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Xero Remuneration Committee Charter

1. Purpose/Role

The Remuneration Committee (the Committee) is a Committee of the Board whose principal function is to oversee the remuneration strategies and policies for the Company.

2. Committee Composition

The Board will appoint the members of the Committee, which shall be comprised of a minimum of three non-executive Directors, the majority of whom shall be independent (as defined by the NZX Listing Rules). One of the members shall be appointed by the Board as Chair of the Committee.

3. Procedures

The Committee will meet as it deems necessary to properly fulfil its obligations and discharge its duties.

Directors who are not members of the Committee have a standing invitation to attend any meeting of the Committee. Members of management may be invited to attend any meeting of the Committee as considered necessary.

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The Committee may ask any party to withdraw from any part of any meeting where his or her performance is being discussed.

The Chair of the Committee will report back to the full Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

4. Responsibilities and Duties

Policy and Corporate Strategy

The Committee does not take any action or make decisions on behalf of the Board unless specifically mandated. The Board has delegated certain of its functions to the Committee which it is responsible for:

- Reviewing the remuneration strategy, structure and policy for the Company;
- Approving the appointment or termination and the conditions and terms of employment of the Chief Executive Officer's direct reports;
- Reviewing the Chief Executive Officer's performance evaluation of his direct reports and approving the remuneration and any other variation of the conditions and terms of employment of the Chief Executive Officer's direct reports;
- Making recommendations (including proposing amendments) to the Board with respect to short and long-term incentive plans and other employee benefits;
- Exercising authority with respect to the administration of any incentive plans;

- Approving remuneration increase guides and budgets for the Company;
- Overseeing management succession planning for agreed key roles within the Company;
- Reviewing non-executive Directors' remuneration and recommending to the Board changes to such remuneration, subject to any necessary shareholder approvals;
- In relation to the Chief Executive Officer:
 - Reviewing and evaluating the Chief Executive Officer's performance against key performance objectives and reviewing the objectives for the forthcoming year;
 - Reviewing the current remuneration and any proposed changes and reporting the Committee's recommendations to the Board.
- Monitoring the performance of management;
- Appointing the Chief Executive Officer, setting the terms of their employment and where necessary, terminating their employment;
- Approving and monitoring the Company's financial and other reporting and ensuring the Company's financial statements represent a true and fair view.

5. Power and Authority

The Committee and each member of the Committee shall have the authority of the Board to:

- retain, terminate and consult with outside or other independent external advisers (including legal and remuneration consultants) at the Company's expense;
- secure the attendance at meetings of outsiders with relevant experience;

where the Committee or a Committee member deems it necessary to carry out the functions of the Committee.

Committee members are not employees of Xero. Committee members are entitled to rely on Xero executives, on matters within their responsibility and on external professionals on matters within their area of expertise and may assume the accuracy of information provided by such persons, so long as the Committee member is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

The Board may rely upon information provided by the Committee and its members in relation to matters within the Committee's responsibility under the terms of this Charter provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.

6. Accountability

Evaluation of Board performance

The Board shall annually review the Committee's performance against this Charter and the Board shall review the Charter from time to time as it considers appropriate.