

Ongoing Disclosure Notice
Section 19T(2), Securities Markets Act 1988

A Details of director or officer

Name of director or officer of public issuer: Ross Jenkins
Name of public issuer: Xero Limited
Name of related body corporate (if applicable):
Position held in public issuer: Chief Financial Officer

B Securities in public issuer or related body corporate to which this disclosure relates

Number, class, and type of securities: ¹ 397,071 ordinary shares after the transaction

C Nature of relevant interest and name of registered holder

Nature of relevant interest in securities: ² (a) Legal ownership of 377,064 ordinary shares and (b) beneficial ownership of 20,007 ordinary shares through the Xero Restricted Share Plan.
Name of registered holder of securities: ³ (a) Ross Jenkins (b) Xero Trustee Limited

D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: ⁴ 28 March 2013
Consideration paid for acquisition: ⁵ Not Applicable

If the relevant interest was disposed of—

Date of disposal: ⁶
Consideration paid for disposal: ⁷

Type of transaction

Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place:

⁸ Vesting of 8,238 ordinary shares under the Xero Limited Employee Restricted Share Plan.

E Total number of transactions this notice relates to: ⁹ 1

F Date of last disclosure notice (whether in form 1 or form 2) by director or officer: ¹⁰ 28/08/12

G Signature

Signature of director or officer:



Date of signature:

2 APRIL 2013

Notes

Use this form to disclose all the acquisitions and disposals by a director or officer of a public issuer of relevant interests in securities of the public issuer or of a related body corporate. The disclosure must normally be made within 5 trading days of the first acquisition or disposal disclosed in this notice.

Provide the information required under headings C and D for each type of security identified under heading B.

This notice must be signed either by the director or officer making the disclosure, or by a person authorised by the director or officer to sign on his or her behalf.¹¹