

Disclosure of beginning to have substantial holding

Section 22, Securities Markets Act 1988

To: NZX

And: Xero Limited

Date this disclosure made: 21 May 2009

**Substantial security holder(s) giving disclosure**

Name(s): Givia Pty Limited, as trustee of the Yajilarra Trust (an Australian charitable trust)

Contact details: David Quigg; (04) 474 0755; davidquigg@quiggpartners.com

Date on which substantial security holder(s) began to have substantial holding: 21 May 2009

**Summary of substantial holding to which disclosure relates**

Class of listed voting securities: Ordinary Shares

Summary for: Givia Pty Limited, as trustee of the Yajilarra Trust (an Australian charitable trust)

For this disclosure,—

- (a) total number held in class: 19,500,000
- (b) total in class: 81,238,472
- (c) total percentage held in class: 24.0034%

**Details of relevant interests currently in substantial holding**

Details for: Givia Pty Limited, as trustee of the Yajilarra Trust (an Australian charitable trust)

Nature of relevant interest(s): Givia Pty Limited is the registered holder of the securities, as trustee of the Yajilarra Trust (an Australian charitable trust), which is the beneficial owner of the securities. A relevant agreement document need not be attached under regulation 11 or 14.

For that relevant interest,—

- (a) number held in class: 19,500,000
- (b) percentage held in class: 24.0034%
- (c) current registered holder(s) of securities: Givia Pty Limited
- (d) registered holder(s) of securities once transfers registered: Not Applicable

**Details of transactions and events giving rise to person beginning to have substantial holding**

Details of the transactions or other events requiring disclosure under the instructions to this form: Issue of 19,500,000 shares on 21 May 2009 for consideration of \$0.90 per share (total consideration of \$17,550,000). The Issuer obtained unanimous shareholder consent on 15 May 2009 to the issue of the securities to Andrew Craig Winkler or any vehicle or entity controlled by Andrew Craig Winkler and/or his spouse or any charitable trust or family trust established by Andrew Craig Winkler.

The Yajilarra Trust is an Australian charitable trust established by Andrew Craig Winkler.

**Additional information**

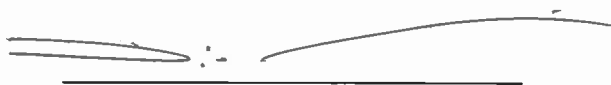
Nature of connection between substantial security holders: Not Applicable

Address of substantial security holder: c/- Macquarie Private Bank, 101 Collins Street, Melbourne VIC 3000

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Act in relation to the securities to which this disclosure relates:  
Not Applicable

**Declaration**

I, David James Quigg, declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.



---

**David James Quigg**

**Solicitor to the Substantial Security Holder**