

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: 313,895 ordinary shares after the transaction

C Nature of relevant interest and name of registered holder

Nature of relevant interest in securities: (a) legal ownership of 300,298 ordinary shares; (b) beneficial ownership of 13,597 ordinary shares through the Xero Limited Employee Restricted Share Plan.
Name of registered holder of securities: (a) Ross Jenkins; (b) Xero Trustee Limited

D Details of acquisitions and disposals

If the relevant interest was acquired—

Date of acquisition: A. 13 June 2014
Consideration paid for acquisition: A. NZ\$84,997.29 (NZ\$31.87 per share)

If the relevant interest was disposed of—

Date of disposal: B. 13 -18 June 2014
Consideration paid for disposal: B. NZ\$470,542.94 (average of NZ\$29.41 per share to the nearest cent)

Type of transaction

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

A. Allocation of 2,667 ordinary shares under the Xero Limited Employee Restricted Share Plan
B. On market sale of 16,000 ordinary shares across multiple transactions from 13 - 18 June 2014.

E Total number of transactions this notice relates to: 1 acquisition; multiple on-market disposals from 13 June 2014 -18 June 2014

F Date of last disclosure notice (whether in form 1 or form 2) by director or officer: 13
December
2013

G Signature

Signature of director or officer:



Date of signature: 19 June 2014