our compensation and leadership development committee may amend or cancel outstanding awards for purposes of satisfying changes in law or any other lawful purpose, but no such action may adversely affect rights under an award without the holder's consent. Certain amendments to the 2015 Plan require the approval of our shareholders.

No awards may be granted under the 2015 Plan after the date that is ten years from the date of shareholder approval of the 2015 Plan.

### ***Atlassian UK Employee Share Option Plan***

The Share Option Plan was adopted in November 2013. Following our IPO in December 2015, we no longer grant any equity awards under this plan and any shares remaining available for issuance were cancelled. The Share Option Plan will continue to govern outstanding awards granted thereunder. As of June 30, 2018, options to purchase 808,799 Class A ordinary shares remained outstanding under the Share Option Plan at a weighted-average exercise price of approximately \$2.47 per share.

The Share Option Plan allowed for the grant of options to our eligible employees, consultants or directors.

The Share Option Plan is administered by our compensation and leadership development committee. The administrator has full power to select, from among the individuals eligible for options, the individuals to whom options will be granted, determine the specific terms and conditions of each option, administer the Share Option Plan and delegate functions and powers as it may consider appropriate to administer the Share Option Plan to any person or persons capable of performing those functions and exercising those powers.

An option, whether vested or unvested, lapses on the earliest to occur on the date: (i) specified in the offer to participate in the Share Option Plan; (ii) on which a “cessation event” (as defined in the Share Option Plan) occurs; (iii) on which the option otherwise lapses under the terms of the Share Option Plan; (iv) on which any lapsing event occurs as specified in the offer to participate in the Share Option Plan; and (v) if no date is specified and the option has not otherwise lapsed, June 30, 2017. We may elect to purchase options, whether vested or not, from an option holder prior to the options being exercised.

Upon the occurrence of an “exit event” (as defined in the Share Option Plan), each option will either be (i) assumed or an equivalent option or right will be substituted by such successor corporation or a parent or subsidiary of such successor operation or (ii) terminated in exchange for a payment of cash, securities and/or other property equal to the excess of the fair market value of the portion of the options that are vested and exercisable immediately prior to the consummation of the exit event over the per share exercise price thereof.

Our board of directors may amend the Share Option Plan at any time; however, such amendment must not adversely affect the rights of option holders, without their consent, unless such amendment is required by applicable law.

### ***2013 U.S. Share Option Plan***

The 2013 Plan was adopted in November 2013. Following our IPO in December 2015, we no longer grant any equity awards under this plan and any shares remaining available for issuance were cancelled. The 2013 Plan will continue to govern outstanding awards granted thereunder. As of June 30, 2018, options to purchase 1,437,141 Class A ordinary shares remained outstanding under the 2013 Plan at a weighted-average exercise price of approximately \$2.93 per share.

The 2013 Plan allowed for the grant of options to our employees, directors and consultants.

The 2013 Plan is administered by our compensation and leadership development committee. The administrator has full power to select, from among the individuals eligible for options, the individuals to whom options will be granted, to implement an option exchange program, to determine the specific terms and conditions of each option and to construe and interpret the terms of the 2013 Plan and any award agreements thereunder.

The 2013 Plan permitted the granting of both options to purchase restricted shares intended to qualify as incentive share options under Section 422 of the Code and options that do not so qualify. Incentive share options were only granted to employees and were required to meet certain other requirements. The per share option exercise price of each option was determined by our compensation and leadership development committee but were not be less than 100% of the fair market value of a restricted share on the date of grant. The term of each option did not exceed seven years from the date of grant (five years in the case of an incentive share option held by a 10% owner). The administrator determines at what time or times each option may be exercised.

The 2013 Plan provides that upon the effectiveness of a “corporate transaction,” as defined in the 2013 Plan, each outstanding option will either be (i) assumed or an equivalent award will be substituted by the successor corporation or a parent or subsidiary of such successor corporation or (ii) terminated, in exchange for payment of cash, securities and/or other property for vested and exercisable options.

Our board of directors may amend or discontinue the 2013 Plan at any time; however, such amendment must not adversely affect the rights of option holders without their consent. Certain amendments to the 2013 Plan require the approval of our shareholders.

### ***2014 Restricted Share Unit Plan***

The 2014 Plan was adopted in March 2014. Following our IPO in December 2015, we no longer grant any equity awards under this plan and any shares remaining available for issuance were cancelled. The 2014 Plan will continue to govern outstanding awards granted thereunder. As of June 30, 2018, 1,184,794 RSUs remained outstanding under the 2014 Plan.

The 2014 Plan allowed for the grant of RSUs to our officers, employees, directors and consultants.

The 2014 Plan is administered by our compensation and leadership development committee. The administrator has full power to select, from among the individuals eligible for RSUs, the individuals to whom RSUs will be granted, accelerate the vesting of all or any portion of the RSUs, administer the 2014 Plan and determine the specific terms and conditions of each RSU, subject to the provisions of the 2014 Plan.

The 2014 Plan permitted the granting of RSUs subject to such conditions and restrictions as the compensation and leadership development committee determine. These conditions and restrictions may have included the achievement of certain performance goals and/or continued employment with us through a specified vesting period.

The 2014 Plan provides that upon the effectiveness of a “sale event,” as defined in the 2014 Plan, each unvested RSU will be forfeited immediately prior to such sale event, unless assumed or continued by the successor entity, or awards of the successor entity or parent thereof are substituted therefor. In addition, in the event of a sale event, we may make a cash payment to holders of RSUs in exchange for the cancellation thereof.

Our board of directors may amend or discontinue the 2014 Plan but no such actions may adversely affect the rights of an RSU holder without consent.

### ***2015 Employee Share Purchase Plan***

The 2015 Employee Share Purchase Plan (“ESPP”) was adopted by our board of directors in October 2015 and approved by our shareholders in November 2015. We may, but have not yet elected to, implement the ESPP.

The ESPP initially reserves and authorizes up to a total of 5,700,000 Class A ordinary shares to participating employees. The ESPP provides that the number of shares reserved and available for issuance will automatically increase each July 1st, beginning on July 1, 2016, by the lesser of (i) 2,850,000 Class A ordinary shares, (ii) 1% of the outstanding number Class A ordinary shares on the immediately preceding June 30th, or (iii) such lesser number of Class A ordinary shares as determined by the plan administrator. The share reserve is subject to adjustment in the event of a share split, share dividend or other change in our capitalization.

The ESPP is administered by our compensation and leadership development committee. The administrator has the authority to make all determinations for administration of the ESPP.

All employees employed by us or by any of our designated affiliates whose customary employment is for more than 20 hours a week (unless this exclusion is not permitted by applicable law) are eligible to participate in the ESPP. Any employee who owns 5% or more of the total combined voting power or value of all classes of our shares is not eligible to purchase Class A ordinary shares under the ESPP.

Offerings to our employees to purchase Class A ordinary shares under the ESPP may be made at such times as determined by the administrator. Offerings will continue for such period, referred to as offering periods, as the administrator may determine, but may not be longer than 27 months. Each eligible employee may elect to participate in any offering by submitting an enrollment form before the applicable offering date.

Each employee who is a participant in the ESPP may purchase Class A ordinary shares by authorizing payroll deductions of up to 10% of his or her eligible compensation during an offering period. Unless the participating employee has previously withdrawn from the offering, his or her accumulated payroll deductions will be used to purchase Class A ordinary shares on the last business day of the applicable offering period equal to the lower of (i) the accumulated payroll deductions divided by either a per share price equal to 85% of the fair market value of a share of our Class A ordinary shares on the first business day or the last business day of the offering period, whichever is lower, (ii) 2,500 Class A ordinary shares, or (iii) such other lesser maximum number of Class A ordinary shares as shall have been established by the administrator in advance of the offering. Under applicable tax rules, an employee may purchase no more than \$25,000 worth of Class A ordinary shares, valued at the start of the purchase period, under the ESPP in any calendar year.

The accumulated payroll deductions of any employee who is not a participant on the last day of an offering period will be refunded. An employee's rights under the ESPP terminate upon voluntary withdrawal from the plan or when the employee ceases employment with us for any reason.

The ESPP may be terminated or amended by our compensation and leadership development committee or board of directors at any time. An amendment that increases the number of our Class A ordinary shares that are authorized under the ESPP and certain other amendments require the approval of our shareholders. The plan administrator may adopt subplans under the ESPP for employees of our non-U.S. subsidiaries and may permit such employees to participate in the ESPP on different terms, to the extent permitted by applicable law.

## **C. Board Practices**

### **Composition of our Board of Directors**

Our board of directors currently consists of nine members, all of whom were elected pursuant to the board composition provisions of our articles of association. Under our amended and restated articles of association, the appointment of directors is determined by a majority of our board of directors and there are no contractual rights for any shareholder to appoint a director to the board of directors.

### **Director Independence**

Our board of directors has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment and affiliations, our board of directors has determined that Messrs. Goodarzi, Parikh, Salem, Sordello and Wong, Dr. Brown and Ms. Mirjahangir Fernandez do not have relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the NASDAQ listing standards. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our shares by each non-employee director and the transactions described in "Related Party Transactions."

### **Committees of the Board of Directors**

Our board of directors has established an audit committee, a compensation and leadership development committee and a nominating and corporate governance committee. The composition and responsibilities of each of the committees of our board of directors are described below. Members serve on these committees until their resignation or until otherwise determined by our board of directors. Our board of directors may establish other committees as it deems necessary or appropriate from time to time.

## **Audit Committee**

Messrs. Salem and Sordello and Ms. Mirjahangir Fernandez, each of whom is a non-employee director, comprise our audit committee. Mr. Sordello is the chair of our audit committee. Our board of directors has determined that each of the members of our audit committee satisfies the requirements for independence and financial literacy under the listing standards of NASDAQ and SEC rules and regulations. Our board of directors has determined that Mr. Sordello qualifies as an “audit committee financial expert” as defined in the SEC rules and satisfies the financial sophistication requirements of the NASDAQ listing standards. Our audit committee is responsible for, among other things:

- selecting and hiring our independent registered public accounting firm;
- evaluating the performance and independence of our independent registered public accounting firm and the performance of the company’s internal audit function;
- approving the audit and pre-approving any non-audit services to be performed by our independent registered public accounting firm;
- reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;
- reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures;
- overseeing and reviewing our guidelines and policies that govern the process by which our exposure to risk is assessed and managed by management
- overseeing procedures for the treatment of complaints on accounting, internal accounting controls, or audit matters;
- reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit and the financial statements included in our publicly filed reports; and
- reviewing and approving any proposed related person transactions.

Our audit committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the NASDAQ listing standards.

## ***Compensation and Leadership Development Committee***

Messrs. Goodarzi and Parikh and Dr. Brown, each of whom is a non-employee director, comprise our compensation and leadership development committee. Mr. Wong resigned from our compensation and leadership development committee in April 2018, and was concurrently replaced by Mr. Goodarzi. Dr. Brown is the chair of our compensation and leadership development committee. Although the rules of NASDAQ do not require the compensation and leadership development committee to be comprised entirely of independent directors for as long as we remain a foreign private issuer, our board of directors has determined that each member of our compensation and leadership development committee satisfies the requirements for independence under the NASDAQ listing standards and the applicable rules and regulations of the SEC. Each member of our compensation and leadership development committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Our compensation and leadership development committee is responsible for, among other things:

- reviewing and evaluating our Co-Chief Executive Officers' and other executive officers' compensation, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control agreements, and any other benefits, compensation or arrangements;
- administering our equity and cash compensation plans; and other material benefit programs; and

- overseeing our overall compensation philosophy, compensation plans and benefits programs.

Our compensation and leadership development committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the NASDAQ listing standards.

### ***Nominating and Corporate Governance Committee***

Messrs. Salem and Wong and Ms. Mirjahangir Fernandez, each of whom is a non-employee director, comprise our nominating and corporate governance committee. Mr. Wong is the chair of our nominating and corporate governance committee. Our board of directors has determined that each member of our nominating and corporate governance committee satisfies the requirements for independence under the NASDAQ listing standards. Our nominating and corporate governance committee is responsible for, among other things:

- evaluating and making recommendations regarding the composition, qualification, organization and governance of our board of directors and its committees;
- evaluating and making recommendations regarding the creation of additional committees or the change in mandate or dissolution of committees; and
- reviewing and making recommendations with regard to our corporate governance guidelines.

Our nominating and corporate governance committee operates under a written charter that satisfies the NASDAQ listing standards.

### **D. Employees**

We have made significant investments in our business to support future growth, including a substantial increase in our global employee base. As of June 30, 2018, 2017 and 2016, we had 2,638, 2,193, and 1,760 employees, respectively.

### **E. Share Ownership**

For information regarding the share ownership of our directors and executive officers, please refer to “Item 6.B. Compensation” and “Item 7.A. Major Shareholders.”

## **Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

### **A. Major Shareholders**

The following table sets forth information with respect to the beneficial ownership of our shares as of June 30, 2018 by:

- each executive officer;
- our directors;
- our directors and executive officers as a group; and
- each person or entity known by us to own beneficially more than 5% of any class of our outstanding shares (by number or by voting power).

We have determined beneficial ownership in accordance with the rules and regulations of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Except as indicated by the footnotes below, we believe, based on information furnished to us, that the persons and entities named in the table below have sole voting and sole investment power with respect to all shares that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 106,199,671 Class A ordinary shares and 129,942,506 Class B ordinary shares outstanding as of June 30, 2018. In computing the number of shares beneficially owned by a person and the percentage ownership of such person, we deemed to be outstanding all shares subject to options held by the person that are currently exercisable or exercisable within 60 days of June 30, 2018. However, except as described above, we did not deem such shares outstanding for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Shares Beneficially Owned				% of Total Voting Power (1)
	Class A		Class B		
	Shares	%	Shares	%	
<b>5% Shareholders:</b>					
Entities affiliated with Artisan Partners Limited Partnership (2)	10,026,239	9.44%	-	-	*
Entities affiliated with Baillie Gifford & Co. (3)	8,896,841	8.38%	-	-	*
Entities affiliated with FMR LLC (4)	7,227,202	6.81%	-	-	*
Entities affiliated with Janus Henderson Group PLC (5)	7,224,883	6.80%	-	-	*
Entities affiliated with Wellington Management Group LLC (6)	5,854,316	5.51%	-	-	*
Entities affiliated with T. Rowe Price Associates, Inc. (7)	17,783,268	16.75%	-	*	1.27%
<b>Directors and Executive Officers:</b>					
Michael Cannon-Brookes (8)	-	-	64,265,003	49.46%	45.72%
Scott Farquhar (9)	-	-	64,265,003	49.46%	45.72%
Jay Simons (10)	1,401,000	1.31%	333,000	*	*
James Beer	-	*	-	-	-
Tom Kennedy (11)	153,646	*	-	-	*
Sri Viswanath (12)	123,715	*	-	-	*
Helen Russell (13)	17,825	-	-	-	*
Shona Brown (14)	30,882	*	-	-	*
Heather Mirjahangir Fernandez (15)	13,156	*	-	-	*
Jay Parikh (16)	200,000	*	-	-	*
Enrique Salem (17)	120,803	*	-	-	*
Steven Sordello (18)	30,882	*	-	-	*
Sasan Goodarzi	-	-	-	-	-
Richard P. Wong (19)	181,013	*	-	-	*
All directors and executive officers as a group (14) persons) (20)	2,272,922	2.12%	128,863,006	98.92%	91.77%

\*Represents beneficial ownership of less than 1%

(1) Percentage of total voting power represents voting power with respect to all shares of our Class A ordinary shares and Class B ordinary shares as a single class. Holders of Class A ordinary shares are entitled to one vote per share and holders of Class B ordinary shares are entitled to ten votes per share.

(2) Based on information reported by Artisan Partners Limited Partnership (“Artisan”), Artisan Investments GP LLC, Artisan Partners Holdings LP, and Artisan Partners Asset Management Inc. on Schedule 13G filed with the SEC on May 9, 2018. Of the shares of Class A ordinary shares beneficially owned, Artisan, Artisan Investments GP LLC, Artisan Partners Holdings LP, and Artisan Partners Asset Management Inc. each reported that it has shared dispositive power with respect to 10,026,239 shares, and shared voting power with respect to 9,152,413 shares. Entities affiliated with Artisan listed their address as 875 East Wisconsin Avenue, Suite 800, Milwaukee, WI 53202.

(3) Based on information reported by Baillie Gifford & Co (“Baillie Gifford”) on Schedule 13G filed with the SEC on January 10, 2018. Of the shares of Class A ordinary shares beneficially owned, Baillie Gifford reported that it has sole dispositive power with respect to 8,896,841 shares, and sole voting power with respect to 4,457,238 shares. Baillie Gifford listed their address as Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, Scotland, UK.

(4) Based on information reported by FMR LLC. ("FMR") and Abigail P. Johnson on Schedule 13G filed with the SEC on February 13, 2018. Of the shares of Class A ordinary shares beneficially owned, FMR reported that it has sole dispositive power with respect to 7,227,202 shares, and sole voting power with respect to 885,900 shares. Of the shares of Class A ordinary shares beneficially owned, Abigail P. Johnson reported that it has sole dispositive power with respect to 7,227,202 shares. Entities affiliated with FMR listed their address as 245 Summer Street, Boston, Massachusetts 02210.

(5) Based on information reported by Janus Henderson Group PLC ("Janus Henderson Group") and Janus Henderson Enterprise Fund on Schedule 13G filed with the SEC on February 13, 2018. Of the shares of Class A ordinary shares beneficially owned, Janus Henderson Group reported that it has shared dispositive power and shared voting power with respect to 7,224,883 shares. Of the shares of Class A ordinary shares beneficially owned, Janus Henderson Enterprise Fund reported that it has sole dispositive power and sole voting power with respect to 5,128,645 shares. Janus Henderson Group listed their address as 201 Bishopsgate EC2M 3AE, United Kingdom. Janus Henderson Enterprise Fund listed their address as 151 Detroit Street, Denver, Colorado 80206.

(6) Based on information reported by Wellington Management Group LLP ("Wellington Management"), Wellington Group Holdings LLP, and Wellington Investment Advisors Holdings LLP on Schedule 13G filed with the SEC on February 8, 2018. Of the shares of Class A ordinary shares beneficially owned, Wellington Management, Wellington Group Holdings LLP, and Wellington Investment Advisors Holdings LLP each reported that it has shared dispositive power with respect to 5,854,316 shares, and shared voting power with respect to 3,887,510 shares. Entities affiliated with Wellington Management listed their address as 280 Congress Street, Boston, Massachusetts 02210.

(7) Based on information reported by T. Rowe Price Associates, Inc. ("T. Rowe Price") and T. Rowe Price New Horizons Fund, Inc. on Schedule 13G filed with the SEC on February 14, 2018. Of the shares of Class A ordinary shares beneficially owned, T. Rowe Price reported that it has sole dispositive power with respect to 17,783,268 shares, and sole voting power with respect to 4,903,698 shares. Of the shares of Class A ordinary shares beneficially owned, T. Rowe Price New Horizons Fund, Inc., reported that it has sole voting power with respect to 6,001,437 shares. Entities affiliated with T. Rowe Price listed their address as 100 E. Pratt Street, Baltimore, Maryland 21202.

(8) Consists of (i) 9,816,513 Class B ordinary shares held of record by Mr. Cannon-Brookes and (ii) 54,448,490 Class B ordinary shares held of record by Grokco Pty Ltd as trustee for the Grok Trust.

(9) Consists of (i) 9,816,513 Class B ordinary shares held of record by Mr. Farquhar and (ii) 54,448,490 Class B ordinary shares held of record by Skip Enterprises Pty Limited as trustee for the Farquhar Family Trust.

(10) Consists of (i) 245,561 Class B ordinary shares held of record by Mr. Simons, (ii) 87,439 Class B ordinary shares held of record by The Jay Norman Simons 2013 Annuity Trust, in which Mr. Simons shares voting and dispositive power, (iii) 500,000 Class A ordinary shares held of record by Mr. Simons, and (iv) 901,000 Class A ordinary shares subject to outstanding options that are exercisable within 60 days of June 30, 2018.

(11) Consists of (i) 25,000 Class A ordinary shares held of record by Mr. Kennedy and (ii) 128,646 Class A ordinary shares subject to outstanding options that are exercisable within 60 days of June 30, 2018.

(12) Consists of 123,715 Class A ordinary shares held of record by Mr. Viswanath.

(13) Consists of (i) 5,776 Class A ordinary shares held of record by Ms. Russell and (ii) 12,049 RSUs that vest within 60 days of June 30, 2018.

(14) Consists of (i) 30,012 Class A ordinary shares held of record by Dr. Brown and (ii) 870 RSUs that vest within 60 days of June 30, 2018.

(15) Consists of (i) 12,286 Class A ordinary shares held of record by Ms. Fernandez and (ii) 870 RSUs that vest within 60 days of June 30, 2018.

(16) Consists of 200,000 Class A ordinary shares held of record by Mr. Parikh as trustee of the Jay and Dhivya Parikh Revocable Trust.

(17) Consists of 120,803 Class A ordinary shares held of record by Mr. Salem.

(18) Consists of (i) 30,012 Class A ordinary shares held of record by Mr. Sordello and (ii) 870 RSUs that vest within 60 days of June 30, 2018.

(19) Consists of 181,013 Class A ordinary shares held of record by Mr. Wong.

(20) Consists of (i) 1,228,617 Class A ordinary shares, (ii) 128,863,006 Class B ordinary shares, (iii) options to purchase 1,029,646 Class A ordinary shares that are exercisable within 60 days of June 30, 2018 and (iv) 14,659 RSUs that vest within 60 days of June 30, 2018.

Two of our major shareholders, Michael Cannon-Brookes and Scott Farquhar, hold the majority of our outstanding Class B ordinary shares.

We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

As of June 30, 2018, approximately 44.63% of our outstanding shares were held by one record holder in the United States (Cede and Company).

As of June 30, 2018, entities affiliated with Accel Partners no longer hold greater than 5% of our outstanding ordinary shares.

## **B. Related Party Transactions**

Other than as described below, since July 1, 2017, there has not been any transaction to which we were or are a party in which we, any of our directors, executive officers, associates, holders of more than 5% of any class of our voting securities, or any affiliates or member of the immediate family of any of the foregoing persons, had or will have a direct or indirect material interest.

### **RSUs**

During the fiscal year ended June 30, 2018, we granted RSUs to our non-employee directors and certain of our executive officers.

### **Indemnification Agreements**

We have entered into indemnification agreements with our directors and executive officers to indemnify them to the maximum extent allowed under applicable law. These agreements indemnify these individuals against certain costs, charges, losses, liabilities, damages and expenses incurred by such director in the execution or discharge of his duties. These agreements do not indemnify our directors against any liability attaching to such individuals in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he or she is a director, which would be rendered void under the Companies Act.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, executive officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

## **Registration Agreement**

In July 2010, our predecessor entity, Atlassian Corporation Pty Ltd., entered into a Registration Agreement with certain holders of our outstanding share capital, including Michael Cannon-Brookes and Scott Farquhar. As of June 30, 2018, certain holders of our Class A ordinary shares and our Class B ordinary shares, including our founders, are entitled to rights with respect to the registration of their shares under the Securities Act.

## **Atlassian Foundation**

The Atlassian Foundation was established in 2008 with the vision of helping to make the world better. Together with the more recently incorporated Atlassian Foundation International Limited, the Atlassian Foundation works on a range of different projects in conjunction with organizations including the Australian Government Department of Foreign Affairs and Trade, Massachusetts Institute of Technology, Room to Read, 40K Foundation, Raspberry Pi Foundation, Open Learning Exchange and Ruangguru.

We contribute approximately 1% of our annual profits and all revenues associated with our starter licenses for on-premises products to the Atlassian Foundation. We donated \$1.9 million to the Atlassian Foundation in fiscal 2018. Additionally, since the Atlassian Foundation's inception, we have provided, at no charge, certain resources to Atlassian Foundation employees such as office space and salaries.

## **LinkedIn**

In fiscal 2018, we purchased approximately \$1.2 million of services from LinkedIn Corporation, for recruiting purposes, in the ordinary course of business. Mr. Sordello, one of our board members, is Chief Financial Officer of LinkedIn. The transactions between Atlassian and LinkedIn were not negotiated by Mr. Sordello and were conducted on an arm's length basis. Mr. Sordello does not have a material interest in the relationship described above.

## **Intuit**

In fiscal 2018, Intuit purchased approximately \$0.4 million of products from us, in the ordinary course of business. Mr. Goodarzi, one of our board members, is Executive Vice President and General Manager of Intuit's Small Business Group. The transactions between Atlassian and Intuit were not negotiated by Mr. Goodarzi and were conducted on an arm's length basis. Mr. Goodarzi does not have a material interest in the relationship described above.

## **Certain Relationships**

From time to time, we engage in certain transactions with other companies affiliated with our directors, executive officers, and significant shareholders or their immediate family members. We believe that all such arrangements have been entered into in the ordinary course of business and have been conducted on an arm's-length basis and do not represent a material interest to such directors, executive officers or significant shareholders.

## **Policies and Procedures for Related Party Transactions**

The audit committee has the primary responsibility for reviewing and approving or disapproving related party transactions, which are transactions between us and related persons in which we or a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director or greater than 5% beneficial owner of our ordinary shares, in each case since the beginning of the most recently completed year, and their immediate family members. Our audit committee charter provides that the audit committee shall review and approve or disapprove any related party transactions.

## **C. Interests of Experts and Counsel**

Not applicable.

## **Item 8. FINANCIAL INFORMATION**

## A. Consolidated Statements and Other Financial Information

See “Item 18. Financial Statements.”

### Legal Proceedings

We are not a party to any material legal proceedings. From time to time we may be subject to legal proceedings and claims arising in the ordinary course of business.

### Dividend Policy

While we have in the past paid limited dividends, we do not have any present or future plan to pay dividends on our shares. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant.

## B. Significant Changes

We have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

## Item 9. THE OFFER AND LISTING

### A. Offer and Listing Details

Our Class A ordinary shares are traded on NASDAQ under the symbol “TEAM.” The following table sets forth for the periods indicated the high and low sales prices per Class A ordinary share as reported on NASDAQ (in U.S. \$):

	High	Low
<b>Annual highs and lows</b>		
Fiscal year 2016 (from December 10, 2015)	31.46	16.92
Fiscal year 2017	37.90	23.80
Fiscal year 2018	68.75	33.16
<b>Quarterly highs and lows</b>		
First fiscal quarter 2017	35.16	25.22
Second fiscal quarter 2017	30.00	23.80
Third fiscal quarter 2017	30.24	24.20
Fourth fiscal quarter 2017	37.90	29.56
First fiscal quarter 2018	39.25	33.16
Second fiscal quarter 2018	53.45	35.00
Third fiscal quarter 2018	62.17	45.61
Fourth fiscal quarter 2018	68.75	51.76
<b>Monthly highs and lows</b>		
January 2018	55.91	45.61
February 2018	57.47	47.74
March 2018	62.17	50.84
April 2018	62.78	51.76
May 2018	66.00	55.11
June 2018	68.75	60.39

### B. Plan of Distribution

Not applicable.

### **C. Markets**

Our Class A ordinary shares are quoted on NASDAQ under the symbol "TEAM."

### **D. Selling Shareholders**

Not applicable.

### **E. Dilution**

Not applicable.

### **F. Expenses of the Issue**

Not applicable.

## **Item 10. ADDITIONAL INFORMATION**

### **A. Share Capital**

Not applicable.

### **B. Memorandum and Articles of Association**

The information required by this section, including a summary of certain key provisions of our articles of association, is set forth in the Registration Statement on Form F-1 filed with the Securities and Exchange Commission on December 7, 2015 and is incorporated herein by reference.

### **C. Material Contracts**

We have not entered into any material contracts other than in the ordinary course of business and other than those described in "Item 4. Information on the Company," "Item 5. Operating and Financial Review and Prospects" or elsewhere in this annual report.

### **D. Exchange Controls**

Other than applicable taxation, anti-money laundering and counter-terrorist financing law and regulations and certain economic sanctions which may be in force from time to time, there are currently no English laws or regulations, or any provision of our articles of association, which would prevent the import or export of capital or remittance of dividends, interest and other payments to holders of our securities who are not residents of the U.K. on a general basis.

## **E. Taxation**

### **Material U.K. Tax Considerations**

The comments set out below are based on current United Kingdom tax law as applied in England and HM Revenue & Customs (“HMRC”) practice (which may not be binding on HMRC) as of the date of this annual report, both of which are subject to change, possibly with retrospective effect. They are intended as a general guide and apply only to our shareholders resident and, in the case of an individual, domiciled for tax purposes in the United Kingdom and to whom “split year” treatment does not apply (except insofar as express reference is made to the treatment of non-United Kingdom residents), who hold Class A ordinary shares as an investment and who are the absolute beneficial owners thereof. The discussion does not address all possible tax consequences relating to an investment in the Class A ordinary shares. Certain categories of shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefitting from certain reliefs or exemptions, those connected with us, those that own (or are deemed to own) 5% or more of our shares and/or voting power (either alone or together with connected persons) and those for whom the Class A ordinary shares are employment-related securities may be subject to special rules and this summary does not apply to such shareholders and any general statements made in this disclosure do not take them into account. This summary does not address any inheritance tax considerations.

This summary is for general information only and is not intended to be, nor should it be considered to be, legal or tax advice to any particular investor. It does not address all of the tax considerations that may be relevant to specific investors in light of their particular circumstances or to investors subject to special treatment under U.K. tax law. In particular:

#### **Taxation of Dividends**

We will not be required to withhold amounts on account of United Kingdom tax at source when paying a dividend.

#### **Individuals**

UK resident and domiciled holders do not have to pay tax on the first £2,000 of dividend income received in the 2018/2019 tax year (the “dividend allowance”). However tax will be levied on any dividends received over the dividend allowance at 7.5% on dividend income within the basic rate band, 32.5% on dividend income within the higher rate band and 38.1% on dividend income within the additional rate band.

#### **Corporate Shareholders**

Although shareholders who are within the charge to corporation tax would strictly be subject to corporation tax on dividends paid by us (subject to special rules for such shareholders that are “small” companies), generally such dividends will fall within an exempt class and will not be subject to corporation tax (provided certain conditions are met and anti-avoidance rules are satisfied). However, each shareholder’s position will depend on its own individual circumstances and shareholders within the charge to corporation tax should consult their own professional advisers.

#### **Non-Residents**

A shareholder resident outside the United Kingdom may also be subject to foreign taxation on dividend income under local law. Shareholders who are not resident for tax purposes in the United Kingdom should obtain their own tax advice concerning tax liabilities on dividends received from us.

#### **Taxation of Capital Gains on Disposals of Class A ordinary shares**

##### **U.K. Shareholders**

Shareholders who are resident in the United Kingdom, and individual shareholders who are temporarily non-resident and subsequently resume residence in the United Kingdom within a certain time, may depending on their circumstances and the availability of exemptions or reliefs (including, for example, the annual exempt amount

for individuals), be liable to United Kingdom taxation on chargeable gains in respect of gains arising from a sale or other disposal (or deemed disposal) of the Class A ordinary shares.

### **Non-U.K. Shareholders**

An individual holder who is not a United Kingdom resident shareholder will not be liable to United Kingdom capital gains tax on chargeable gains realized on the disposal of his or her Class A ordinary shares unless such shareholder carries on (whether solely or in partnership) a trade, profession or vocation in the United Kingdom through a branch or agency in the United Kingdom to which the shares are attributable. In these circumstances, such shareholder may, depending on his or her individual circumstances, be chargeable to United Kingdom capital gains tax on chargeable gains arising from a disposal of his or her shares.

A corporate holder of shares who is not a United Kingdom resident shareholder will not be liable for United Kingdom corporation tax on chargeable gains realized on the disposal of its shares unless it carries on a trade in the United Kingdom through a permanent establishment to which the shares are attributable. In these circumstances, a disposal of shares by such shareholder may give rise to a chargeable gain or an allowable loss for the purposes of United Kingdom corporation tax.

### **Stamp Duty and Stamp Duty Reserve Tax**

*The statements in this section titled "Stamp Duty and Stamp Duty Reserve Tax ("SDRT")" are intended as a general guide to the current United Kingdom stamp duty and SDRT position. The discussion below relates to shareholders wherever resident, but investors should note that certain categories of person are not liable to stamp duty or SDRT and others may be liable at a higher rate or may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.*

#### **General**

Except in relation to depositary receipt systems and clearance services (to which the special rules outlined below apply):

- (i) No stamp duty or SDRT will arise on the issue of Class A ordinary shares in registered form by us.
- (ii) An agreement to transfer Class A ordinary shares will normally give rise to a charge to SDRT at the rate of 0.5% of the amount or value of the consideration payable for the transfer. SDRT is, in general, payable by the purchaser.
- (iii) Instruments transferring Class A ordinary shares will generally be subject to stamp duty at the rate of 0.5% of the consideration given for the transfer (rounded up to the next £5). The purchaser normally pays the stamp duty.
- (iv) If a duly stamped transfer completing an agreement to transfer is produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional), any SDRT already paid is generally repayable, normally with interest, and any SDRT charge yet to be paid is cancelled.

#### **Depositary Receipt Systems and Clearance Services**

UK domestic law provides that where our Class A ordinary shares are issued or transferred to a depositary receipt system or clearance service (or their nominees or agents) SDRT (in the case of an issue of shares) and stamp duty or SDRT (in the case of a transfer of shares) may be payable, broadly at the higher rate of 1.5% of the amount or value of the consideration given (or, in certain circumstances, the value of the shares) (rounded up to the nearest £5 in the case of stamp duty). Generally, transfers within such depositary receipt system or clearance service are thereafter not subject to stamp duty or SDRT, provided that (in the case of a clearance service) no election under section 97A of the Finance Act 1986 has been made (as to which, see further below).

However, following the European Court of Justice decision in *C-569/07 HSBC Holdings Plc, Vidacos Nominees Limited v. The Commissioners of Her Majesty's Revenue & Customs* and the First-tier Tax Tribunal decision in *HSBC Holdings Plc and The Bank of New York Mellon Corporation v. The Commissioners of Her Majesty's Revenue & Customs*, HMRC has confirmed that a charge to 1.5% SDRT is no longer payable when new shares are issued to a clearance service (such as, in our understanding, DTC) or depositary receipt system.

HMRC remains of the view that where Class A ordinary shares are transferred (a) to, or to a nominee or an agent for, a person whose business is or includes the provision of clearance services or (b) to, or to a nominee or an agent for, a person whose business is or includes issuing depositary receipts, stamp duty or SDRT will generally be payable at the higher rate of 1.5% of the amount or value of the consideration given or, in certain circumstances, the value of the Class A ordinary shares.

There is an exception from the 1.5% charge on the transfer to, or to a nominee or agent for, a clearance service where the clearance service has made and maintained an election under section 97A(1) of the Finance Act 1986 which has been approved by HMRC and which applies to the Class A ordinary shares. In these circumstances, SDRT at the rate of 0.5% of the amount or value of the consideration payable for the transfer will arise on any transfer of Class A ordinary shares into such an account and on subsequent agreements to transfer such Class A ordinary shares within such account. It is our understanding that DTC has not made an election under section 97A(1) of the Finance Act of 1986, and that therefore transfers or agreements to transfer shares held in book entry (i.e., electronic) form within the facilities of DTC should not be subject to U.K. stamp duty or SDRT.

Any liability for stamp duty or SDRT in respect of a transfer into a clearance service or depositary receipt system, or in respect of a transfer within such a service, which does arise will strictly be accountable by the clearance service or depositary receipt system operator or their nominee, as the case may be, but will, in practice, be payable by the participants in the clearance service or depositary receipt system.

#### **Certain Material U.S. Federal Income Tax Considerations for U.S. Holders**

The following is a summary of certain material U.S. federal income tax considerations relating to the ownership and disposition of Class A ordinary shares by a U.S. holder (as defined below). This summary addresses only the U.S. federal income tax considerations for U.S. holders that hold Class A ordinary shares as capital assets for U.S. federal income tax purposes. This summary does not address all U.S. federal income tax matters that may be relevant to a particular U.S. holder. This summary does not address tax considerations applicable to a holder of Class A ordinary shares that may be subject to special tax rules including, without limitation, the following:

- banks, financial institutions or insurance companies;
- brokers, dealers or traders in securities, currencies, commodities, or notional principal contracts;
- tax-exempt entities or organizations, including an “individual retirement account” or “Roth IRA” as defined in Section 408 or 408A of the Code (as defined below), respectively;
- real estate investment trusts, regulated investment companies or grantor trusts;
- persons that hold the Class A ordinary shares as part of a “hedging,” “integrated” or “conversion” transaction or as a position in a “straddle” for U.S. federal income tax purposes;
- partnerships (including entities classified as partnerships for U.S. federal income tax purposes) or other pass-through entities, or persons that will hold the Class A ordinary shares through such an entity;
- certain former citizens or long term residents of the United States;
- holders that own directly, indirectly, or through attribution 10% or more of the voting power or value of the Class A ordinary shares;
- holders that own directly, indirectly or through attribution Class B ordinary shares; and
- holders that have a “functional currency” for U.S. federal income tax purposes other than the U.S. dollar.

Further, this summary does not address the U.S. federal estate, gift, or alternative minimum tax considerations, or any U.S. state, local, or non-U.S. tax considerations of the ownership and disposition of the Class A ordinary shares.

This description is based on the U.S. Internal Revenue Code of 1986, as amended, existing, proposed and temporary U.S. Treasury Regulations promulgated thereunder and administrative and judicial interpretations thereof. All the foregoing is subject to change, which change could apply retroactively, and to differing interpretations, all of which could affect the tax considerations described below. There can be no assurances that the U.S. Internal Revenue Service (the "IRS") will not take a contrary or different position concerning the tax consequences of the ownership and disposition of the Class A ordinary shares or that such a position would not be sustained. Holders should consult their own tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of the Class A ordinary shares in their particular circumstances.

For the purposes of this summary, a "U.S. holder" is a beneficial owner of Class A ordinary shares that is (or is treated as), for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or other entity that is treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all of the substantial decisions of such trust or has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Class A ordinary shares, the U.S. federal income tax consequences relating to an investment in the Class A ordinary shares will depend in part upon the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor regarding the U.S. federal income tax considerations of owning and disposing of the Class A ordinary shares in its particular circumstances.

As indicated below, this discussion is subject to U.S. federal income tax rules applicable to a "passive foreign investment company" ("PFIC").

## **Distributions**

Although we do not currently plan to pay dividends, and subject to the discussion in "*—Passive Foreign Investment Company Considerations*," below, the gross amount of any distribution (before reduction for any amounts withheld in respect of foreign withholding tax) actually or constructively received by a U.S. holder with respect to Class A ordinary shares will be taxable to the U.S. holder as a dividend to the extent of the U.S. holder's pro rata share of our current and accumulated earnings and profits as determined under U.S. federal income tax principles. Distributions in excess of earnings and profits will be non-taxable to the U.S. holder to the extent of, and will be applied against and reduce, the U.S. holder's adjusted tax basis in the Class A ordinary shares. Distributions in excess of earnings and profits and such adjusted tax basis will generally be taxable to the U.S. holder as either long-term or short-term capital gain depending upon whether the U.S. holder has held the Class A ordinary shares for more than one year as of the time such distribution is received. However, since we do not calculate our earnings and profits under U.S. federal income tax principles, it is expected that any distribution will be reported as a dividend, even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Non-corporate U.S. holders may qualify for the preferential rates of taxation with respect to dividends on Class A ordinary shares applicable to long-term capital gains (i.e., gains from the sale of capital assets held for more than one year) applicable to qualified dividend income (as discussed below) if we are a "qualified foreign corporation" and certain other requirements (discussed below) are met. A non-United States corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (a) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is

satisfactory for purposes of this provision and which includes an exchange of information provision, or (b) with respect to any dividend it pays on Class A ordinary shares which are readily tradable on an established securities market in the United States. The Class A ordinary shares are listed on the NASDAQ Global Select Market, which is an established securities market in the United States. However, there can be no assurance that the Class A ordinary shares will be considered readily tradable on an established securities market in the United States in later years. Subject to the discussion in “-Passive Foreign Investment Company Considerations,” below, such dividends will generally be “qualified dividend income” in the hands of individual U.S. holders, provided that a holding period requirement (more than 60 days of ownership, without protection from the risk of loss, during the 121-day period beginning 60 days before the ex-dividend date) and certain other requirements are met. The dividends will not be eligible for the dividends-received deduction generally allowed to corporate U.S. holders.

In general, the amount of a distribution paid to a U.S. holder in a foreign currency will be the dollar value of the foreign currency calculated by reference to the spot exchange rate on the day the U.S. holder receives the distribution, regardless of whether the foreign currency is converted into U.S. dollars at that time. Any foreign currency gain or loss a U.S. holder realizes on a subsequent conversion of foreign currency into U.S. dollars will be U.S. source ordinary income or loss. If dividends received in a foreign currency are converted into U.S. dollars on the day they are received, a U.S. holder should not be required to recognize foreign currency gain or loss in respect of the dividend.

### **Sale, Exchange or Other Taxable Disposition of the Class A Ordinary Shares**

A U.S. holder will generally recognize gain or loss for U.S. federal income tax purposes upon the sale, exchange or other taxable disposition of Class A ordinary shares in an amount equal to the difference between the U.S. dollar value of the amount realized from such sale or exchange and the U.S. holder's tax basis for those Class A ordinary shares. Subject to the discussion in “—*Passive Foreign Investment Company Considerations*” below, this gain or loss will generally be a capital gain or loss. The adjusted tax basis in the Class A ordinary shares generally will be equal to the cost of such Class A ordinary shares. Capital gain from the sale, exchange or other taxable disposition of Class A ordinary shares of a non-corporate U.S. holder is generally eligible for a preferential rate of taxation applicable to capital gains, if the non-corporate U.S. holder's holding period determined at the time of such sale, exchange or other taxable disposition for such Class A ordinary shares exceeds one year (*i.e.*, such gain is long-term taxable gain). The deductibility of capital losses for U.S. federal income tax purposes is subject to limitations under the Code. Any such gain or loss that a U.S. holder recognizes generally will be treated as U.S. source income or loss for foreign tax credit limitation purposes.

For a cash basis taxpayer, units of foreign currency paid or received are translated into U.S. dollars at the spot rate on the settlement date of the purchase or sale. In that case, no foreign currency exchange gain or loss will result from currency fluctuations between the trade date and the settlement date of such a purchase or sale. An accrual basis taxpayer, however, may elect the same treatment required of cash basis taxpayers with respect to purchases and sales of the Class A ordinary shares that are traded on an established securities market, provided the election is applied consistently from year to year. Such election may not be changed without the consent of the IRS. For an accrual basis taxpayer who does not make such election, units of foreign currency paid or received are translated into U.S. dollars at the spot rate on the trade date of the purchase or sale. Such an accrual basis taxpayer may recognize exchange gain or loss based on currency fluctuations between the trade date and the settlement date. Any foreign currency gain or loss a U.S. holder realizes will be U.S. source ordinary income or loss.

### **Net Investment Income Tax**

Certain U.S. holders that are individuals, estates or trusts may be subject to a 3.8% tax on all or a portion of their “net investment income,” which may include all or a portion of their dividend income and net gains from the disposition of Class A ordinary shares. Each U.S. holder that is an individual, estate or trust is urged to consult its tax advisors regarding the applicability of the net investment income tax to its income and gains in respect of its investment in the Class A ordinary shares.

### **Passive Foreign Investment Company Considerations**

If we are classified as a PFIC in any taxable year, a U.S. holder would be subject to special rules generally intended to reduce or eliminate any benefits from the deferral of U.S. federal income tax that a U.S. holder could derive from investing in a non-U.S. company that does not distribute all of its earnings on a current basis.

A corporation organized outside the United States generally will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules with respect to the income and assets of its subsidiaries, either: (i) at least 75% of its gross income is “passive income” or (ii) at least 50% of the average quarterly value of its total gross assets (which, assuming we are not a controlled foreign corporation for the year being tested, would be measured by the fair market value of our assets) is attributable to assets that produce “passive income” or are held for the production of “passive income.”

We do not believe that we are a PFIC, and we do not expect to become a PFIC. However, our status in any taxable year will depend on our assets, income and activities in each year, and because this is a factual determination made annually after the end of each taxable year, there can be no assurance that we will not be considered a PFIC for the current taxable year or any future taxable years. If we were a PFIC for any taxable year while a taxable U.S. holder held our Class A ordinary shares, such U.S. holder would generally be taxed at ordinary income rates on any gain recognized from the sale or exchange of our Class A ordinary shares and on any dividends treated as “excess distributions” and interest charges generally applicable to underpayments of tax should apply to any taxes payable.

If we are determined to be a PFIC, U.S. holders may be able to make certain elections that could alleviate some of the adverse consequences of PFIC status and would result in an alternative treatment of the Class A ordinary shares. Such elections include a “mark to market” election, a “deemed sale” election, and a “qualified electing fund” election. We may or may not be able to provide the information required to make any such elections, and U.S. holders should therefore not assume that any particular election will be available to them.

If we are determined to be a PFIC, the general tax treatment for U.S. holders described in this section would apply to indirect distributions and gains deemed to be realized by U.S. holders in respect of any of our subsidiaries that also may be determined to be PFICs.

If a U.S. holder owns Class A ordinary shares during any taxable year in which we are a PFIC, the U.S. holder generally will be required to file an IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with respect to the company, generally with the U.S. holder's federal income tax return for that year. If our company were a PFIC for a given taxable year, then you should consult your tax advisor concerning your annual filing requirements.

The U.S. federal income tax rules relating to PFICs are complex. Prospective U.S. investors are urged to consult their own tax advisers with respect to the ownership and disposition of the Class A ordinary shares, the consequences to them of an investment in a PFIC, any elections available with respect to the Class A ordinary shares and the IRS information reporting obligations with respect to the ownership and disposition of the Class A ordinary shares.

### **Backup Withholding and Information Reporting**

U.S. holders generally will be subject to information reporting requirements with respect to dividends on Class A ordinary shares and on the proceeds from the sale, exchange or disposition of Class A ordinary shares that are paid within the United States or through U.S.-related financial intermediaries, unless the U.S. holder is an “exempt recipient.” In addition, U.S. holders may be subject to backup withholding on such payments, unless the U.S. holder provides a taxpayer identification number and a duly executed IRS Form W-9 or otherwise establishes an exemption. Backup withholding is not an additional tax, and the amount of any backup withholding will be allowed as a credit against a U.S. holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the IRS.

### **Foreign Asset Reporting**

Certain U.S. holders who are individuals are required to report information relating to an interest in the Class A ordinary shares, subject to certain exceptions (including an exception for shares held in accounts maintained by U.S. financial institutions) by filing IRS Form 8938 (Statement of Specified Foreign Financial Assets) with their federal income tax return. U.S. holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of the Class A ordinary shares.

## **F. Dividends and Paying Agents**

Not applicable.

## **G. Statement by Experts**

Not applicable.

## **H. Documents on Display**

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and furnish other information as a foreign private issuer with the SEC. These materials, including this report and the exhibits thereto, may be inspected and copied at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The SEC also maintains a Web site at [www.sec.gov](http://www.sec.gov) that contains reports and other information regarding registrants that file electronically with the SEC. This report as well as some of the other information submitted by us to the SEC may be accessed through this Web site. In addition, information about us is available at our web site: [www.atlassian.com](http://www.atlassian.com).

## **I. Subsidiary Information**

Not applicable.

## **Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

### **Currency Risk**

We operate globally and are exposed to foreign exchange risk arising from exposure to various currencies in the ordinary course of business. Our exposures primarily consist of the Australian dollar, British pound, Euro, Japanese yen, Philippine peso, Indian rupee and Swiss franc. Foreign exchange risk arises from commercial transactions and recognized financial assets and liabilities denominated in a currency other than the U.S. dollar. Our foreign exchange policy is reviewed annually by our audit committee and requires us to monitor our foreign exchange exposure on a regular basis.

All of our sales contracts are denominated in U.S. dollars, and our operating expenses are generally denominated in the local currencies of the countries where our operations are located. We therefore benefit from a strengthening of the U.S. dollar and are adversely affected by the weakening of the U.S. dollar.

We have a cash flow hedging program in place and enter into derivative transactions to manage certain foreign currency exchange risks that arise in our ordinary business operations. We recognize all derivative instruments as either assets or liabilities on our consolidated statements of financial position and measure them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting.

We enter into master netting agreements with select financial institutions to reduce our credit risk and contract with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our foreign currency derivatives.

#### *Foreign currency sensitivity*

A sensitivity analysis performed on our hedging portfolio as of June 30, 2018 indicated that a hypothetical 10% strengthening of the U.S. dollar against other currencies applicable to our business would decrease the fair value of our foreign currency contracts by \$18.8 million. A hypothetical 10% weakening of the U.S. dollar against other currencies would increase the fair value of our foreign currency contracts by \$18.8 million.

A sensitivity analysis performed on our hedging portfolio as of June 30, 2017 indicated that a hypothetical 10% strengthening of the U.S. dollar against other currencies applicable to our business would decrease the fair value of our foreign currency contracts by \$11.3 million. A hypothetical 10% weakening of the U.S. dollar against other currencies would increase the fair value of our foreign currency contracts by \$11.3 million.

## **Interest Rate Risk**

Our cash equivalents and investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates. As of June 30, 2018, we had cash and cash equivalents totaling \$1.4 billion and short-term investments totaling \$323.1 million.

A sensitivity analysis performed on our portfolio indicated that a hypothetical 100 basis point increase in interest rates at June 30, 2018 and 2017 would result in a \$1.7 million and \$2.0 million decrease in the market value of our investments, respectively. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur.

## **Equity Price Risk**

We are exposed to equity price risk due to our exchangeable senior notes, including exchange provisions based on the price of our Class A ordinary shares at exchange or maturity of the notes. In addition, the capped call transactions associated with the notes also include settlement provisions that are based on the price of the Class A ordinary shares. The amount of cash we may receive from capped call counterparties in connection with the capped calls is determined by the price of our Class A ordinary shares.

A sensitivity analysis performed on the notes embedded exchange derivative and capped call transactions indicates that a hypothetical 10% increase in our share price would increase the fair value of the notes embedded exchange derivative by \$46.7 million and increase the fair value of the capped call transactions by \$15.9 million. A hypothetical 10% decrease in our share price would decrease the fair value of the notes embedded exchange derivative by \$43.0 million and increase the fair value of the capped call transactions by \$16.2 million.

## **Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

Not applicable.

## **PART II**

## **Item 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

## **Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

## **Item 15. CONTROLS AND PROCEDURES**

### **Disclosure controls and procedures**

Our Co-Chief Executive Officers and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of June 30, 2018, have concluded that, as of such date, our disclosure controls and procedures were effective and ensured that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Co-Chief Executive Officers and our Chief Financial Officer, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

### **Management's report on internal control over financial reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS. Based on this evaluation, management concluded that our internal control over

financial reporting was effective as of June 30, 2018. Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report with respect to our internal control over financial reporting, which appears in Part III, Item 18 of this annual report.

### Changes in internal control over financial reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the year ended June 30, 2018 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### Limitations on effectiveness of controls and procedures

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

### Item 16. [RESERVED]

#### Item 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Steven Sordello is independent and qualifies as an “audit committee financial expert” as set forth in Rule 10A-3 under the Exchange Act and satisfies the financial sophistication requirements of the NASDAQ listing standards.

#### Item 16B. CODE OF ETHICS

Our board of directors has adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including our Co-Chief Executive Officers, Chief Financial Officer and other executive and senior financial officers. The full text of our code of business conduct and ethics is posted on the investor relations page of our website at <https://investors.atlassian.com>. We intend to disclose any amendments to our code of business conduct and ethics, or waivers of its requirements, as it applies to our executive officers and directors, on our website or in filings under the Exchange Act.

#### Item 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Aggregate audit fees, audit-related fees, tax fees and the aggregate of all other fees billed to us by Ernst & Young LLP for the fiscal years ended June 30, 2018 and 2017 were as follows:

	2018	2017
	(U.S. \$ in thousands)	
Audit fees (1)	\$ 3,469	\$ 2,036
Audit-related fees (2)	447	142
Tax fees (3)	238	156
Other fees (4)	3	2
<b>Total</b>	<b>\$ 4,157</b>	<b>\$ 2,336</b>

- (1) Audit fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, including adoption of International Accounting Standards Board, International Financial Reporting Standard 15, the review of our quarterly consolidated financial statements, the audit of our internal controls over financial reporting, and comfort letter services in relation to our exchangeable senior notes.

- (2) Audit-related fees consist of aggregate fees for accounting consultations and other services that were reasonably related to the performance of audits or reviews of our consolidated financial statements and were not reported above under "Audit Fees." This primarily consists of fees for service organization control audits.
- (3) Tax fees relate to assistance with tax compliance, tax planning and various tax advisory services.
- (4) Other fees are any additional amounts for products and services provided by the principal accountants.

Our audit committee has adopted a pre-approval policy for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the audit committee pre-approves annually all audit services, audit-related services, tax services and other services as described above, that may be performed by our independent accountants. All of the audit and non-audit services provided by our principal accountants have been pre-approved by our Audit Committee.

#### **Item 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

#### **Item 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

On June 1, 2018 the company acquired 12,302 Class A ordinary shares from employee contractor in connection with such contractor's termination, pursuant to a repurchase right which the company had in connection with an early exercise of options held by the contractor. The repurchased shares were subsequently cancelled.

#### **Item 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

#### **Item 16G. CORPORATE GOVERNANCE**

We are a "foreign private issuer" under the securities laws of the United States and the rules of NASDAQ. Under the securities laws of the United States, foreign private issuers are subject to different disclosure requirements than U.S. domiciled registrants. We intend to take all actions necessary for us to maintain compliance as a foreign private issuer under the applicable corporate governance requirements of the Sarbanes-Oxley Act, the rules adopted by the SEC and NASDAQ's listing standards. Under NASDAQ's rules, a foreign private issuer is subject to less stringent corporate governance requirements. Subject to certain exceptions, the rules of NASDAQ permit a foreign private issuer to follow its home country practice in lieu of the listing requirements of NASDAQ. We intend to follow home country practices in lieu of the listing requirements of NASDAQ with regard to voting by a show of hands and quorum requirements. Otherwise, we intend to follow the requirements of NASDAQ to the extent possible under English law.

In addition, because we are a foreign private issuer, our directors and executive officers are not subject to short-swing profit liability and insider trading reporting obligations under section 16 of the Exchange Act. They will, however, be subject to the obligations to report changes in share ownership under section 13 of the Exchange Act and related SEC rules to the extent appropriate.

#### **Item 16H. MINE SAFETY DISCLOSURE**

Not applicable.

### **PART III**

#### **Item 17. FINANCIAL STATEMENTS**

See "Item 18. Financial Statements."

## **Item 18. FINANCIAL STATEMENTS**

The following financial statements are filed as part of this annual report, together with the report of the independent registered public accounting firm:

- Reports of Independent Registered Public Accounting Firm
- Consolidated Statements of Operations for the fiscal years ended June 30, 2018, 2017 and 2016
- Consolidated Statements of Comprehensive Income for the fiscal years ended June 30, 2018, 2017 and 2016
- Consolidated Statements of Financial Position as of June 30, 2018 and 2017
- Consolidated Statements of Changes in Equity for the fiscal years ended June 30, 2018, 2017 and 2016
- Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2018, 2017 and 2016
- Notes to the Consolidated Financial Statements

## Item 19. EXHIBITS

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1 (1)	Amended and Restated Articles of Association of the company.
4.1 (2)	Form of certificate evidencing Class A ordinary shares.
4.2 (3)	Registration Agreement, dated July 2, 2010, by and among the company and certain of its shareholders.
4.3 (4)	Indenture dated April 27, 2018 between the company and U.S. Bank National Association.
10.1 (4)	Capped call confirmation.
10.1 (5)	Lease, dated October 25, 2017, by and between Atlassian Inc. and MV Campus Owner, LLC.
10.1 (6)	Lease, dated November 22, 2017, by and between Atlassian Inc. and 350 Bush Street Owner, LLC.
10.1 (3) #	Form of Deed of Indemnity entered into between the company and its directors.
10.2 (3) #	Form of Indemnification Agreement entered into between the company and its officers.
10.3 (3) #	Atlassian UK Employee Share Option Plan and forms of agreements thereunder.
10.4 (3) #	2013 U.S. Share Option Plan and forms of agreements thereunder.
10.5 (3) #	2014 Restricted Share Unit Plan and forms of agreements thereunder.
10.6 (3) #	2015 Share Incentive Plan and forms of agreements thereunder.
10.7 (3) #	2015 Employee Share Purchase Plan.
10.8 (3) #	Ordinary Shares Option Agreement.
10.9 (3) #	Deed of Amendment to Class B Ordinary Shares Option Agreement.
10.10 (3) #	Class B Ordinary Shares Exercise Agreement.
10.11 (3) #	Executive Cash Incentive Bonus Plan.
10.12 (3) #	Executive Severance Plan and form of Executive Severance Agreement entered into between the Registrant and its executive officers.
10.13 (3) #	Non-Employee Director Compensation Policy.
10.14 (3) #	Form of Director Agreement.
10.15 (3)	Lease, dated March 25, 2015, by and between Atlassian Pty Ltd and Council of the City of Sydney.
10.16 (3)	Lease, dated December 22, 2011, by and between Atlassian Pty Ltd and 341 George St Pty Ltd.
10.17 (3)	Lease, dated July 9, 2015, by and between Atlassian Pty Ltd and 341 George St Pty Ltd.
10.18 (3)	Lease, dated June 26, 2011, by and between Atlassian, Inc. and Redbird Investment Group, LLC.
12.1	Certificate of Co-Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
12.2	Certificate of Co-Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
12.3	Certificate of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
13.1	Certificate of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.

**Exhibit  
Number****Description**

13.2	Certificate of Co-Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
13.3	Certificate of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
21.1	Subsidiaries of the Registrant.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.

- 
- (1) Incorporated by reference to the company's report on Form 6-K filed on December 8, 2016.
- (2) Incorporated by reference to the company's Registration Statement on Form F-1/A (File No. 333-207879) filed on November 18, 2015.
- (3) Incorporated by reference to the company's Registration Statement on Form F-1 (File No. 333-207879) filed on November 9, 2015.
- (4) Incorporated by reference to the company's report on Form 6-K filed on April 30, 2018.
- (5) Incorporated by reference to the company's report on Form 6-K filed on October 30, 2017.
- (6) Incorporated by reference to the company's report on Form 6-K filed on November 27, 2017.
- # Indicates management contract or compensatory plan, contract or agreement.

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Date: August 30, 2018

ATLASSIAN CORPORATION PLC

By: /s/ MICHAEL CANNON-BROOKES

Name: Michael Cannon-Brookes

Title: *Co-Chief Executive Officer*

By: /s/ SCOTT FARQUHAR

Name: Scott Farquhar

Title: *Co-Chief Executive Officer*

**ATLISSIAN CORPORATION PLC**  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Atlassian Corporation Plc

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Atlassian Corporation Plc (the "Company") as of June 30, 2018 and 2017, and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended June 30, 2018, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2018, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated August 30, 2018 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.  
San Francisco, California  
August 30, 2018

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Atlassian Corporation Plc

### **Opinion on Internal Control over Financial Reporting**

We have audited Atlassian Corporation Plc's internal control over financial reporting as of June 30, 2018, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Atlassian Corporation Plc (the Company) maintained, in all material respects, effective internal control over financial reporting as of June 30, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2018 consolidated financial statements of the Company and our report dated August 30, 2018 expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying management's report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Francisco, California

August 30, 2018

**ATLASSIAN CORPORATION PLC**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(U.S. \$ and shares in thousands, except per share data)

	Notes	Fiscal Year Ended June 30,		
		2018	2017	2016
Revenues:				
Subscription		\$ 403,214	\$ 242,128	\$ 146,659
Maintenance		325,898	265,521	218,848
Perpetual license		85,481	74,565	65,487
Other		59,357	37,722	26,064
Total revenues	20	873,950	619,936	457,058
Cost of revenues (1) (2)		172,690	119,161	75,783
Gross profit		701,260	500,775	381,275
Operating expenses:				
Research and development (1)		415,776	310,168	208,306
Marketing and sales (1) (2)		187,990	134,908	93,391
General and administrative (1)		151,242	118,785	85,458
Total operating expenses		755,008	563,861	387,155
Operating loss		(53,748)	(63,086)	(5,880)
Other non-operating income (expense), net	6	(15,157)	(1,342)	(1,072)
Finance income		9,877	4,851	2,116
Finance costs		(6,806)	(75)	(71)
Loss before income tax benefit (expense)		(65,834)	(59,652)	(4,907)
Income tax benefit (expense)	8	(53,507)	17,148	9,280
Net income (loss)		<u>\$ (119,341)</u>	<u>\$ (42,504)</u>	<u>\$ 4,373</u>
Net income (loss) attributable to:				
Owners of Atlassian Corporation Plc		<u>\$ (119,341)</u>	<u>\$ (42,504)</u>	<u>\$ 4,373</u>
Net income (loss) per share attributable to ordinary shareholders:				
Basic	17	<u>\$ (0.52)</u>	<u>\$ (0.19)</u>	<u>\$ 0.02</u>
Diluted	17	<u>\$ (0.52)</u>	<u>\$ (0.19)</u>	<u>\$ 0.02</u>
Weighted-average shares outstanding used to compute net income (loss) per share attributable to ordinary shareholders:				
Basic	17	<u>231,184</u>	<u>222,224</u>	<u>182,773</u>
Diluted	17	<u>231,184</u>	<u>222,224</u>	<u>193,481</u>

(1) Amounts include share-based payment expense, as follows:

Cost of revenues	\$ 11,955	\$ 6,856	\$ 5,371
Research and development	98,609	79,384	35,735
Marketing and sales	23,605	17,395	11,945
General and administrative	28,704	33,813	22,429

(2) Amounts include amortization of acquired intangible assets, as follows:

Cost of revenues	\$ 21,188	\$ 14,587	\$ 7,405
Marketing and sales	36,090	15,269	86

The above consolidated statements of operations should be read in conjunction with the accompanying notes.

**ATLASSIAN CORPORATION PLC**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(U.S. \$ in thousands)**

	Notes	Fiscal Year Ended June 30,		
		2018	2017	2016
Net income (loss)		\$ (119,341)	\$ (42,504)	\$ 4,373
Other comprehensive income (loss):				
Foreign currency translation adjustment	16	118	140	(4)
Net change in unrealized gain (loss) on investments classified at fair value through other comprehensive income		(586)	(945)	687
Net gain (loss) on derivative instruments		(8,341)	3,164	—
Income tax effect		2,502	(812)	(137)
Other comprehensive income (loss) net of tax that will be reclassified to profit or loss in subsequent periods		(6,307)	1,547	546
Total comprehensive income (loss), net of tax		<u>\$ (125,648)</u>	<u>\$ (40,957)</u>	<u>\$ 4,919</u>
Total comprehensive income (loss) attributable to:				
Owners of Atlassian Corporation Plc		<u>\$ (125,648)</u>	<u>\$ (40,957)</u>	<u>\$ 4,919</u>

The above consolidated statements of comprehensive income (loss) should be read in conjunction with the accompanying notes.

**ATLASSIAN CORPORATION PLC**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(U.S. \$ in thousands)

	Notes	June 30,	
		2018	2017
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	13	\$ 1,410,339	\$ 244,420
Short-term investments	5	323,134	305,499
Trade receivables	9	46,141	26,807
Current tax receivables		12,622	12,445
Prepaid expenses and other current assets	13	28,219	23,317
<b>Total current assets</b>		<b>1,820,455</b>	<b>612,488</b>
Non-current assets:			
Property and equipment, net	10	51,656	41,173
Deferred tax assets	8	64,662	188,239
Goodwill	11	311,943	311,900
Intangible assets, net	11	63,577	120,789
Other non-current assets	13	112,221	9,269
<b>Total non-current assets</b>		<b>604,059</b>	<b>671,370</b>
<b>Total assets</b>		<b>\$ 2,424,514</b>	<b>\$ 1,283,858</b>
<b>Liabilities</b>			
Current liabilities:			
Trade and other payables	13	\$ 113,105	\$ 73,192
Current tax liabilities		172	2,207
Provisions	13	7,215	6,162
Deferred revenue		340,834	245,306
<b>Total current liabilities</b>		<b>461,326</b>	<b>326,867</b>
Non-current liabilities:			
Deferred tax liabilities	8	12,051	43,950
Provisions	13	4,363	3,333
Deferred revenue		19,386	10,691
Exchangeable senior notes, net	14	819,637	—
Other non-current liabilities	13	214,985	4,969
<b>Total non-current liabilities</b>		<b>1,070,422</b>	<b>62,943</b>
<b>Total liabilities</b>		<b>\$ 1,531,748</b>	<b>\$ 389,810</b>
<b>Equity</b>			
Share capital	15	\$ 23,531	\$ 22,726
Share premium	16	454,766	450,959
Other capital reserves	16	557,100	437,346
Other components of equity	16	(61)	6,246
Accumulated deficit		(142,570)	(23,229)
<b>Total equity</b>		<b>\$ 892,766</b>	<b>\$ 894,048</b>
<b>Total liabilities and equity</b>		<b>\$ 2,424,514</b>	<b>\$ 1,283,858</b>

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

**ATLASSIAN CORPORATION PLC**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(U.S. \$ in thousands)

	Notes	Other components of equity							Total equity
		Share capital	Share premium	Other capital reserves	Cash flow hedge reserve	Foreign currency translation reserve	Investments at fair value through other comprehensive income reserve	Retained earnings (accumulated deficit)	
Balance as of July 1, 2015		\$ 18,461	\$ 5,744	\$ 146,794	\$ —	\$ 4,153	\$ —	\$ 14,902	\$ 190,054
Net income		—	—	—	—	—	—	4,373	4,373
Other comprehensive income (loss), net of tax		—	—	—	—	(4)	550	—	546
Total comprehensive income (loss)		—	—	—	—	(4)	550	4,373	4,919
Issuance of ordinary shares upon initial public offering, net of offering costs	15,16	2,200	429,273	—	—	—	—	—	431,473
Issuance of ordinary shares upon exercise of share options	15,16	633	6,099	—	—	—	—	—	6,732
Vesting of early exercised shares	15,16	35	618	—	—	—	—	—	653
Issuance of ordinary shares for settlement of restricted share units (RSUs)	15	291	—	(291)	—	—	—	—	—
Shares withheld related to net share settlement of RSUs		—	—	(5,395)	—	—	—	—	(5,395)
Share-based payment		—	—	75,480	—	—	—	—	75,480
Tax benefit from share plans	16	—	—	27,747	—	—	—	—	27,747
		<u>3,159</u>	<u>435,990</u>	<u>97,541</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>536,690</u>
Balance as of June 30, 2016		21,620	441,734	244,335	—	4,149	550	19,275	731,663
Net loss		—	—	—	—	—	—	(42,504)	(42,504)
Other comprehensive income (loss), net of tax		—	—	—	2,215	140	(808)	—	1,547
Total comprehensive income (loss)		—	—	—	2,215	140	(808)	(42,504)	(40,957)
Issuance of ordinary shares upon exercise of share options	15,16	640	8,858	—	—	—	—	—	9,498
Vesting of early exercised shares	15,16	15	367	—	—	—	—	—	382
Issuance of ordinary shares for settlement of RSUs	15	451	—	(451)	—	—	—	—	—
Share-based payment	16	—	—	137,458	—	—	—	—	137,458
Replacement equity awards related to business combination	12	—	—	20,193	—	—	—	—	20,193
Tax benefit from share plans	16	—	—	35,811	—	—	—	—	35,811
		<u>1,106</u>	<u>9,225</u>	<u>193,011</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>203,342</u>
Balance as of June 30, 2017		22,726	450,959	437,346	2,215	4,289	(258)	(23,229)	894,048
Net loss		—	—	—	—	—	—	(119,341)	(119,341)
Other comprehensive income (loss), net of tax		—	—	—	(5,839)	118	(586)	—	(6,307)
Total comprehensive income (loss)		—	—	—	(5,839)	118	(586)	(119,341)	(125,648)
Issuance of ordinary shares upon exercise of share options		243	3,761	—	—	—	—	—	4,004
Vesting of early exercised shares	15,16	37	46	—	—	—	—	—	83
Issuance of ordinary shares for settlement of RSUs	15,16	525	—	(525)	—	—	—	—	—
Share-based payment		—	—	162,873	—	—	—	—	162,873
Tax benefit from share plans	16	—	—	140	—	—	—	—	140
Reduction in deferred tax assets	16	—	—	(42,734)	—	—	—	—	(42,734)
		<u>805</u>	<u>3,807</u>	<u>119,754</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>124,366</u>
Balance as of June 30, 2018		<u>\$ 23,531</u>	<u>\$ 454,766</u>	<u>\$ 557,100</u>	<u>\$ (3,624)</u>	<u>\$ 4,407</u>	<u>\$ (844)</u>	<u>\$ (142,570)</u>	<u>\$ 892,766</u>

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

**ATLASSIAN CORPORATION PLC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(U.S. \$ in thousands)**

	Notes	Fiscal Year Ended June 30,		
		2018	2017	2016
<b>Operating activities</b>				
Loss before income tax benefit (expense)		\$ (65,834)	\$ (59,652)	\$ (4,907)
Adjustments to reconcile loss before income tax benefit (expense) to net cash provided by operating activities:				
Depreciation and amortization	10, 11	79,435	61,546	21,926
Net loss (gain) on sale of investments and other assets		(1,163)	(397)	165
Net unrealized foreign currency loss (gain)		(188)	93	152
Share-based payment expense		162,873	137,448	75,480
Net unrealized loss on exchange derivative and capped calls	14	12,414	—	—
Amortization of debt discount and issuance costs		7,478	—	—
Interest income		(9,877)	(4,851)	(2,116)
Interest expense		1,113	—	—
Changes in assets and liabilities:				
Trade receivables		(19,635)	(10,208)	(3,487)
Prepaid expenses and other assets		(7,293)	(5,647)	(4,203)
Trade and other payables, provisions and other non-current liabilities		43,477	10,947	11,622
Deferred revenue		104,223	72,604	44,503
Interest received		8,679	6,540	2,839
Income tax paid, net of refunds		(4,246)	(9,042)	(12,432)
Net cash provided by operating activities		311,456	199,381	129,542
<b>Investing activities</b>				
Business combinations, net of cash acquired	12	—	(381,090)	—
Purchases of property and equipment		(30,209)	(15,129)	(34,213)
Purchases of intangible assets		—	(925)	—
Proceeds from sale of other assets		2,775	342	—
Purchases of investments		(347,822)	(423,540)	(569,067)
Proceeds from maturities of investments		206,119	111,403	65,294
Proceeds from sales of investments		123,862	488,672	49,501
Increase in restricted cash		(3,131)	(3,371)	—
Payment of deferred consideration		(3,290)	(935)	(1,025)
Net cash used in investing activities		(51,696)	(224,573)	(489,510)
<b>Financing activities</b>				
Proceeds from issuance of ordinary shares upon initial public offering, net of discount and issuance costs		—	—	431,447
Proceeds from exercise of share options		3,995	9,438	6,732
Employee payroll taxes paid related to net share settlement of equity awards		—	—	(5,395)
Proceeds from issuance of exchangeable senior notes, net of discount and issuance costs	14	990,494	—	—
Purchase of capped calls	14	(87,700)	—	—
Net cash provided by financing activities		906,789	9,438	432,784
<b>Effect of exchange rate changes on cash and cash equivalents</b>		(630)	465	(201)
<b>Net increase (decrease) in cash and cash equivalents</b>		1,165,919	(15,289)	72,615
<b>Cash and cash equivalents at beginning of year</b>		244,420	259,709	187,094
<b>Cash and cash equivalents at end of year</b>		<u>\$1,410,339</u>	<u>\$244,420</u>	<u>\$259,709</u>

The above consolidated statements of cash flows should be read in conjunction with the accompanying notes.

## **1. Corporate Information**

Atlassian Corporation Plc (the “Company”) is a public company limited by shares, incorporated and registered in the United Kingdom. The registered office of the Company and its subsidiaries (collectively, “Atlassian,” the “Group,” “our,” or “we”) is located at Exchange House, Primrose Street, London EC2A 2EG, c/o Herbert Smith Freehills LLP.

We design, develop, license and maintain software and provision software hosting services to help teams organize, discuss and complete their work. Our products include Jira for team planning and project management, Confluence for team content creation and sharing, Trello for capturing and adding structure to fluid, fast-forming work for teams, Bitbucket for team code sharing and management and Jira Service Desk for team service and support applications.

The accompanying consolidated financial statements of the Company and its subsidiaries for the year ended June 30, 2018 were authorized for issue in accordance with a resolution of the Board of Directors on August 27, 2018.

## **2. Summary of Significant Accounting Policies**

The significant accounting policies adopted in the preparation of these consolidated financial statements are set out below. These accounting policies have been consistently applied to all years presented, unless otherwise stated.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in applying the Group's accounting policies. The areas that require a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3, “Critical Accounting Estimates and Judgments.”

### **Basis of preparation**

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”), which includes all standards issued by the International Accounting Standards Board (“IASB”) and related interpretations issued by the IFRS Interpretations Committee. The consolidated financial statements have been prepared on a historical cost basis, except for financial assets and liabilities that have been measured at amortized cost, fair value through other comprehensive income or profit or loss.

All amounts included in the consolidated financial statements are reported in thousands of U.S. dollars (U.S. \$ in thousands) except where otherwise stated. Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

The Group operates as a single cash-generating unit (“CGU”) and as a single operating segment, which is also its reporting segment. An operating segment is defined as a component of an entity for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker. The Group's chief operating decision makers are the Group's Co-Chief Executive Officers, who review operating results to make decisions about allocating resources and assessing performance based on consolidated financial information. Accordingly, the Group has determined it operates in one operating segment.

### **Initial public offering**

In December 2015, we completed our initial public offering (“IPO”) in which we issued and sold 22 million Class A ordinary shares at a public offering price of \$21.00 per share. We received net proceeds of \$431.4 million after deducting underwriting discounts and commissions and other offering expenses. Upon the closing of our IPO, all then-outstanding Series A preference shares automatically converted into Class A ordinary shares, all then-outstanding restricted shares automatically converted into Class A ordinary shares and all then-outstanding Series B preference shares automatically converted into Class B ordinary shares.

## Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities and the results of operations of the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated.

## Foreign currency translation

The Group's consolidated financial statements are presented using the U.S. dollar, which is the Company's functional currency. The Group determines the functional currency for each entity in accordance with International Accounting Standard ("IAS") 21, *The Effects of Changes in Foreign Exchange Rates*, based on the currency of the primary economic environment in which each subsidiary operates, and items included in the financial statements of such entity are measured using that functional currency.

### *Transactions and balances*

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange at each reporting date.

All differences arising on settlement or translation of monetary items are recorded in other non-operating income (expense), net on the consolidated statements of operations, with the exception of monetary items that are designated as part of the Group's net investment in foreign operations. These differences on translation of the foreign operations account are recognized in other comprehensive income until the net investment is disposed.

Certain non-monetary items, such as property and equipment, which are measured at historical cost in a foreign currency, are translated using the exchange rates as of the dates of the initial transactions. Certain non-monetary items initially measured at fair value in a foreign currency, such as intangible assets, are translated using the exchange rates as of the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in other comprehensive income (or profit or loss are also recognized in other comprehensive income or profit or loss, respectively).

### *Group companies*

Upon consolidation, assets and liabilities of foreign operations are translated into U.S. dollars at the rate of exchange prevailing at the reporting date and their income statements are translated at average exchange rates. The exchange differences arising on translation for consolidation are recognized in other comprehensive income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at each reporting date.

## Revenue recognition

The Group primarily derives revenues from subscription, maintenance, perpetual license, and training and other services.

Revenue is recognized in line with the requirements as stated in IAS 18, *Revenue*, when evidence of an arrangement exists, delivery has occurred, the risks and rewards of ownership have been transferred to the customer, the amount of revenue and associated costs can be measured reliably, and collection of the related receivable is probable. In the absence of industry-specific software revenue recognition guidance under IFRS, the Group refers to GAAP when establishing policies related to revenue recognition. The Group's revenue recognition policy considers the guidance provided by the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic 985-605, *Software Revenue Recognition*, and FASB ASC Subtopic 605-25, *Multiple-Element Arrangements*, where applicable, as authorized by IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

If, at the outset of an arrangement, revenue cannot be measured reliably, revenue recognition is deferred until the arrangement fee becomes due and payable by the customer. Additionally, if, at the outset of an arrangement, it is determined that collectability is not probable, revenue recognition is deferred until the earlier of when collectability becomes probable or payment is received. The Group enters into arrangements directly with end users as well as indirectly through value-added resellers (e.g., “channel partners”). Revenue recognition for indirect customers is the same as for direct customers as the terms of sale are substantially the same.

#### *Subscription revenue*

Subscription revenue represents fees earned from subscription-based arrangements for: (1) cloud-based services for providing customers the right to use software in a cloud-based-infrastructure provided by the Group, where the customer does not have the right to terminate the hosting contract and take possession of the software without significant penalty; and (2) software licensed for a specified period, in which fees for support and maintenance are bundled with the license fee over the entire term of the license period. Subscription-based arrangements generally have a contractual term of one to twelve months. Subscription revenue is recognized ratably as the services are performed, commencing with the date the service is made available to customers and all other revenue recognition criteria have been satisfied.

#### *Maintenance revenue*

Maintenance revenue represents fees earned from providing customers unspecified future updates, upgrades and enhancements and technical product support for perpetual license products on an if and when available basis. The first year of maintenance is purchased concurrently with the purchase of perpetual licenses, and subsequent renewals extend for an additional year in most cases. Maintenance services are priced as a percentage of the total product sale, and a substantial majority of customers elect to renew software support contracts annually at standard list maintenance renewal pricing. Maintenance revenue is recognized ratably over the term of the support period.

#### *Perpetual license revenue*

Perpetual license revenue represents fees earned from the license of software to customers for use on the customer's premises. Software is licensed on a perpetual basis, subject to a standard licensing agreement. The Group recognizes revenue on the license portion of perpetual license arrangements on the date of product delivery in substantially all situations.

#### *Other revenue*

Other revenues include fees received for sales of third-party apps in the Group's online marketplace, Atlassian Marketplace, and for training services. Revenue from the sale of third-party vendor products via Atlassian Marketplace is recognized net of the vendor liability portion as the Group functions as an agent in the relationship. The Group's revenue portion is recognized on the date of product delivery given that the Group has no future obligations. Revenue from training is recognized as delivered or as the rights to receive training expire.

#### *Multiple-element arrangements*

Many of the Group's arrangements include purchases of both software related products and services. For these software related multiple-element arrangements, the Group applies the residual method to determine the amount of software license revenue to be recognized. The Group first allocates fair value to elements of a software related multiple-element arrangement based on its fair value as determined by vendor specific objective evidence (“VSOE”), with any remaining amount allocated to the software license. The Group determines VSOE based on its historical pricing for a specific product or service when sold separately and when a substantial majority of the selling prices for these services fall within a narrow range.

Cloud-based arrangements may be purchased alongside other services that are intended to be used with the cloud offering. Such arrangements are considered to be non-software multiple-element arrangements. The Group accordingly allocates revenue to each element considered to be a separate unit of accounting using the relative selling prices of each unit.

The relative selling price for each element is based upon the following selling price hierarchy: VSOE if available, third-party evidence (“TPE”) if VSOE is not available, or estimated selling price if neither VSOE nor TPE are available. Historically, the Group has established VSOE for all non-software elements using the same methodology applied to software-related elements, as a substantial majority of the selling prices for these elements fall within a narrow range when sold separately.

If the Group enters into an arrangement with both software and non-software deliverables, the Group will first allocate the total arrangement consideration based on the relative selling prices of the software group of elements as a whole and the non-software elements. The Group then further allocates consideration within the software group in accordance with the residual method described above.

The revenue amount allocated to each element is recognized when the revenue recognition criteria described above have been met for the respective element.

## **Taxation**

### *Current tax*

Current income tax assets and/or liabilities comprise amounts expected to be recovered or paid to Her Majesty's Revenue & Customs, the Australian Taxation Office, the United States Internal Revenue Service and other fiscal authorities relating to the current or prior reporting periods, which are unpaid at each reporting date. Current tax is payable on taxable income that differs from the consolidated statements of operations in the financial statements due to permanent and temporary timing differences. The calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

### *Deferred tax*

The Group uses the liability method of accounting for income taxes. Deferred income tax assets and liabilities represent temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax basis used in the computation of taxable income. Deferred tax however is not recognized on the initial recognition of goodwill, or the initial recognition of an asset or liability (other than in a business combination) in a transaction that affects neither tax nor accounting income.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax liabilities are generally provided for in full.

Deferred tax assets are recognized to the extent that they are expected to reverse in the foreseeable future and it is probable that they will be able to be utilized against future taxable income, based on the Group's forecast of future operating results. Deferred tax assets are adjusted for significant non-taxable income, expenses and specific limits on the use of any unused tax loss or credit. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates and in accordance with laws that are expected to apply to their respective period of realization, provided the tax rates and laws are enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. Changes in deferred tax assets or liabilities are recognized as a component of tax expense (benefit) in the consolidated statements of operations, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively. Where deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## **Share-based payments**

Employees of the Group receive, in part, remuneration for services rendered in the form of share-based payments, which are considered equity-settled transactions. The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The share-based payment expense for each reporting period reflects the movement in cumulative expense recognized at the beginning and end of that period. The Group follows the accelerated method of expense recognition for share-based awards, as the awards vest in tranches over the vesting period.

The estimation of share awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from current estimates, such amounts will be recorded as a cumulative adjustment in the period the estimates are revised. Actual results, and future changes in estimates, may differ substantially from current estimates.

If an equity-settled award is cancelled, it is treated as if it had forfeited on the date of cancellation, and any expense previously recognized for unvested shares is immediately reversed.

## **Leases**

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Expenses incurred in operating leases (net of any incentives received from the lessor) are recognized on a straight-line basis over the term of the lease. Operating lease incentives are recognized as a liability when received and subsequently reduced by allocating lease payments between rental expense and a reduction of the liability.

## **Business combinations**

Business combinations are accounted for using the acquisition method at the acquisition date, which is the date on which control is transferred. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. Settlements of pre-existing relationships are not included in the consideration transferred and are recognized in the consolidated statements of operations. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values at the acquisition date. Upon acquisition, the Group recognizes any non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses. Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value at the date of exchange.

## **Goodwill**

Goodwill is initially measured at cost, which is the excess of the aggregate of the consideration transferred and the amount recognized for the non-controlling interest over the net identifiable assets acquired and liabilities assumed.

If this consideration is lower than the fair value of the net of these assets acquired and liabilities assumed, the difference is recognized in the consolidated statements of operations. After initial recognition, goodwill is measured at cost, less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's CGU that is expected to benefit from the combination, regardless of whether other assets or liabilities of the acquiree are assigned to those units.

## **Cash and cash equivalents**

Cash and cash equivalents in the consolidated statements of financial position comprise cash at banks, short-term deposits and low-risk, highly liquid investments with original maturities of three months or less when

initially recorded. Cash equivalents also include amounts due from third-party credit card processors as they are both short-term and highly liquid in nature and are typically converted to cash within three days of the sales transaction.

### **Current versus non-current classification**

The Group presents assets and liabilities in the consolidated statements of financial position based on current or non-current classification. An asset is current when it is: expected to be realized within twelve months after the reporting period; or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current. A liability is current when it is due to be settled within twelve months after the reporting period. The Group classifies all other liabilities as non-current.

### **Trade receivables**

Trade receivables are initially recognized at fair value, less a provision for impairment. Trade receivables are unsecured and substantially all are due for settlement within 30 days of recognition. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off by reducing the carrying amount directly.

The amount of the impairment loss is recognized within general and administrative expense. When a trade receivable for which an impairment allowance had been recognized becomes uncollectible in a subsequent period, it is written off against an allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the consolidated statements of operations.

### **Financial assets**

#### *Classification*

The Group classifies its financial assets in the following categories: amortized cost, fair value through other comprehensive income and fair value through profit or loss. The Group determines the classification of its financial assets at initial recognition with the classification dependent on the business model for managing the financial assets and the contractual cash flow characteristics of the assets. Management evaluates the business model for managing its financial assets at the end of each reporting period.

#### *Recognition and derecognition*

Purchases and sales of financial assets are recognized on the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Fair value changes that have been recognized in other comprehensive income are recycled to profit or loss upon sale of the financial asset.

#### *Measurement*

At initial recognition, for financial assets not at fair value through profit or loss, the Group measures the assets at its purchase price plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statements of operations.

Subsequently, financial assets are carried at fair value or amortized cost less impairment. Financial assets classified at amortized cost are measured using the effective interest method.

#### *Impairment*

The Group measures loss allowances on its financial assets at an amount equal to lifetime expected credit losses ("ECLs"), except for securities that are determined to have low credit risk at the reporting date and other securities and bank balances for which credit risk has not increased significantly since initial recognition, which are measured as 12-month ECLs. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months following the reporting date.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities measured at fair value through other comprehensive income, the loss allowance is charged to profit or loss and is recognized in other comprehensive income.

ECLS are a probability-weighted estimate of the difference in the present value of contractual cash flows and the present value of cash flows that the Group expects to receive.

The changes in the loss allowance balance are recognized as an impairment loss in the consolidated statements of operations. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recognized impairment loss is recorded in the consolidated statements of operations.

### **Fair value estimation**

The fair value of financial assets and financial liabilities are estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active markets is based on quoted market prices as of the consolidated statements of financial position date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing as of the consolidated statements of financial position date. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The carrying value, less any impairment provision of trade receivables and payables, is assumed to approximate the fair value due to their short-term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### **Property and equipment**

Property and equipment are stated at cost, net of accumulated depreciation. Historical cost includes expenditures directly attributable to the acquisition of the assets. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are expensed as incurred.

Depreciation is calculated using the straight-line method to allocate the cost over the estimated useful lives or, in the case of leasehold improvements and certain leased equipment, the remaining lease term if shorter. The estimated useful lives for each asset class are as follows:

Equipment	3 - 5 years
Computer hardware and computer-related software	3 - 5 years
Furniture and fittings	5 - 10 years
Leasehold improvements	Shorter of the remaining lease term or 7 years

### **Research and development**

Research and development includes the employee and hardware costs incurred for the development of new products, enhancements and updates of existing products and quality assurance activities. These costs incurred internally for the development of computer software are capitalized only when technological feasibility has been established for the solution. To establish technological feasibility, the Group must demonstrate it intends to complete development and the solution will be available for sale or internal use, it is probable the solution will generate future economic benefits, and the Group has the ability to reliably measure the expenditure attributable to the solution during its development. The Company has not capitalized any research and development costs.

### **Intangible assets**

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as of the date of acquisition. Following initial recognition, intangible assets are carried at cost, net of accumulated amortization.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized over their useful life using the straight-line method. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least annually at each fiscal year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively by changing the amortization period or method, as appropriate, which is a change in an accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of operations in the expense category, consistent with the function of the intangible asset.

The estimated useful lives for each intangible asset class are as follows:

Patents, trademarks and other rights	2 - 7 years
Customer relationships	2 - 4 years
Acquired developed technology	3 - 10 years

### **Impairment of goodwill, intangible assets and long-lived assets**

Goodwill is tested for impairment annually during the fourth quarter of the Group's fiscal year and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the CGU. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets are tested for impairment annually, during the fourth quarter, and when circumstances indicate that the carrying value may be impaired. When the recoverable amount of an intangible asset is less than its carrying amount, an impairment loss is recognized.

The residual values and useful lives of long-lived assets are reviewed at the end of each reporting period and adjusted if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### **Financial liabilities**

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities held for trading, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, exchangeable senior notes (the "Notes") and derivative financial instruments.

#### *Subsequent measurement*

The measurement of financial liabilities depends on their classification. Financial liabilities classified as held for trading, including derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships are recognized at fair value. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the consolidated statements of operations.

## *Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method ("EIR"). Gains and losses are recognized in the consolidated statements of operations when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statements of operations.

## *Derecognition*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of operations.

## **Provisions and accrued liabilities**

Provisions and accrued expenses are recognized when the Group has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of each reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as finance costs.

## **Shareholders' equity**

Preference, ordinary and restricted shares are classified as equity. When the Group purchases its own equity instruments, for example as the result of a share buyback or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the owners of the Company as treasury shares, until the shares are cancelled or reissued. When such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

Refer to Note 15, "Shareholders' Equity," for the terms and conditions on preference, ordinary and restricted shares.

## **Dividends**

Provision is made for any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

## **Royalties**

Royalties payable are recognized as an expense on an accruals basis in accordance with the applicable royalty agreement.

## **New accounting standards not yet adopted**

IFRS 15, *Revenue from Contracts with Customers*, was issued in May 2014, and amended in April 2016, and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to customers.

The new revenue standard supersedes all current revenue recognition requirements under IFRS. Either a full retrospective application or modified retrospective application is required for annual periods beginning on or after January 1, 2018. The standard is applicable for our fiscal year ending June 30, 2019. We have assessed the new standard, including completing our contract reviews and evaluation of the incremental costs of obtaining a contract. Based on our assessment, we will be adopting the requirements of the new standard in the first quarter of fiscal 2019, utilizing the full retrospective method of transition.

The primary impact of adopting the new standard relates to our on-premises term-based licenses, as under IFRS 15, the requirement to have vendor specific objective evidence (VSOE) for undelivered elements is eliminated. Our term-based licenses include the delivery of software and support services as well as unspecified future updates. Under our current policies, we recognize revenue for these contracts ratably over the life of the service period. In contrast, under IFRS 15, we will estimate the standalone selling price associated with the software license and the support services separately and recognize license revenue upon delivery of the initial software at the outset of the arrangement. Upon adoption, unused maintenance upon server product upgrades will be allocated between maintenance, perpetual license and other revenue. Under our current policy it is allocated in-full to perpetual license revenue.

The impact of adopting the new standard as it relates to the incremental costs of obtaining a contract was not material to our fiscal 2018 and fiscal 2017 financial statements.

Select consolidated statements of operations line items which reflect the adoption of IFRS 15 are as follows:

	Year ended June 30, 2018		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Revenues:</b>			
Subscription	\$ 403,214	\$ 7,480	\$ 410,694
Maintenance	325,898	613	326,511
Perpetual license	85,481	(2,310)	83,171
Other	59,357	1,245	60,602
Total revenues	873,950	7,028	880,978
Total operating expenses	755,008	(675)	754,333
Operating loss	(53,748)	7,703	(46,045)
Income tax expense	(53,507)	(1,794)	(55,301)
Net loss	\$ (119,341)	\$ 5,909	\$ (113,432)

	Year ended June 30, 2017		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Revenues:</b>			
Subscription	\$ 242,128	\$ 7,695	\$ 249,823
Maintenance	265,521	(1,068)	264,453
Perpetual license	74,565	(507)	74,058
Other	37,722	628	38,350
Total revenues	619,936	6,748	626,684
Total operating expenses	563,861	(504)	563,357
Operating loss	(63,086)	7,252	(55,834)
Income tax benefit	17,148	(2,197)	14,951
Net loss	\$ (42,504)	\$ 5,055	\$ (37,449)

Select consolidated statements of financial position line items, which reflect the adoption of IFRS 15 are as follows:

	As of June 30, 2018		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Current assets:</b>			
Prepaid expenses and other current assets	\$ 28,219	\$ 1,576	\$ 29,795
<b>Non-current assets:</b>			
Deferred tax assets	64,662	(5,442)	59,220
Other non-current assets	112,221	1,180	113,401
<b>Current liabilities:</b>			
Deferred revenue	340,834	(16,440)	324,394
<b>Non-current liabilities:</b>			
Deferred tax liabilities	12,051	109	12,160
Deferred revenue	19,386	(909)	18,477
<b>Equity</b>			
Accumulated deficit	\$ (142,570)	\$ 14,554	\$ (128,016)

  

	As of June 30, 2017		
	As Reported	IFRS 15 Adjustment (U.S. \$ in thousands)	As Adjusted
<b>Current assets:</b>			
Prepaid expenses and other current assets	\$ 23,317	\$ 822	\$ 24,139
<b>Non-current assets:</b>			
Deferred tax assets	188,239	(3,341)	184,898
Other non-current assets	9,269	778	10,047
<b>Current liabilities:</b>			
Deferred revenue	245,306	(10,541)	234,765
<b>Non-current liabilities:</b>			
Deferred tax liabilities	43,950	416	44,366
Deferred revenue	10,691	(261)	10,430
<b>Equity</b>			
Accumulated deficit	\$ (23,229)	\$ 8,645	\$ (14,584)

Adoption of the standard related to revenue recognition had no impact to cash provided by or used in operating, financing, or investing activities on our consolidated cash flows statements.

In January 2016, the IASB issued IFRS 16, *Leases*, which supersedes the existing leases standard, IAS 17, *Leases*, and related interpretations. The standard introduces a single lessee accounting model and requires a lessee to recognize all leases with a term of more than 12 months, as assets and liabilities on its statement of financial position. The standard also contains enhanced disclosure requirements for lessees and is effective for the Group beginning for its fiscal year ending June 30, 2020, though early adoption is permitted for companies that early adopt IFRS 15. The Group is currently evaluating the impact of adopting the standard on its consolidated financial statements.

### 3. Critical Accounting Estimates and Judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenues and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes to be reasonable

under the circumstances, the result of which forms the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions and may materially affect the financial results or the financial position reported in future periods.

Management has identified the following critical accounting policies for which significant judgments, estimates and assumptions are made.

### **Significant accounting estimates and assumptions**

#### *Revenue*

As described in the Group's revenue accounting policy, revenue will be recognized when all criteria are met in accordance with IAS 18, *Revenue*. Most of the Group's revenue-generating arrangements include more than one deliverable. Assumptions have to be applied in order to determine when to account for deliverables separately and how to allocate the total arrangement fee to its individual elements. The Group does not allocate different deliverables under one arrangement separately if a basis for allocating the overall arrangement fee cannot be identified. The Group has concluded that a reasonable allocation basis exists if vendor-specific objective evidence of fair value can be established for each undelivered software element in an arrangement. However, estimation is required and the Group's conclusions around the approach to allocate fair value may significantly impact the timing and amount of revenue recognized.

#### *Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The accounting estimates and assumptions relating to equity-settled share-based payments may impact expenses, equity and the carrying amounts of liabilities within the next financial reporting period.

#### *Business combinations*

The Group uses its best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Group's estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the date of acquisition, the Group may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions are initially established in connection with a business combination as of the acquisition date. The Group continues to collect information and reevaluates these estimates and assumptions as deemed reasonable by management. The Group records any adjustments to these estimates and assumptions against goodwill provided they arise within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of operations.

### **Significant accounting judgments**

#### *Taxation*

Deferred tax assets are recognized for deductible temporary differences for which management considers it is probable that future taxable income will be available to utilize those temporary differences. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income, together with future tax-planning strategies.

Management judgment is required to determine the extent to which deferred tax assets should be recognized based upon the likely timing and the level of future taxable income available to utilize the Group's deferred tax benefits. Assumptions about the generation of future taxable income depend on management's estimates of future cash flows, future business expectations, capital expenditure, dividends, and other capital management transactions.

Management judgment is also required in relation to the application of income tax legislation, which involves an element of inherent risk and uncertainty. Where management judgment is found to be misplaced, some or all of recognized deferred tax asset and liability carrying amounts may require adjustment, resulting in a corresponding credit or charge to the consolidated statements of operations.

### *Impairment of non-financial assets*

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment.

These include product performance, technology, economic and political environments, and future product expectations. If an impairment trigger exists, the recoverable amount of the asset is determined. No indicators of impairment existed that were significant enough to warrant such assets to be tested for impairment in the fiscal years ended June 30, 2018, 2017 and 2016.

### *Impairment of financial instruments*

The Group assesses the credit risk for financial instruments and establishes a loss allowance for impairment that represents its estimate of incurred losses in respect of financial instruments.

## **4. Group Information**

As of June 30, 2018, the Group's subsidiaries, all of which are wholly-owned, were as follows:

<b>Name</b>	<b>Country of Incorporation</b>
Atlassian (UK) Limited	United Kingdom, United States of America
Atlassian (UK) Holdings Limited	United Kingdom, United States of America
Atlassian (Australia) Limited	United Kingdom, United States of America
Atlassian (Global) Limited	United Kingdom
Atlassian (UK) Operations Limited	United Kingdom
Atlassian, Inc.	United States of America
Atlassian LLC	United States of America
Atlassian Network Services, Inc.	United States of America
Dogwood Labs, Inc.	United States of America
Trello, Inc.	United States of America
Atlassian Australia 1 Pty Ltd	Australia
Atlassian Australia 2 Pty Ltd	Australia
Atlassian Corporation Pty. Ltd.	Australia
Atlassian Pty Ltd	Australia
Atlassian Capital Pty. Ltd.	Australia
MITT Australia Pty Ltd	Australia
MITT Trust	Australia
Atlassian K.K.	Japan
Atlassian Germany GmbH	Germany
Atlassian Holdings B.V.	Netherlands
Atlassian Philippines, Inc.	Philippines
Atlassian France	France
Atlassian B.V.	Netherlands
Atlassian India LLP	India

## **5. Financial Risk Management**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, equity price risk, and interest rate risk), credit risk and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group.

Management regularly reviews the Group's risk management objectives to ensure that risks are identified and managed appropriately. The Board of Directors is made aware of and reviews management's risk assessments prior to entering into significant transactions.

## **Market risk**

### *Currency risk*

The Group operates globally and is exposed to foreign exchange risk arising from exposure to various currencies in the ordinary course of business. Our exposures primarily consist of the Australian dollar, British pound, Euro, Japanese yen, Philippine peso, Indian rupee and Swiss franc. Foreign exchange risk arises from commercial transactions and recognized financial assets and liabilities denominated in a currency other than the U.S. dollar. The Group's foreign exchange policy is reviewed annually by the Group's audit committee and requires the Group to monitor its foreign exchange exposure on a regular basis.

All of our sales contracts are denominated in U.S. dollars, and our operating expenses are generally denominated in the local currencies of the countries where our operations are located. We therefore benefit from a strengthening of the U.S. dollar and are adversely affected by the weakening of the U.S. dollar.

We have a cash flow hedging program in place and enter into derivative transactions to manage certain foreign currency exchange risks that arise in the Group's ordinary business operations. We recognize all derivative instruments as either assets or liabilities on our consolidated statements of financial position and measure them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting.

We enter into master netting agreements with select financial institutions to reduce our credit risk and contract with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our foreign currency derivatives.

### *Cash flow hedging*

We enter into foreign exchange forward contracts with the objective to mitigate certain currency risks associated with cost of revenues and operating expenses denominated in Australian dollars. These foreign exchange forward contracts are designated as cash flow hedges.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. We include the forward element of these hedging instruments in the hedge relationship and on a quarterly basis qualitatively assess whether the hedges are expected to provide offsetting changes against the hedged items. The effect of the cash flow hedges determined to be effective is recognized in other comprehensive income and impact profit or loss in the same period or periods as the hedged items are recognized in profit or loss. Amounts reclassified from cash flow hedge reserve to profit or loss are recorded to the same functional expense as hedged item or items. Gains or losses related to the ineffective portion of cash flow hedges, if any, are recognized immediately in the same functional expense as the hedged item or items. We measure ineffectiveness in a cash flow hedge relationship using the hypothetical derivative method. Ineffectiveness occurs only if the present value of the cumulative gain or loss on the derivative instrument exceeds the present value of the cumulative gain or loss on the hypothetical derivative, which is used to measure changes of expected future cash flow.

It is our policy to enter into cash flow hedges to hedge cost of revenues and operating expenses up to 18 months.

### *Balance sheet hedging*

We also enter into foreign exchange forward contracts to hedge a portion of certain foreign currency denominated as monetary assets and liabilities to reduce the risk that such foreign currency will be adversely affected by changes in exchange rates. These contracts hedge monetary assets and liabilities that are denominated in non-functional currencies and are carried at fair value with changes in the fair value recorded to other non-operating income (expense), net on our consolidated statements of operations. These contracts do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the monetary assets and liabilities being hedged.

### *Foreign currency sensitivity*

A sensitivity analysis performed on our hedging portfolio as of June 30, 2018 indicated that a hypothetical 10% strengthening of the U.S. dollar against other currencies applicable to our business would decrease the fair value of our foreign currency contracts by \$18.8 million. A hypothetical 10% weakening of the U.S. dollar against other currencies would increase the fair value of our foreign currency contracts by \$18.8 million.

A sensitivity analysis performed on our hedging portfolio as of June 30, 2017 indicated that a hypothetical 10% strengthening of the U.S. dollar against other currencies applicable to our business would decrease the fair value of our foreign currency contracts by \$11.3 million. A hypothetical 10% weakening of the U.S. dollar against other currencies would increase the fair value of our foreign currency contracts by \$11.3 million.

### **Equity Price Risk**

The Group is exposed to equity price risk in connection with our Notes, including exchange and settlement provisions based on the price of our Class A ordinary shares at exchange or maturity of the Notes. In addition, the capped call transactions associated with the Notes also include settlement provisions that are based on the price of our Class A ordinary shares. The amount of cash we may receive from capped call counterparties in connection with the capped calls is determined by the price of our Class A ordinary shares.

A sensitivity analysis performed on the Notes embedded exchange derivative and capped call transactions indicates that a hypothetical 10% increase in our share price would increase the fair value of the Notes embedded exchange derivative by \$46.7 million and increase the fair value of the capped call transactions by \$15.9 million. A hypothetical 10% decrease in our share price would decrease the fair value of the Notes embedded exchange derivative by \$43.0 million and increase the fair value of the capped call transactions by \$16.2 million.

### **Interest rate risk**

Our cash equivalents and investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates. As of June 30, 2018, the Group had cash and cash equivalents totaling \$1.4 billion and short-term investments totaling \$323.1 million.

A sensitivity analysis performed on our portfolio indicated that a hypothetical 100 basis point increase in interest rates at June 30, 2018 and 2017 would result in a \$1.7 million and \$2.0 million decrease in the market value of our investments, respectively. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur.

### **Credit risk**

The Group is exposed to credit risk arising from cash and cash equivalents, deposits with banks and financial institutions, investments, foreign exchange derivative contracts, and capped call transactions related to our issuance of the Notes, as well as credit exposures to customers, including outstanding receivables and committed transactions. Credit risk is managed on a Group basis.

The Group has a minimum credit rating requirement for banks and financial institutions with which it transacts. The Group's investments are governed by a corporate investment policy with a minimum credit ratings and concentration limits for all securities.

The Group is exposed to credit risk in the event of non-performance by the counterparties to our foreign exchange derivative contracts and our capped call transactions at maturity. To reduce the credit risk, we continuously monitor credit quality of our counterparties to such derivatives. We believe the risk of non-performance under these contracts is remote.

The Group's customer base is highly diversified, thereby limiting credit risk. The Group manages its credit risk with customers by closely monitoring its receivables. Sales are typically settled using major credit cards, mitigating credit risk. Our credit policy typically requires payment within 30-45 days, and we establish credit limits for each customer based on our internal guidelines. No one customer accounted for more than 10% of total revenues during each of the fiscal years ended June 30, 2018, 2017 or 2016.

## Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in meeting its obligations associated with its financial liabilities as they fall due.

The table below present the contractual undiscounted cash flows relating to the Group's financial liabilities at the balance sheet date. The cash flows are grouped based on the remaining period to the contractual maturity date. The Group has sufficient funds to meet these commitments as they become due.

Contractual maturities of financial liabilities are as follows:

	Up to 12 Months	Greater than 12 Months	Total
(U.S. \$ in thousands)			
<b>As of June 30, 2018</b>			
Financial liabilities:			
Trade and other payables	\$ 113,105	\$ —	\$ 113,105
Exchangeable senior notes, net	—	1,000,000	1,000,000
	<u>\$ 113,105</u>	<u>\$1,000,000</u>	<u>\$1,113,105</u>
<b>As of June 30, 2017</b>			
Financial liabilities:			
Trade and other payables	\$ 73,192	\$ —	\$ 73,192
Other non-current liabilities	—	4,969	4,969
	<u>\$ 73,192</u>	<u>\$ 4,969</u>	<u>\$ 78,161</u>

## Capital risk management

The primary objective of the Group's capital structure management is to ensure that it maintains an appropriate capital structure to support its business and maximize shareholder value. The Group manages its capital structure and adjusts it based on business needs and economic conditions. During the fiscal year ended June 30, 2018, the Group issued \$1.0 billion of exchangeable debt for working capital and other corporate purposes, including acquiring complementary businesses, products, services or technologies. No material changes were made to the process of managing capital during the fiscal years ended June 30, 2017 and 2016.

To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares, or consider external financing alternatives. The Group does not have any present or future plan to pay dividends on its shares.

## Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

IFRS 13, *Fair value measurement* defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either, in the principle market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability.

IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The fair value of financial instruments traded in active markets is included in Level 1.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to measure the fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Group's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and considers factors specific to the asset or liability. There were no transfers between levels during fiscal year 2018 and 2017.

The following table presents the Group's financial assets and liabilities measured and recognized at fair value as of June 30, 2018, by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
	(U.S. \$ in thousands)			
<b>Description</b>				
<b>Assets</b>				
Cash and cash equivalents:				
Money market funds	\$ 693,596	\$ —	\$ —	\$ 693,596
Commercial paper	—	29,118	—	29,118
Agency securities	—	7,989	—	7,989
Corporate debt securities	—	1,000	—	1,000
U.S. treasury securities	—	18,968	—	18,968
Total cash and cash equivalents	693,596	57,075	—	750,671
Investments:				
U.S. treasury securities	—	52,700	—	52,700
Agency securities	—	22,015	—	22,015
Certificates of deposit and time deposits	—	58,824	—	58,824
Commercial paper	—	35,372	—	35,372
Corporate debt securities	—	157,883	—	157,883
Municipal securities	—	—	—	—
Total investments	—	326,794	—	326,794
Derivative assets	—	63	—	63
Capped call transactions	—	—	99,932	99,932
Total assets	693,596	383,932	99,932	1,177,460
<b>Liabilities</b>				
Derivative liabilities	—	5,417	—	5,417
Notes embedded exchange derivative	—	—	202,553	202,553
Total liabilities	\$ —	\$ 5,417	\$ 202,553	\$ 207,970

As of June 30, 2018, the Group had \$323.1 million of investments which were classified as short-term investments on the Group's consolidated statements of financial position. Additionally, the Group had certificates of deposit and time deposits totaling \$3.6 million which were classified as long-term and were included in other non-current assets on the Group's statement of financial position. As of June 30, 2018 and 2017, the Group's short-term investments were classified as debt instruments at fair value through other comprehensive income.

*Assets and Liabilities Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3)*

The Notes embedded exchange derivative and capped call transactions (“Exchange and Capped Call Derivatives”) are measured at fair value using Black-Scholes option pricing models that utilizes both observable and unobservable market inputs.

Exchange and Capped Call Derivatives are classified as level 3 as the Group uses stock price volatility implied from options traded with a substantially shorter term, which makes this an unobservable input that is significant to the valuation. The stock price volatility as of June 30, 2018, ranged from 32.7% to 36.3%. Other inputs that are observable and significant for the valuation includes our stock price and time to expiration of the options.

In general, an increase in our stock price volatility would increase the fair value of the derivatives and would result in a net loss. The future impact on the other non-operating income (expense), net depends on how significant volatility changes independently and in relation to other inputs. As of June 30, 2018, a 10% higher volatility, holding other inputs constant would result in an approximately \$23.5 million of additional loss.

The following table illustrates the changes in the balances of the capped call transaction and Notes embedded exchange derivative liability associated with the Notes, as reported in other non-current assets and other non-current liabilities in the consolidated statements of financial position:

	Capped Call Transactions	Notes Embedded Exchange Derivative
	(U.S. \$ in thousands)	
Balance as of June 30, 2017	\$ —	\$ —
Additions	87,700	(177,907)
Changes in unrealized gains (losses)	12,232	(24,646)
Balance as of June 30, 2018	<u>\$ 99,932</u>	<u>\$ (202,553)</u>

The following table presents the Group’s financial assets and liabilities measured and recognized at fair value as of June 30, 2017, by the level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
	(U.S. \$ in thousands)			
<b>Description</b>				
Cash and cash equivalents:				
Money market funds	\$ 78,564	\$ —	\$ —	\$ 78,564
Commercial paper	—	2,749	—	2,749
Total cash and cash equivalents	<u>78,564</u>	<u>2,749</u>	<u>—</u>	<u>81,313</u>
Investments:				
U.S. treasury securities	—	61,676	—	61,676
Agency securities	—	16,654	—	16,654
Certificates of deposit and time deposits	—	44,101	—	44,101
Commercial paper	—	33,928	—	33,928
Corporate debt securities	—	148,546	—	148,546
Municipal securities	—	4,788	—	4,788
Total investments	<u>—</u>	<u>309,693</u>	<u>—</u>	<u>309,693</u>
Derivative assets	—	3,252	—	3,252
Total assets	<u>\$ 78,564</u>	<u>\$ 315,694</u>	<u>\$ —</u>	<u>\$ 394,258</u>

As of June 30, 2017, the Group had \$305.5 million of investments which were classified as short-term investments on the Group’s consolidated statements of financial position. Additionally, the Group had certificates of

deposit and time deposits totaling \$4.2 million which were classified as long-term and were included in other non-current assets on the Group's consolidated statements of financial position.

The Group's financial assets include cash and cash equivalents, trade receivables, tax receivables, and short-term and long-term deposits with fixed interest rates.

As of June 30, 2018, the Group's investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
	(U.S. \$ in thousands)			
<b>Investments</b>				
U.S. treasury securities	\$ 52,809	\$ —	\$ (109)	\$ 52,700
Agency securities	22,097	—	(82)	22,015
Certificates of deposit and time deposits	58,824	—	—	58,824
Commercial paper	35,372	—	—	35,372
Corporate debt securities	158,538	14	(669)	157,883
Total investments	<u>\$ 327,640</u>	<u>\$ 14</u>	<u>\$ (860)</u>	<u>\$ 326,794</u>

As of June 30, 2017, the Group's investments consisted of the following:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
(U.S. \$ in thousands)				
<b>Investments</b>				
U.S. treasury securities	\$ 61,760	\$ —	\$ (84)	\$ 61,676
Agency securities	16,740	—	(86)	16,654
Certificates of deposit and time deposits	44,101	—	—	44,101
Commercial paper	33,928	—	—	33,928
Corporate debt securities	148,634	52	(140)	148,546
Municipal securities	4,789	—	(1)	4,788
<b>Total investments</b>	<b>\$ 309,952</b>	<b>\$ 52</b>	<b>\$ (311)</b>	<b>\$ 309,693</b>

The table below summarizes the Group's investments by remaining contractual maturity based on the effective maturity date:

	As of June 30,	
	2018	2017
(U.S. \$ in thousands)		
Recorded as follows:		
Due in one year or less	\$ 277,087	\$ 223,562
Due after one year	49,707	86,131
<b>Total investments</b>	<b>\$ 326,794</b>	<b>\$ 309,693</b>

#### Derivative financial instruments

The group have derivative instruments that are used for hedging activities as discussed below and derivative instruments relating to the Notes and the capped calls as discussed in Note 14: Exchangeable Senior Notes.

The fair value of the derivative instruments were as follows:

Statement of Financial Position Location	Fair Value As of June 30, 2018	Fair Value As of June 30, 2017
(U.S. \$ in thousands)		
<b>Derivative assets</b>		
Derivatives designated as hedging instruments:		
Foreign exchange forward contracts	Prepaid expenses and other current assets	\$ 39
		\$ 2,915
Foreign exchange forward contracts	Other non-current assets	3
		249
Derivatives not designated as hedging instruments:		
Foreign exchange forward contracts	Prepaid expenses and other current assets	21
		88
Total derivative assets		<u>\$ 63</u>
		<u>\$ 3,252</u>
<b>Derivative liabilities</b>		
Derivatives designated as hedging instruments:		
Foreign exchange forward contracts	Trade and other payables	\$ 5,006
		\$ —
Foreign exchange forward contracts	Other non-current liabilities	204
		—
Derivatives not designated as hedging instruments:		
Foreign exchange forward contracts	Trade and other payables	207
		—
Total derivative liabilities		<u>\$ 5,417</u>
		<u>\$ —</u>

The following table sets forth the notional amounts of our derivative instruments at June 30, 2018 (in thousands):

	Notional Amounts of Derivative Instruments					
	Notional Amount by Term to Maturity			Classification by Notional Amount		
	Under 12 months	Over 12 months	Total	Cash Flow Hedge	Non Hedge	Total
Foreign exchange forward contracts	\$188,633	\$12,492	\$201,125	\$180,898	\$20,227	\$201,125

The following table sets forth the notional amounts of our derivative instruments at June 30, 2017 (in thousands):

	Notional Amounts of Derivative Instruments					
	Notional Amount by Term to Maturity			Classification by Notional Amount		
	Under 12 months	Over 12 months	Total	Cash Flow Hedge	Non Hedge	Total
Foreign exchange forward contracts	\$ 100,470	\$ 8,707	\$ 109,177	\$ 99,662	\$ 9,515	\$ 109,177

The effects of derivatives designated as hedging instruments on our consolidated financial statements were as follows (amounts presented are prior to any income tax effects):

	<b>Foreign Exchange Forward Contracts</b>	
	<b>Fiscal Year Ended June 30,</b>	
	<b>2018</b>	<b>2017</b>
	(U.S. \$ in thousands)	
Gross unrealized gain (loss) recognized in other comprehensive income	\$ (5,730)	\$ 4,517
Net gain reclassified from cash flow hedge reserve into profit or loss - effective portion	\$ 2,599	\$ 1,356
Gain (loss) recognized into profit or loss - ineffective portion	\$ 12	\$ (3)

## 6. Other Non-operating Income (Expense), Net

Other non-operating income (expense), net consisted of the following:

	<b>Fiscal Year Ended June 30,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	(U.S. \$ in thousands)		
Exchange derivative allocated issuance costs	\$ (1,785)	\$ —	\$ —
Net unrealized loss on exchange derivative and capped calls	(12,414)	—	—
Foreign currency exchange gain (loss), net	(413)	(93)	376
Contributions to Atlassian Foundation	(1,856)	(1,620)	(1,463)
Other income	1,311	371	15
Other non-operating income (expense), net	<u>\$ (15,157)</u>	<u>\$ (1,342)</u>	<u>\$ (1,072)</u>

## 7. Expenses

Loss before income tax benefit (expense) included the following expenses:

	Fiscal Year Ended June 30,		
	2018	2017	2016
(U.S. \$ in thousands)			
<b>Depreciation:</b>			
Equipment	\$ 1,214	\$ 1,022	\$ 762
Computer hardware and software	11,543	23,729	9,537
Furniture and fittings	1,485	1,016	720
Leasehold improvements	7,915	5,923	3,416
Total depreciation	22,157	31,690	14,435
<b>Amortization:</b>			
Patents and trademarks	6,990	2,907	31
Customer relationships	29,100	12,361	55
Acquired developed technology	21,188	14,588	7,405
Total amortization	57,278	29,856	7,491
Total depreciation and amortization	\$ 79,435	\$ 61,546	\$ 21,926
<b>Employee benefits expense:</b>			
Salaries and wages	\$ 273,326	\$ 201,953	\$ 149,506
Variable compensation	33,067	19,260	14,260
Payroll taxes	30,478	20,792	14,250
Share-based payment expense	162,873	137,448	75,480
Defined contribution plan expense	16,839	13,041	10,105
Contractor expense	23,666	16,333	18,352
Other	44,877	34,605	31,946
Total employee benefits expense	\$ 585,126	\$ 443,432	\$ 313,899

## 8. Income Tax

The major components of income tax benefit for the fiscal years ended June 30, 2018, 2017 and 2016 are as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
(U.S. \$ in thousands)			
<b>Current income tax:</b>			
Current income tax charge	\$ (1,956)	\$ (11,518)	\$ (6,475)
Adjustments in respect of current income tax of previous years	(48)	(25)	989
<b>Deferred tax:</b>			
Benefit (expense) relating to origination and reversal of temporary differences	(18,140)	28,061	17,041
Adjustments in respect of temporary differences of previous years	(33,363)	630	(2,275)
Income tax benefit (expense)	\$ (53,507)	\$ 17,148	\$ 9,280

A reconciliation between income tax benefit and the product of accounting income (loss) multiplied by the United Kingdom's domestic tax rate for the fiscal years ended June 30, 2018, 2017 and 2016, is as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
Loss before income tax benefit (expense)	\$ (65,834)	\$ (59,652)	\$ (4,907)
At the United Kingdom's statutory income tax rate of 19%, 19.75%, and 20.00% in fiscal 2018, 2017 and 2016, respectively	12,508	11,781	983
Tax effect of amounts that are not taxable (deductible) in calculating taxable income:			
Research and development incentive	2,620	18,404	20,673
Non-deductible charges relating to exchangeable senior notes	(3,195)	—	—
Share-based payment	(11,199)	(9,946)	(6,317)
Foreign tax credits not utilized	(81)	—	(4,011)
Amortization of intangible assets that do not give rise to deferred taxes	(31)	(673)	(907)
Non-deductible retention on acquisition	—	(150)	(405)
Non-assessable non-operating items	—	—	7,995
Foreign tax rate adjustment	(4,968)	(1,990)	(7,341)
Adjustment to deferred tax balance	(14,602)	(332)	150
Other items, net	(1,148)	(551)	(254)
	(20,096)	16,543	10,566
Adjustments in respect to current income tax of previous years	(48)	(25)	989
Adjustments in respect to deferred income tax of previous years	(33,363)	630	(2,275)
Income tax benefit (expense)	<u>\$ (53,507)</u>	<u>\$ 17,148</u>	<u>\$ 9,280</u>

Details of deferred taxes, recognized and unrecognized:

	Consolidated Statements of Financial Position		Consolidated Statements of Operations	
	As of June 30,		Fiscal Year Ended June 30,	
	2018	2017	2018	2017
	(U.S. \$ in thousands)			
Depreciation for tax purposes	\$ 2,537	\$ 1,122	\$ 1,415	\$ 4,331
Provisions, accruals and prepayments	7,349	7,560	(211)	1,795
Deferred revenue	28,093	15,275	12,818	11,621
Unrealized foreign currency exchange gains	(410)	(184)	(226)	—
Carried forward tax losses (gains)	850	35,071	(34,221)	29,729
Carried forward tax credits—credited to profit and loss	5,456	46,412	(41,546)	9,709
Intangible assets	16,620	(34,060)	50,680	9,091
Tax benefit (expense) from share plans—income	216	30,597	(30,379)	10,695
Tax benefit (expense) from share plans—equity	127	42,846	(123)	(48,012)
Deferred foreign taxes	(10,605)	—	(10,605)	—
Other, net	2,378	(350)	895	(267)
Deferred tax benefit	—	—	\$ (51,503)	\$ 28,692
Deferred tax assets, net	<u>\$ 52,611</u>	<u>\$ 144,289</u>		
Reflected in the consolidated statements of financial position as follows:				
Deferred tax assets	\$ 64,662	\$ 188,239		
Deferred tax liabilities	(12,051)	(43,950)		
Deferred tax assets, net	<u>\$ 52,611</u>	<u>\$ 144,289</u>		
Items for which no deferred tax asset has been recognized:				
Depreciation and amortization for tax purposes	2,081	\$ —		
Provisions, accruals and prepayments	3,514	—		
Deferred revenue	22,541	—		
Unrealized foreign currency exchange gains	132	—		
Unused tax losses	166,465	2,022		
Intangible assets	2,052,484	—		
Tax benefit from share plans- income	30,114	—		
Tax benefit from share plans- equity	62,760	—		
Capital loss	1,391	1,391		
Carried forward tax credits- credited to profit and loss	25,524	3,587		
Unrealized loss on investments	160	51		
Other, net	1,121	—		
	<u>\$ 2,368,287</u>	<u>\$ 7,051</u>		

	2018	2017
	(U.S. \$ in thousands)	
<b>Reconciliation of deferred tax assets, net</b>		
Balance as of July 1,	\$ 144,289	\$ 120,773
Deferred tax charge (benefit) for the year	(51,503)	28,692
Debited (credited) to equity	(40,091)	34,517
Adjustment in respect of income tax payable	(84)	(7,282)
Impact from business combinations	—	(32,411)
Balance as of June 30,	<u>\$ 52,611</u>	<u>\$ 144,289</u>

The U.S. Tax Cuts and Jobs Act (the "Tax Act") enacted on December 22, 2017 introduces a number of changes to U.S. income tax law. Among other changes, the Tax Act (i) reduces the U.S. federal corporate tax rate from 35% to 21%, (ii) enacts limitations regarding the deductibility of interest expense, (iii) modifies the provisions relating to the limitations on deductions for executive compensation of publicly traded corporations, (iv) imposes new limitations on the utilization of net operating loss arising in taxable years beginning after December 31, 2017, (v) repeals the corporate alternative minimum tax and provides for a refund of existing alternative minimum tax credits, and (vi) creates new taxes on certain foreign-sourced earnings and certain related-party payments, which are referred to as the global intangible low-taxed income tax and the base erosion tax, respectively. As of June 30, 2018, the Group has completed the accounting for the federal tax effects of the Tax Act, however the Group's analysis of the state impacts of the Tax Act related state non-conformity with certain provisions of the Tax Act is not yet complete. The accounting for the state impacts of the Tax Act will be completed in fiscal 2019, in accordance with International Accounting Standard 12.

As a result of the new U.S. federal statutory corporate tax rate of 21% contained within the Tax Act, the Group recorded non-cash charges of \$16.9 million to tax expense and \$16.9 million to equity to revalue the Group's U.S. net deferred tax assets. Additionally, in December 2017, as a result of the Group's assessment of the realizability of its U.S. deferred tax assets, the Group recorded non-cash charges of \$30.4 million to tax expense and \$25.8 million to equity to reduce the carrying value of these assets. Making this decision included consideration of our historical operating results and cumulative losses in the United States. The Group will continue to assess and record any necessary changes to align its deferred tax assets to their realizable value. In December 2017, the Group made changes to its corporate structure to include certain foreign subsidiaries in its U.S. consolidated tax group that resulted in the creation of certain deferred tax assets and liabilities, including a non-recognized deferred tax asset of \$2.1 billion related to the fair market value of its intellectual property. The assets are included in the Group's quarterly assessment and are only recognized to the extent they are determined to be realizable.

The \$34.5 million credited to equity in fiscal 2017, primarily represents the deferred tax benefit of share-based payments in excess of the cumulative expense recognized to date of the share-based award. The total deferred tax benefit is determined using the intrinsic value of the share-based award as of each reporting date. The \$7.3 million adjustment in respect of income taxes payable in fiscal 2017 represents the utilization of net operating loss deferred tax assets against taxable income of prior years, resulting in a refund due to the Group of prior year taxes paid.

The impact from business combinations of \$32.4 million in fiscal 2017 represents the net deferred tax assets and liabilities recognized and charged to goodwill as a result of the acquisitions of Dogwood Labs, Inc. ("StatusPage") and Trello, Inc. ("Trello"). The Group acquired net operating loss carryforward deferred tax assets of approximately \$0.5 million and \$13.6 million from StatusPage and Trello, respectively. The Group also recognized deferred tax liabilities of approximately \$3.1 million and \$45.3 million related to acquired intangibles from StatusPage and Trello, respectively, the amortization of which will not be deductible from future taxable profits.

	<u>2018</u>	<u>2017</u>
	(U.S. \$ in thousands)	
Amounts recognized directly in equity:		
Current tax—credited (debited) directly to equity	\$ —	\$ 401
Net deferred tax—credited (debited) directly to equity	(40,091)	34,517
	<u>\$ (40,091)</u>	<u>\$ 34,918</u>

The Group has the following losses and credits available for offsetting future profit and taxes:

	Expiration	Amount carried forward	Amount recognized as of June 30, 2018
United States net operating loss	June 30, 2032-June 30, 2038	\$ 762,682	\$ 3,774
State net operating loss	June 30, 2024-June 30, 2038	110,770	1,879
United Kingdom net operating loss	None	1,790	304
United States research and development credits	June 30, 2031-June 30, 2038	18,211	121
State research and development credits-California	None	6,672	—
State research and development credits- Texas	June 30, 2036-June 30, 2038	1,617	1,557
Australia research and development credits	None	3,778	3,778
Australia capital loss	None	4,637	—
State enterprise zone credits	June 30, 2020-June 30, 2024	867	—

### 9. Trade Receivables

The Group's trade receivables consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Trade receivables	\$ 46,770	\$ 26,923
Provision for impairment of receivables	(629)	(116)
	<u>\$ 46,141</u>	<u>\$ 26,807</u>

As of June 30, 2018 two customers accounted for more than 10% of the total trade receivables balance. These customers, both channel partners, represent 15% and 10% of the total trade receivables balance. As of June 30, 2017, one customer, a channel partner, represented 11% of total trade receivables balance.

#### Impaired trade receivables

As of June 30, 2018 and 2017, the Group had a provision for impaired receivables of \$629,000 and \$116,000, respectively.

The movements in the provision for impairment of receivables were as follows:

	(U.S. \$ in thousands)
As of July 1, 2016	\$ —
Charge for the period	116
As of June 30, 2017	<u>116</u>
Charge for the period	513
As of June 30, 2018	<u>\$ 629</u>

## Past due but not impaired

As of June 30, 2018 and 2017, trade receivables that were past due but not impaired totaled \$5.0 million and \$5.9 million, respectively. These relate to a number of channel partners and customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

	As of June 30,	
	2018	2017
(U.S. \$ in thousands)		
Up to three months	\$ 4,923	\$ 5,658
Greater than three months	74	276
	<u>\$ 4,997</u>	<u>\$ 5,934</u>

## Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of receivables mentioned above. The fair value of securities held for certain trade receivables is insignificant, as is the fair value of any collateral sold or repledged. Refer to Note 5, "Financial Risk Management," for more information on the risk management policy of the Group and the credit quality of the Group's trade receivables.

## 10. Property and Equipment

Property and equipment, net consisted of the following:

	Equipment	Computer Hardware and Software	Furniture and Fittings	Leasehold Improvements	Total
(U.S. \$ in thousands)					
<b>As of June 30, 2017</b>					
Opening cost balance	\$ 3,400	\$ 52,141	\$ 5,409	\$ 25,114	\$ 86,064
Additions	1,138	2,106	1,693	9,168	14,105
Disposals	(645)	(794)	(34)	(471)	(1,944)
Effect of change in exchange rates	2	(5)	15	29	41
Closing cost balance	<u>3,895</u>	<u>53,448</u>	<u>7,083</u>	<u>33,840</u>	<u>98,266</u>
Opening accumulated depreciation	(1,727)	(15,390)	(1,444)	(8,741)	(27,302)
Depreciation expense	(1,022)	(23,729)	(1,016)	(5,923)	(31,690)
Effect of change in exchange rates	(2)	1	(6)	6	(1)
Disposals	630	782	17	471	1,900
Closing accumulated depreciation	<u>(2,121)</u>	<u>(38,336)</u>	<u>(2,449)</u>	<u>(14,187)</u>	<u>(57,093)</u>
Net book amount	<u>\$ 1,774</u>	<u>\$ 15,112</u>	<u>\$ 4,634</u>	<u>\$ 19,653</u>	<u>\$ 41,173</u>
<b>As of June 30, 2018</b>					
Opening cost balance	\$ 3,895	\$ 53,448	\$ 7,083	\$ 33,840	\$ 98,266
Additions	1,651	247	4,023	28,279	34,200
Disposals	(320)	(44,545)	(83)	(668)	(45,616)
Effect of change in exchange rates	(2)	(3)	8	5	8
Closing cost balance	<u>5,224</u>	<u>9,147</u>	<u>11,031</u>	<u>61,456</u>	<u>86,858</u>
Opening accumulated depreciation	(2,121)	(38,336)	(2,449)	(14,187)	(57,093)
Depreciation expense	(1,214)	(11,543)	(1,485)	(7,915)	(22,157)
Effect of change in exchange rates	(1)	1	(4)	21	17
Disposals	272	43,048	43	668	44,031
Closing accumulated depreciation	<u>(3,064)</u>	<u>(6,830)</u>	<u>(3,895)</u>	<u>(21,413)</u>	<u>(35,202)</u>
Net book amount	<u>\$ 2,160</u>	<u>\$ 2,317</u>	<u>\$ 7,136</u>	<u>\$ 40,043</u>	<u>\$ 51,656</u>

## 11. Goodwill and Intangible Assets

### Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather tested for impairment at least annually during the fourth quarter.

Goodwill consisted of the following:

	<u>Goodwill</u> <u>(U.S. \$ in thousands)</u>
Balance as of July 1, 2016	\$ 7,138
Additions	304,712
Effect of change in exchange rates	50
Balance as of June 30, 2017	<u>311,900</u>
Additions	—
Effect of change in exchange rates	43
Balance as of June 30, 2018	<u>\$ 311,943</u>

### Impairment test for goodwill

The Group operates as a single CGU and all goodwill is allocated to this unit. The recoverable amount of goodwill was assessed by comparing the market capitalization of the Group to its book value, among other qualitative factors, when reviewing for indicators of impairment.

There was no impairment of goodwill during the fiscal years ended June 30, 2018, 2017, and 2016.

## Intangible assets

Intangible assets consisted of the following:

	Patents, Trademarks and Other Rights	Acquired Developed Technology	Employee Contracts	Customer Relationships	Total
(U.S. \$ in thousands)					
<b>As of June 30, 2017</b>					
Opening cost balance	\$ 220	\$ 75,926	\$ 3,631	\$ 484	\$ 80,261
Additions	21,525	57,300	—	58,200	137,025
Effect of change in exchange rates	—	103	—	—	103
Closing cost balance	<u>21,745</u>	<u>133,329</u>	<u>3,631</u>	<u>58,684</u>	<u>217,389</u>
Opening accumulated amortization	(135)	(62,480)	(3,631)	(438)	(66,684)
Amortization charge	(2,907)	(14,588)	—	(12,361)	(29,856)
Effect of change in exchange rates	—	(60)	—	—	(60)
Closing accumulated amortization	<u>(3,042)</u>	<u>(77,128)</u>	<u>(3,631)</u>	<u>(12,799)</u>	<u>(96,600)</u>
Net book amount	<u>\$ 18,703</u>	<u>\$ 56,201</u>	<u>\$ —</u>	<u>\$ 45,885</u>	<u>\$ 120,789</u>
<b>As of June 30, 2018</b>					
Opening cost balance	\$ 21,745	\$ 133,329	\$ 3,631	\$ 58,684	\$ 217,389
Effect of change in exchange rates	—	90	—	—	90
Closing cost balance	<u>21,745</u>	<u>133,419</u>	<u>3,631</u>	<u>58,684</u>	<u>217,479</u>
Opening accumulated amortization	(3,042)	(77,128)	(3,631)	(12,799)	(96,600)
Amortization charge	(6,990)	(21,188)	—	(29,100)	(57,278)
Effect of change in exchange rates	—	(24)	—	—	(24)
Closing accumulated amortization	<u>(10,032)</u>	<u>(98,340)</u>	<u>(3,631)</u>	<u>(41,899)</u>	<u>(153,902)</u>
Net book amount	<u>\$ 11,713</u>	<u>\$ 35,079</u>	<u>\$ —</u>	<u>\$ 16,785</u>	<u>\$ 63,577</u>

As of June 30, 2018, no development costs have qualified for capitalization, and all development costs have been expensed as incurred. As of June 30, 2018, the remaining amortization period for acquired developed technology ranged from approximately one year to three years.

## 12. Business combinations

### Fiscal 2018

The Group did not have any business combinations during the fiscal year ended June 30, 2018.

### Fiscal 2017

#### Trello

On February 3, 2017, the Group acquired all of the outstanding stock of Trello, a leading provider of project management and organization software, for consideration consisting of cash and the fair value of equity awards assumed. The Group acquired Trello to expand Atlassian's teamwork platform by adding a complementary collaboration service to Atlassian's existing project management, content creation and communication products. The Group has included the financial results of Trello in its consolidated financial statements from the date of acquisition, which have not been material to date.

Total purchase price consideration for Trello was approximately \$384.0 million, which consisted of approximately \$363.8 million in cash and \$20.2 million for the fair value of exchanged unvested equity awards held by Trello employees for unvested equity awards of the Company. The fair value of replacement share options issued by the Company was determined using the Black-Scholes option pricing model.

The following table summarizes the estimated fair values of assets acquired and liabilities assumed as of the date of acquisition:

	<u>Fair Value</u>
	<u>(U.S. \$ in thousands)</u>
Cash and cash equivalents	\$ 1,019
Trade receivables	1,035
Prepaid expenses and other current assets	765
Deferred tax assets	17,074
Intangible assets	127,400
Goodwill	289,171
Trade and other payables	(3,532)
Deferred revenue	(2,165)
Deferred tax liabilities	(46,760)
Net assets acquired	<u>\$ 384,007</u>

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. The goodwill balance is primarily attributed to the assembled workforce and expanded market opportunities when integrating Trello's technology with the Group's other offerings. The goodwill balance is not deductible for income tax purposes. The fair values assigned to tangible assets acquired, liabilities assumed and identifiable intangible assets were based on management's estimates and assumptions. The deferred tax liability established was primarily a result of the difference in the book basis and tax basis related to the identifiable intangible assets. The Group's purchase price allocation is preliminary and subject to revision as additional information about fair value of assets and liabilities becomes available. If additional information is obtained up to one year from the acquisition date regarding facts and circumstances that existed as of the acquisition date, the estimated fair values of assets acquired and liabilities assumed will be updated accordingly.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition.

	<u>Fair Value</u>	<u>Useful Life</u>
	<u>(U.S. \$ in thousands)</u>	<u>(years)</u>
Developed technology	\$ 50,600	3
Customer relationships	56,900	2
Trade names	19,900	3
Total intangible assets subject to amortization	<u>\$ 127,400</u>	

The amount recorded for developed technology represents the estimated fair value of Trello's project management and organization technology. The amount recorded for customer relationships represents the fair values of the underlying relationship with Trello customers.

#### **Other fiscal 2017 business combinations**

On July 12, 2016, the Group acquired StatusPage for \$18.3 million in cash, net of cash acquired, and \$3.3 million of deferred consideration. The Group has included the financial results of StatusPage in its consolidated financial statements from the date of acquisition, which have not been material to date. In allocating the purchase consideration based on estimated fair values, the Group recorded \$8.7 million of acquired intangible assets with useful lives of two to five years and \$15.5 million of goodwill. The goodwill balance is not deductible for income tax purposes.

### 13. Other Balance Sheet Accounts

#### Cash and cash equivalents

Cash and cash equivalents consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Cash and bank deposits	\$ 659,668	\$ 163,107
U.S. treasury securities	18,968	—
Corporate securities	1,000	—
Agency securities	7,989	—
Commercial paper	29,118	2,749
Money market funds	693,596	78,564
Total cash and cash equivalents	<u>\$ 1,410,339</u>	<u>\$ 244,420</u>

#### Prepaid expenses and other current assets

Prepaid expenses and other current assets consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Prepaid expenses	\$ 19,702	\$ 12,984
Accrued interest income on short-term investments	2,642	4,209
Other receivables	3,059	1,736
Other current assets	2,816	4,388
Total prepaid expenses and other current assets	<u>\$ 28,219</u>	<u>\$ 23,317</u>

Other receivables generally arise from transactions outside the normal operating activities of the Group. Interest may be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally required.

#### Other non-current assets

Other non-current assets consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Security deposits	\$ 5,248	\$ 4,803
Capped call transactions	99,932	—
Other non-current assets	7,041	4,466
	<u>\$ 112,221</u>	<u>\$ 9,269</u>

As of June 30, 2018 and 2017, the Group had certificates of deposit and time deposits totaling \$3.7 million and \$4.2 million which were classified as long-term and were included in security deposits. Included in the Group's other non-current assets balance as of June 30, 2018 and 2017 were \$6.6 million and \$3.3 million respectively, of restricted cash used for commitments of standby letters of credit related to facility leases and were not available for the Group's use in its operations.

## Trade and other payables

Trade and other payables consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Trade payables	\$ 17,119	\$ 12,464
Accrued expenses	42,905	24,761
Accrued compensation and employee benefits	28,302	16,687
Retention bonus	410	1,906
Sales and indirect taxes	8,076	6,114
Operating lease payable	1,420	688
Deferred acquisition-related consideration	—	3,300
Foreign exchange forward contracts	5,213	—
Other payables	9,660	7,272
	<u>\$ 113,105</u>	<u>\$ 73,192</u>

## Current provisions

Current provisions consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Employee benefits	\$ 7,215	\$ 6,162

Current provisions for employee benefits include accrued annual leave and long service leave. Long service leave covers all unconditional entitlements where employees have completed the required period of service and those where employees are entitled to pro rata payments.

## Non-current provisions

Non-current provisions consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Employee benefits	\$ 2,094	\$ 1,415
Dilapidation provision	2,269	1,918
	<u>\$ 4,363</u>	<u>\$ 3,333</u>

The non-current provision for employee benefits includes long service leave as described above.

The dilapidation provision relates to certain lease arrangements for office space entered into by the Group. These lease arrangements require the Group to restore each premises to its original condition upon lease termination. Accordingly, the Group records a provision for the present value of the estimated future costs to retire long-lived assets at the expiration of these leases.

## Other non-current liabilities

Other non-current liabilities consisted of the following:

	As of June 30,	
	2018	2017
	(U.S. \$ in thousands)	
Deferred rent	\$ 11,777	\$ 4,660
Notes embedded exchange derivative	202,553	—
Other non-current liabilities	655	309
	<u>\$ 214,985</u>	<u>\$ 4,969</u>

## 14. Exchangeable Senior Notes

### *2023 Exchangeable Senior Notes*

In April 2018, Atlassian, Inc. a wholly owned subsidiary of the Company issued \$850 million in aggregate principal amount of Notes due on May 1, 2023. In May, 2018, the initial purchasers of the Notes exercised their option to purchase an additional \$150 million in aggregate principal amount of the Notes, bringing the total aggregate principal amount of the Notes to \$1 billion. The Notes are senior, unsecured obligations of the Company, and are scheduled to mature on May 1, 2023, unless earlier exchanged, redeemed or repurchased. The Notes bear interest at a rate of 0.625% per year payable semiannually in arrears on May 1 and November 1 of each year, beginning on November 1, 2018.

Under certain circumstances and during certain periods, the Notes may be exchanged at the option of the holders into cash. The initial exchange rate for the Notes is 12.2663 of the Company's Class A ordinary shares per \$1,000 principal amount of Notes (equivalent to an initial exchange price of approximately \$81.52 per share) and will be subject to customary anti-dilution adjustments. The Notes may also be redeemed under certain circumstances.

In connection with the issuance of the Notes, the Company entered into privately negotiated capped call transactions with certain financial institutions. The capped call transactions are expected to generally offset cash payments due, limited by a capped price per share. The initial cap price of the capped call transactions is \$114.42 per share and is subject to certain adjustments under the terms of the capped call transactions.

The net proceeds from the offering of the Notes were approximately \$990.0 million, after deducting the initial purchasers' discounts and commissions and estimated offering expenses. The Company used \$87.7 million of the net proceeds of the offering to purchase the capped calls. The remaining net proceeds of the offering will be used for working capital and other general corporate purposes. The Company may also use a portion of the net proceeds to acquire complementary businesses, products, services or technologies.

### Impact of Early Exchange Conditions

The Company assesses whether the stock price exchange condition is met at the end of each fiscal quarter. If one of the Notes' early exchange conditions is met in any fiscal quarter, the Company would classify its net liability under the Notes as a current liability on the consolidated statements of financial position as of the end of that fiscal quarter. If none of the Notes' early exchange conditions have been met in a future fiscal quarter prior to the one-year period immediately preceding the maturity date, the Company would classify its net liability under the Notes as a non-current liability on the consolidated statements of financial position as of the end of that fiscal quarter. If the note holders elect to convert their Notes prior to maturity, any unamortized discount and transaction fees will be expensed at the time of exchange. As of June 30, 2018, no events were triggered that require the reclassification of the Notes to a current liability.

As of June 30, 2018, the if-exchanged value of the Notes to the note holders was less than the principal amount of \$1.0 billion. The fair value of the Notes was \$1.033 billion as of June 30, 2018. The Notes currently trade at a premium to the if-exchanged value of the Notes.

## Notes Embedded Exchange Derivative

The exchange feature of the Notes requires bifurcation from the Notes and is accounted for as a derivative liability. The fair value of the Notes' embedded exchange derivative at the time of issuance was \$177.9 million and was recorded as original debt discount for purposes of accounting for the debt component of the Notes. This discount is amortized as interest expense using the effective interest method over the term of the Notes. The Notes embedded exchange derivative is carried on the consolidated statements of financial position at its estimated fair value and is adjusted at the end of each reporting period, with unrealized gain or loss reflected in the consolidated statements of operations. The fair value was \$202.6 million as of June 30, 2018.

## Capped Call Transactions

The capped call transactions expire in May 2023 and must be settled in cash. The aggregate cost of the capped calls was \$87.7 million. The capped call transactions are accounted for as derivative assets and are carried on the consolidated statements of financial position at their estimated fair value. The capped calls are adjusted to fair value each reporting period, with unrealized gain or loss reflected in the consolidated statements of operations. The fair value was \$99.9 million as of June 30, 2018.

The classification of the Notes embedded exchange derivative liability and the capped calls asset as current or non-current on the consolidated statements of financial position corresponds with the classification of the Notes, is evaluated at each balance sheet date, and may change from time to time depending on whether the early exchange conditions are met.

The principal amount, unamortized debt discount, unamortized issuance costs and net carrying amount of the liability component of the Notes as of June 30, 2018 were as follow:

	<b>As of June 30, 2018</b>	
	<b>(U.S. \$ in thousands)</b>	
Principal amount	\$	1,000,000
Unamortized debt discount		(172,464)
Unamortized issuance costs		(7,899)
Net liability	\$	<u>819,637</u>

The effective interest rate, contractual interest expense and amortization of debt discount for the Notes for the fiscal year ended June 30, 2018 were as follow:

	<b>2018</b>	
	<b>(U.S. \$ in thousands)</b>	
Effective interest rate		4.83%
Contractual interest expense		1,075
Amortization of debt discount		5,443

## 15. Shareholders' Equity

### Share capital

	As of June 30,		As of June 30,	
	2018	2017	2018	2017
	(number of shares)		(U.S. \$ in thousands)	
<b>Details</b>				
Class A ordinary shares	105,371,800	91,979,704	\$ 10,537	\$ 9,198
Class B ordinary shares	129,942,506	135,283,942	12,994	13,528
	<u>235,314,306</u>	<u>227,263,646</u>	<u>\$ 23,531</u>	<u>\$ 22,726</u>

### Movements in Class A ordinary share capital

	Number of Shares	Amount (U.S. \$ in thousands)
<b>Details</b>		
Balance as of July 1, 2016	75,505,973	\$ 7,550
Conversion of Class B ordinary shares	6,326,879	633
Exercise of share options	5,487,334	549
Issuance for settlement of RSUs	4,510,995	451
Vesting of share options that were early exercised	148,523	15
Balance as of June 30, 2017	91,979,704	9,198
Conversion of Class B ordinary shares	5,861,707	587
Exercise of share options	1,902,084	190
Issuance for settlement of RSUs	5,253,809	525
Vesting of share options that were early exercised	374,496	37
Balance as of June 30, 2018	<u>105,371,800</u>	<u>\$ 10,537</u>

### Movements in Class B ordinary share capital

	Number of Shares	Amount (U.S. \$ in thousands)
<b>Details</b>		
Balance as of July 1, 2016	140,696,234	\$ 14,070
Exercise of share options	914,587	91
Conversion to Class A ordinary shares	(6,326,879)	(633)
Balance as of June 30, 2017	135,283,942	13,528
Exercise of share options	520,271	53
Conversion to Class A ordinary shares	(5,861,707)	(587)
Balance as of June 30, 2018	<u>129,942,506</u>	<u>\$ 12,994</u>

### Ordinary shares

#### Nominal value

Ordinary shares have a nominal value of \$0.10.

### Conversion

If the aggregate number of Class B ordinary shares comprises less than 10% of the total shares of the Company then in issue, each Class B ordinary share will automatically convert into one Class A ordinary share.

Upon consent of at least 66.66% of the Class B ordinary shares, each Class B ordinary share will convert into one Class A ordinary share. A Class B ordinary shareholder may elect at any time to convert any of its Class B ordinary shares into Class A ordinary shares on a one-for-one basis. Upon a transfer of Class B ordinary shares to a person or entity that is not a permitted Class B ordinary share transferee as defined in the Company's articles of association, each Class B ordinary share transferred converts into one Class A ordinary share.

### Dividend rights

Any dividend declared by the Company shall be paid on the Class A ordinary shares and the Class B ordinary shares *pari passu* as if they were all shares of the same class.

### Voting rights

Each Class A ordinary share is entitled to one vote. Each Class B ordinary share is entitled to 10 votes.

### Preference shares

Upon the closing of our IPO, all then-outstanding Series A preference shares automatically converted into an aggregate of 12.4 million Class A ordinary shares and all then-outstanding Series B preference shares automatically converted into an aggregate of 15.0 million Class B ordinary shares.

### Restricted shares

Upon the closing of our IPO, all then-outstanding restricted shares automatically converted into an aggregate of 17.2 million Class A ordinary shares.

## 16. Reserves

Reserves comprise the following:

	As of June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
<b>Reserves</b>			
Share premium	\$ 454,766	\$ 450,959	\$ 441,734
Other capital reserves	557,100	437,346	244,335
Cash flow hedge reserve	(3,624)	2,215	—
Foreign currency translation reserve	4,407	4,289	4,149
Investments at fair value through other comprehensive income reserve	(844)	(258)	550
Total reserves	<u>\$ 1,011,805</u>	<u>\$ 894,551</u>	<u>\$ 690,768</u>

	Amount (U.S. \$ in thousands)
<b>Share premium</b>	
Balance as of July 1, 2016	\$ 441,734
Share options exercise	8,858
Early exercise vesting	367
Balance as of June 30, 2017	450,959
Share options exercise	3,761
Early exercise vesting	46
Balance as of June 30, 2018	\$ 454,766

	Amount (U.S. \$ in thousands)
<b>Other capital reserves</b>	
Balance as of July 1, 2016	\$ 244,335
Share issuance for settlement of RSUs	(451)
Replacement equity awards related to business combination	20,193
Share-based payments	137,458
Tax benefit from share plans	35,811
Balance as of June 30, 2017	437,346
Share issuance for settlement of RSUs	(525)
Share-based payments	162,873
Tax benefit from share plans	140
Reduction in deferred tax assets	(42,734)
Balance as of June 30, 2018	\$ 557,100

	Amount (U.S. \$ in thousands)
<b>Cash flow hedge reserve</b>	
Balance as of July 1, 2016	\$ —
Net gain on derivative instruments	2,215
Balance as of June 30, 2017	2,215
Net loss on derivative instruments	(5,839)
Balance as of June 30, 2018	\$ (3,624)

	Amount (U.S. \$ in thousands)
<b>Foreign currency translation reserve</b>	
Balance as of July 1, 2016	\$ 4,149
Translation adjustment	140
Balance as of June 30, 2017	4,289
Translation adjustment	118
Balance as of June 30, 2018	\$ 4,407

	<u>Amount</u> <u>(U.S. \$ in thousands)</u>
<b>Investments at fair value through other comprehensive income reserve</b>	
Balance as of July 1, 2016	\$ 550
Net change in unrealized gain (loss) on investments classified at fair value through other comprehensive income, net of tax	(808)
Balance as of June 30, 2017	<u>(258)</u>
Net change in unrealized gain (loss) on investments classified at fair value through other comprehensive income	(586)
Balance as of June 30, 2018	<u>\$ (844)</u>

### Share premium

Share premium consists of additional consideration for shares above the nominal value of shares in issue.

### Other capital reserves

#### *Capital redemption and merger reserves*

The Company has capital redemption and merger reserves of \$35.0 million at June 30, 2018, 2017 and 2016. They are comprised of a \$98.0 thousand capital redemption reserve that is a non-distributable reserve arising on the redemption of redeemable shares and a \$34.9 million merger reserve representing the difference between the nominal value of the shares issued by the Company in a prior reorganization and the share capital and share premium account prior to reorganization.

#### *Share-based payments reserve*

Share-based payments represent the current period's expense related to the fair value of RSUs and share options issued to employees. Tax benefits from share plans represent the deferred tax benefit of share-based payments in excess of the expense already recognized over the life of the share-based award. The total deferred tax benefit is determined using the intrinsic value of the share-based award as at the reporting date. Issuance of ordinary shares for settlement of RSUs represents the release of ordinary shares to our employees as RSUs vest. Shares withheld related to net share settlement of RSUs represents the portion of employees' RSUs that were withheld to meet their withholding tax obligations upon the IPO vesting event. This settlement option was only offered upon our IPO, and following the IPO, employees' RSUs are sold in order to cover their tax obligations.

### Cash flow hedge reserve

The change in fair value for the Group's derivatives designated as hedging instruments are recognized in other comprehensive income and accumulated in a separate reserve within equity. The effect of the cash flow hedges determined to be effective is reclassified to the consolidated statements of operations in the same period as the hedged transactions. Gains or losses related to ineffective portion of cash flow hedges, if any, are recognized immediately to the consolidated statements of operations.

### Foreign currency translation reserve

Exchange differences arising on translation of foreign subsidiaries are recognized in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the consolidated statements of operations when the net investment is disposed.

### Investments at fair value through other comprehensive income reserve

The change in fair value for the Group's financial instruments classified at fair value through other comprehensive income are recognized in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the consolidated statements of operations upon the sale of the investment or at maturity date.

## 17. Earnings Per Share

Basic earnings per share is computed by dividing the net income attributable to ordinary shareholders by the weighted-average number of ordinary shares outstanding during the period. Diluted earnings per share is computed by giving effect to all potential weighted-average dilutive shares. The dilutive effect of outstanding awards is reflected in diluted earnings per share by application of the treasury stock method.

Upon the closing of our IPO, all then-outstanding Series A preference shares automatically converted into 12.4 million Class A ordinary shares, all then-outstanding restricted shares automatically converted into 17.2 million Class A ordinary shares and all then-outstanding Series B preference shares automatically converted into an aggregate of 15.0 million Class B ordinary shares.

Prior to the IPO in fiscal year 2016, basic and diluted net income per share attributable to ordinary shareholders was presented in conformity with the two-class method required for participating shares. The Group considered its then outstanding Series A preference shares and Series B preference shares to be participating securities. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to voting, conversion and transfer rights. Under the two-class method, net income attributable to ordinary shareholders is determined by allocating undistributed earnings, calculated as net income less current period dividends paid to preference shares, between ordinary shares and preference shares based on their respective dividend allocations.

A reconciliation of the calculation of basic and diluted earnings (loss) per share is as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands, except per share data)		
<b>Numerator:</b>			
Net income (loss)	\$ (119,341)	\$ (42,504)	\$ 4,373
Less: Allocation of earnings to preference shares—basic	—	—	(274)
Net income (loss) attributable to ordinary shareholders—basic	(119,341)	(42,504)	4,099
Add: Reallocation of earnings to ordinary shares	—	—	14
Net income (loss) attributable to ordinary shareholders—diluted	\$ (119,341)	\$ (42,504)	\$ 4,113
<b>Denominator:</b>			
Weighted-average ordinary shares outstanding—basic	231,184	222,224	182,773
Effect of potentially dilutive shares:			
Share options and RSUs	—	—	10,708
Weighted-average ordinary shares outstanding—diluted	231,184	222,224	193,481
<b>Net income (loss) per share attributable to ordinary shareholders:</b>			
Basic net income (loss) per share	\$ (0.52)	\$ (0.19)	\$ 0.02
Diluted net income (loss) per share	\$ (0.52)	\$ (0.19)	\$ 0.02

For fiscal years ended June 30, 2018 and June 30, 2017, 12.8 million and 13.8 million, respectively of potentially anti-dilutive shares were excluded from the computation of net loss per share.

## 18. Commitments

The Group leases various offices in locations such as Amsterdam, the Netherlands; the San Francisco Bay Area, California, New York, New York, and Austin, Texas, United States; Sydney, Australia; Manila, the Philippines; Bengaluru, India; and Yokohama, Japan under non-cancellable operating leases expiring within one to eleven years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated. The Group incurred rent expense on its operating leases of \$23.6 million, \$12.2 million, and \$8.3 million during the fiscal years ended June 30, 2018, 2017 and 2016, respectively.

Additionally, the Group has a contractual commitment for services with a third-party related to its data centers. These commitments are non-cancellable and expire within one year.

Commitments for minimum lease payments in relation to non-cancellable operating leases and purchase obligations in relation to our colocation data centers as of June 30, 2018 were as follows:

	Operating Leases	Other Contractual Commitments	Total
	(U.S. \$ in thousands)		
<b>Fiscal Period:</b>			
Year ending 2019	\$ 32,530	\$ 25,753	\$ 58,283
Years ending 2020 - 2023	132,543	—	132,543
Thereafter	163,112	—	163,112
Total commitments	<u>\$ 328,185</u>	<u>\$ 25,753</u>	<u>\$ 353,938</u>

## 19. Related Party Transactions

### Key management personnel compensation

All directors and executive management have authority and responsibility for planning, directing and controlling the activities of the Group, and are considered to be key management personnel.

Compensation for the Company's key management personnel is as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
<b>Executive management</b>			
Short-term compensation and benefits	\$ 2,991	\$ 2,860	\$ 3,365
Post-employment benefits	99	100	96
Share-based payments	9,335	26,030	15,985
	<u>\$ 12,425</u>	<u>\$ 28,990</u>	<u>\$ 19,446</u>
<b>Board of directors</b>			
Cash remuneration	\$ 362	\$ 388	\$ 241
Share-based payments	1,577	1,825	1,482
	<u>\$ 1,939</u>	<u>\$ 2,213</u>	<u>\$ 1,723</u>

## 20. Geographic Information

The Group's revenues by geographic region based on end-users who purchased our products or services are as follows:

	Fiscal Year Ended June 30,		
	2018	2017	2016
	(U.S. \$ in thousands)		
Americas	\$ 435,471	\$ 312,514	\$ 232,793
EMEA	346,362	242,496	178,087
Asia Pacific	92,117	64,926	46,178
	<u>\$ 873,950</u>	<u>\$ 619,936</u>	<u>\$ 457,058</u>

Revenues from the United States totaled approximately \$381 million, \$276 million, and \$206 million for the fiscal years ended June 30, 2018, 2017, and 2016, respectively. Revenues from our country of domicile, the United Kingdom, totaled approximately \$63 million, \$46 million, and \$34 million for the fiscal years ended June 30, 2018, 2017, and 2016, respectively.

	Fiscal Year Ended June 30,	
	2018	2017
	(U.S. \$ in thousands)	
<b>Non-current operating assets</b>		
United States	\$ 411,188	\$ 449,504
Australia	16,692	20,988
	<u>\$ 427,880</u>	<u>\$ 470,492</u>

Non-current operating assets for this purpose consist of property and equipment, goodwill, intangible assets and other non-current assets.

## 21. Share-based Payments

The Group maintains four share-based employee compensation plans: the 2015 Share Incentive Plan ("2015 Plan"); the 2014 Restricted Share Unit Plan ("2014 Plan"); the Atlassian Corporation Plc 2013 U.S. Share Option Plan ("2013 U.S. Option Plan"); and the Atlassian UK Employee Share Option Plan (together with the 2013 U.S. Option Plan, the "Option Plans"). In October 2015, the Board of Directors approved the 2015 Plan, and in November 2015, our shareholders adopted the 2015 Plan, effective on our IPO, which serves as the successor to the 2014 Plan and the Option Plans and provides for the issuance of incentive and nonstatutory share options, share appreciation rights, restricted share awards, RSUs, unrestricted share awards, cash-based awards, performance share awards, performance-based awards to covered employees, and dividend equivalent rights to qualified employees, directors and consultants. Under the 2015 Plan, a total of 20.7 million Class A ordinary shares were initially reserved for the issuance of awards, subject to automatic annual increases.

RSU grants generally vest 25% on the one year anniversary and 1/12th of the remaining RSUs vest over the remaining three years, on a quarterly basis thereafter. Individuals must continue to provide services to a Group entity in order to vest.

Prior to our IPO, RSUs issued under the 2014 Plan required the satisfaction of a time-based service condition as well as a liquidity condition, defined as a sale or listing of the Company. The liquidity condition was satisfied upon our IPO. Following our IPO, participants of the 2015 Plan and 2014 Plan must only continue to provide services to a Group entity over the time-based service period to be entitled to the Class A ordinary shares underlying the RSUs. Although no future awards will be granted under the 2014 Plan, it will continue to govern outstanding awards granted thereunder.

The Option Plans allowed for the issuance of options to purchase restricted shares. Effective upon our IPO, all restricted shares automatically converted to Class A ordinary shares and under the Option Plans, the shares underlying the options converted to Class A ordinary shares. Although no future awards will be granted under the Option Plans, they will continue to govern outstanding awards granted thereunder.

Under the Option Plans, share options have a contractual life of seven to ten years and typically follow a standard vesting schedule over a 4 year period: 25% vest on the one year anniversary and 1/48th monthly vesting for the 36 months thereafter. Individuals must continue to provide services to a Group entity in order to vest. Upon termination, all unvested options are forfeited and vested options must generally be exercised within three months.

RSU and Class A ordinary share option activity was as follows:

	Share Options			
	Shares Available for Grant	Outstanding	Weighted Average Exercise Price	RSUs Outstanding
Balance as of July 1, 2016	17,529,216	9,311,825	\$ 2.04	12,204,353
Increase in shares authorized:				
2015 Plan	10,817,923	—	—	—
RSUs granted	(5,938,291)	—	—	5,938,291
RSUs canceled	1,214,176	—	—	(1,214,176)
RSUs settled	—	—	—	(4,510,995)
Replacement share options granted	(980,573)	980,573	0.72	—
Share options exercised	—	(5,487,334)	1.64	—
Share options canceled	162,403	(162,403)	2.70	—
Equity awards granted in relation to business combination	(1,225,691)	—	—	—
Repurchase of early exercised options	18,750	—	—	—
Balance as of June 30, 2017	21,597,913	4,642,661	\$ 2.21	12,417,473
Increase in shares authorized:				
2015 Plan	11,423,916	—	—	—
RSUs granted	(4,390,298)	—	—	4,390,298
RSUs canceled	1,951,289	—	—	(1,951,289)
RSUs settled	—	—	—	(5,253,809)
Share options exercised	—	(1,902,084)	1.93	—
Share options canceled	17,395	(17,395)	1.45	—
Balance as of June 30, 2018	30,600,215	2,723,182	2.41	9,602,673
Share options vested and exercisable as of June 30, 2017	—	3,074,737	\$ 2.31	
Share options vested and exercisable as of June 30, 2018	—	1,983,464	\$ 2.50	

The 2014 Plan and the Option Plans were terminated in connection with our IPO, and accordingly, no shares are available for issuance under these plans.

The weighted-average remaining contractual life for options outstanding as of June 30, 2018 and June 30, 2017 was 4.1 years and 4.7 years, respectively.

Options exercisable as of June 30, 2018 and June 30, 2017, had a weighted-average remaining contractual life of approximately 3.3 years and 3.6 years, respectively.

The following table summarizes information about share options outstanding as of June 30, 2018:

Range of Exercise Prices	Options Outstanding		Options Exercisable		
	Number Outstanding	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price	Weighted-Average Remaining Years
\$0.59 - 0.66	385,963	\$ 0.63	162,945	\$ 0.61	6.01
\$1.14 - 1.59	212,391	1.35	123,296	1.50	2.07
\$1.92 - 2.16	166,967	2.06	166,967	2.06	1.39
\$2.40 - 2.92	740,363	2.46	740,363	2.46	1.86
\$3.18	1,217,498	3.18	789,893	3.18	4.75
	<u>2,723,182</u>	<u>\$ 2.41</u>	<u>1,983,464</u>	<u>\$ 2.50</u>	<u>3.32</u>

The following table summarizes information about share options outstanding as of June 30, 2017:

Range of Exercise Prices	Options Outstanding		Options Exercisable		
	Number Outstanding	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price	Weighted-Average Remaining Years
\$0.42 - 0.66	947,459	\$ 0.61	354,112	\$ 0.60	3.07
\$1.14 - 1.59	405,667	1.36	260,611	1.47	2.72
\$1.92 - 2.16	340,783	2.05	340,783	2.05	2.38
\$2.40 - 2.92	1,310,942	2.46	1,302,133	2.45	2.86
\$3.18	1,637,810	3.18	817,098	3.18	5.41
	<u>4,642,661</u>	<u>\$ 2.21</u>	<u>3,074,737</u>	<u>\$ 2.31</u>	<u>3.50</u>

Class B ordinary share option activity was as follows:

	Shares Available for Grant	Outstanding Share Options	Weighted-Average Exercise Price
Balance as of July 1, 2016	—	1,434,858	\$ 0.56
Exercised	—	(914,587)	\$ 0.55
Balance as of June 30, 2017	—	520,271	\$ 0.63
Exercised	—	(520,271)	\$ 0.61
Balance as of June 30, 2018	—	—	\$ —

There were no Class B ordinary share options available for exercise as of June 30, 2018. Class B ordinary share options exercisable as of June 30, 2017 had a weighted-average remaining contractual life of approximately 0.9 years. Class B ordinary share options are denominated in Australian dollars.

The following table summarizes information about the Class B ordinary share options outstanding as of June 30, 2017:

Exercise Prices	Options Outstanding		Options Exercisable		
	Number Outstanding	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price	Weighted-Average Remaining Years
\$0.63	520,271	\$ 0.63	520,271	\$ 0.63	0.92

All share-based payments are measured based on the grant date fair value of the awards and recognized in the consolidated statements of operations over the period during which the employee is required to perform services in exchange for the award (generally the four-year vesting period of the award).

Prior to the IPO, the Group enlisted the assistance of a third-party valuation firm in order to perform the valuation of RSUs using assumptions provided by management. As discussed above, prior to the effectiveness of the IPO, the Group's RSUs contained a non-time based vesting condition. Pursuant to IFRS 2, *Share-based payment*, the fair value of RSUs granted prior to the IPO were reduced to reflect the impact of this non-time based vesting condition.

The weighted-average grant date fair value of the RSUs issued during the fiscal years ended June 30, 2018 and 2017 was \$41.70 per share and \$29.16 per share, respectively.

There were no share options granted during the fiscal year ended June 30, 2018. The Company granted 980,573 replacement share options exercisable for Class A ordinary shares with a weighted-average exercise price of \$0.72 per share in connection with the Group's acquisition of Trello during the fiscal year ended June 30, 2017. The fair value of the share option grants were estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions and fair value per share:

	Fiscal Year Ended June 30,		
	2018	2017	2016
Fair value of underlying shares	n/a	\$28.16	n/a
Exercise price	n/a	\$0.59 - 1.14	n/a
Expected volatility	n/a	41%	n/a
Expected term (in years)	n/a	4.5 - 6.0	n/a
Risk-free interest rate	n/a	1.9%	n/a
Dividend yield	n/a	—%	n/a
Weighted-average fair value per share option	n/a	\$27.51	n/a

The exercise price of share options is established on the grant date and is determined by the board of directors. The Company refers to the closing stock price on the grant date to determine the fair value of Class A ordinary shares underlying share options. The Company estimates expected future volatility based on the historical volatility of the Company's stock price. The estimated term for share options was based on the vesting terms and contractual lives of the options as well as expectations around employee vesting behavior. The risk-free interest rate is based on the rate for a U.S. government security with the same estimated life at the time of the option grant.

As of June 30, 2018, the Group had an aggregate of \$133.2 million of future period share-based payment expense related to all equity awards outstanding, net of estimated forfeitures, to be amortized over a weighted-average period of 1.4 years.

### Early exercises of share options

As of June 30, 2018 and 2017, outstanding shares included 827,871 and 1,214,689 shares, respectively, that are subject to repurchase as they were early exercised and unvested. The Company retains the right to repurchase, at the original exercise price, any unvested (but issued) shares during the repurchase period following employee termination. These amounts have been recorded on the consolidated statements of financial position as a liability as of June 30, 2018 and 2017. Amounts reclassified into contributed equity during the fiscal years ended June 30, 2018 and 2017 as a result of the vesting of the early exercised shares was \$0.1 million and \$0.4 million, respectively.

## Board of Directors

**Shona Brown** Chair of the Board

**Michael Cannon-Brookes**

**Scott Farquhar**

**Sasan Goodarzi**

**Heather Mirjahangir Fernandez**

**Jay Parikh**

**Enrique Salem**

**Steven Sordello**

**Richard P. Wong**

## Executive Team

**Michael Cannon-Brookes** Co-Founder, Co-Chief Executive Officer

**Scott Farquhar** Co-Founder, Co-Chief Executive Officer

**Jay Simons** President

**James Beer** Chief Financial Officer

**Tom Kennedy** Chief Legal Officer

**Sri Viswanath** Chief Technology Officer

**Helen Russell** Chief People Officer

**Investor Relations** [IR@atlassian.com](mailto:IR@atlassian.com)

**Stock Exchange** NASDAQ Global Select under the ticker symbol "TEAM"



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