



Announcement Summary

Entity name

XERO LIMITED

Announcement Type

New announcement

Date of this announcement

Tuesday November 16, 2021

The +securities to be quoted are:

☒ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
XRO	ORDINARY FULLY PAID	109,835	15/11/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

XERO LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ARBN

Registration number

160661183

1.3 ASX issuer code

XRO

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

16/11/2021

Part 2 - Type of Issue

2.1 The +securities to be quoted are:

☒ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
11-Nov-2021 09:14	New - Proposed issue of securities - XRO	A placement or other type of issue

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?

☒ Yes

2.3a.3 Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B

Additional new shares in Xero may be issued if the holdback adjustment mechanism under the merger agreement applies prior to the holdback expiration date, which is 18 months from the closing date.



Part 3A - number and type of +securities to be quoted where issue has previously been notified to ASX in an Appendix 3B

Placement Details

ASX +security code and description
XRO : ORDINARY FULLY PAID

Issue date
15/11/2021

Distribution Schedule

Provide a distribution schedule for the new +securities according to the categories set out in the left hand column - including the number of recipients and the total percentage of the new +securities held by the recipients in each category.

Number of +securities held	Number of holders	Total percentage of +securities held For example, to enter a value of 50% please input as 50.00
1 - 1,000		%
1,001 - 5,000		%
5,001 - 10,000		%
10,001 - 100,000		%
100,001 and over		%



Issue details

Number of +securities to be quoted

109,835

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Pursuant to the announcement lodged with ASX on 11 November 2021, new shares have been issued as part of the consideration for the acquisition of shares in New Tack, Inc.

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

15,237,410.000000

Any other information the entity wishes to provide about the +securities to be quoted

Additional shares may be issued if the holdback adjustment mechanism under the merger agreement applies.

**Part 4 - Issued capital following quotation**

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
XRO : ORDINARY FULLY PAID	148,707,065

4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
XROAK : RESTRICTED STOCK UNIT	845,279
XROAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,800,510