



MARKET RELEASE

Results of 2021 Annual Meeting

WELLINGTON, 12 August 2021 - Xero Limited (ASX: XRO) held its 2021 Annual Meeting today at 11.00am NZT (9.00am AEST).

The following ordinary resolutions were put to shareholders of Xero at the Annual Meeting and passed by way of poll:

1. That the Board is authorised to fix the remuneration of the auditor for the ensuing year.
2. That Dale Murray, retiring from office as a director of Xero at the Meeting, and being eligible, be re-elected as a director of Xero.
3. That Steven Aldrich, appointed as a director of Xero on 1 October 2020, who will retire at the Meeting, and being eligible, be elected as a director of Xero.
4. That, for the purposes of ASX Listing Rule 10.17, the maximum annual fees able to be paid to all of the non-executive directors of Xero taken together be increased by NZ\$500,000, from NZ\$2,200,000 to NZ\$2,700,000 per annum.

Full results of voting are set out in the attachment to this market release.

Authorised for release to the ASX by the Company Secretary.

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About Xero

[Xero](#) is a cloud-based accounting software platform for small businesses with over 2.7 million subscribers globally. Through Xero, small business owners and their advisors have access to real-time financial data any time, anywhere and on any device. Xero offers an ecosystem of over 1,000 third-party apps and 300 plus connections to banks and other financial partners. In 2020 and 2021, Xero was included in the Bloomberg Gender-Equality Index and in 2020, Xero was recognised by [IDC MarketScape](#) as a leader in its worldwide SaaS and cloud-enabled small business finance and accounting applications vendor assessment.



XERO LIMITED

RESULT OF ANNUAL MEETING (ASX REPORT)

ANNUAL MEETING
Thursday, 12 August, 2021

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
1	FIXING THE FEES AND EXPENSES OF THE AUDITOR	NA	97,042,609 98.54%	1,375,429 1.40%	63,769 0.06%	16,883	109,189,927 98.76%	1,375,429 1.24%	16,883	Carried
2	RE-ELECTION OF DALE MURRAY, CBE	NA	96,963,936 98.47%	1,443,706 1.47%	64,514 0.07%	26,534	109,111,999 98.69%	1,443,706 1.31%	26,534	Carried
3	ELECTION OF STEVEN ALDRICH	NA	98,393,639 99.92%	13,103 0.01%	65,281 0.07%	26,667	110,542,469 99.99%	13,103 0.01%	26,667	Carried
4	INCREASE THE NON-EXECUTIVE DIRECTORS FEE POOL CAP	NA	91,479,057 99.80%	117,090 0.13%	66,018 0.07%	171,940	91,655,015 99.85%	141,537 0.15%	171,940	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item