

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Xero Limited

ABN

160 661 183 (ARBN)

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
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| 1 +Class of +securities issued or to be issued | <p>(a) Ordinary Shares</p> <p>(b) Conditional Agreement to issue Ordinary Shares in Xero Limited (Restricted Stock Units or RSUs)</p> <p>(c) Options to subscribe for Ordinary Shares in Xero Limited (Options)</p> |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>(a) 185,000 Ordinary Shares</p> <p>(b) 346,164 RSUs relating to the future issue of up to 346,164 Ordinary Shares</p> <p>(c) 25,000 Options</p> |

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>(a) 180,000 fully paid Ordinary Shares were issued in accordance with the Rules of the Xero Limited Employee Restricted Share Plan as part of the remuneration package of certain key employees based in New Zealand, Australia and the United Kingdom. Participating employees will become entitled to the shares in specific percentages on 31 March 2016, 31 March 2017 and 31 March 2018, subject to the terms of the Xero Limited Employee Restricted Share Plan, including continued employment of the relevant employee with the Xero Limited Group and satisfaction of certain performance hurdles, on each vesting date. 5,000 Ordinary Shares were issued upon vesting of 5,000 RSUs granted to a key employee under the Xero Limited (USA) Equity Incentive Scheme (as set out in this notification of allotment).</p> <p>(b) 75,250 RSUs have been granted pursuant to the Xero Limited Restricted Stock Unit Plan (AU), 60,000 RSUs have been granted pursuant to the Xero Limited Restricted Stock Unit Plan (NZ), and 210,914 RSUs have been granted under the Xero Limited (USA) Equity Incentive Scheme, as part of the remuneration package of certain key employees based in Australia, New Zealand, and the United States, respectively. No cash consideration is required to be paid for the RSUs to vest.</p> <p>(i) Xero Limited Restricted Stock Unit Plan (AU): 70,000 RSUs granted under the Xero Limited (AU) Equity Incentive Scheme will vest (meaning that an equivalent number of Ordinary Shares in Xero Limited will be issued) (Vest) in three parts on each of 31 March 2015, 31 March 2016, and 31 March 2017 (20%; 40%; 40%), subject to the terms of the Xero Limited Restricted Stock Unit Plan (AU), including continued employment of the relevant employee with the Xero Limited Group, and the satisfaction of certain performance hurdles, on each vesting date.</p> <p>5,250 RSUs granted under the Xero Limited (AU) Equity Incentive Scheme, will Vest in three equal parts on each of 31 March 2015, 31 March 2016, and 31 March 2017, subject to the terms of the Xero Limited Restricted Stock Unit Plan (AU), including continued employment of the relevant employee with the Xero Limited Group on each vesting date (no performance hurdles).</p> <p>(ii) Xero Limited Restricted Stock Unit Plan (NZ): 60,000 RSUs granted under the Xero</p>
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+ See chapter 19 for defined terms.

Limited (NZ) Equity Incentive Scheme will Vest in three parts on each of 31 March 2015, 31 March 2016, and 31 March 2017 (20%; 40%; 40%), subject to the terms of the Xero Limited Restricted Stock Unit Plan (NZ), including continued employment of the relevant employee with the Xero Limited Group, and the satisfaction of certain performance hurdles, on each vesting date.

(iii) Xero Limited (USA) Equity Incentive Scheme: 205,914 RSUs granted under the Xero Limited (USA) Equity Incentive Scheme will Vest in three parts on each of 31 March 2016, 31 March 2017, and 31 March 2018 (for 85,914 of those RSUs: 1/3; 1/3; 1/3, and for 125,000 of those RSUs: 40%; 40%; 20%) subject to the terms of the Xero Limited (USA) Equity Incentive Scheme, including the continued employment of the relevant employees with the Xero Limited Group for all RSUs, and the satisfaction of certain performance hurdles on each vesting date for 175,000 of such RSUs (with 30,914 of those RSUs not subject to performance hurdles to vest), on each vesting date.

5,000 RSUs granted to a certain key employee under the Xero Limited (USA) Equity Incentive Scheme have now vested in accordance with the terms of their RSU Award Agreement, and accordingly 5,000 Ordinary Shares have been issued to that employee (as set out in this notification of allotment).

(c) Grant of 25,000 Options under the Xero Limited (USA) Equity Incentive Scheme as remuneration and incentive for Russ Fujioka (in his role as US President). 25% of the options will vest (and therefore become exercisable subject to any final expiration date) one year after the date of grant, and 1/12th of the remaining Options will vest (and therefore become exercisable subject to any final expiration date) each quarter thereafter (such that all Options will have vested four years after the date of grant if all vesting conditions have been satisfied), including the continued employment of Russ Fujioka with the Xero Limited Group on each vesting date.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) Yes</p> <p>(b) N/A (not quoted)</p> <p>(c) N/A (not quoted)</p>
<p>5 Issue price or consideration</p>	<p>(a) 180,000 Ordinary Shares were issued (pursuant to the Xero Limited Employee Restricted Share Plan) at NZ\$16.85 per Ordinary Share, being the 20 day volume weighted average market price of Xero Limited's Ordinary Shares on the NZX Main Board through to 24 February 2015. 5,000 Ordinary Shares were issued upon vesting of 5,000 RSUs granted to a key employee under the Xero Limited (USA) Equity Incentive Scheme on 25 February 2015 (as set out in this notification of allotment).</p> <p>(b) RSUs were granted (pursuant to the Xero Limited Restricted Stock Unit Plan (AU), the Xero Limited Restricted Stock Unit Plan (NZ), and the Xero Limited (USA) Equity Incentive Scheme) at a value of NZ\$16.85 each, being the 20-day volume weighted average market price of Xero Limited's Ordinary Shares on the NZX Main Board through to 24 February 2015. No cash consideration is required to be paid for the RSUs to vest.</p> <p>(c) N/A. The Options (granted pursuant to pursuant to the Xero Limited (USA) Equity Incentive Scheme) have an exercise price of NZ\$16.85 per Option, being the 20 day volume weighted average market price of Xero Limited's Ordinary Shares on the NZX Main Board through to 24 February 2015.</p>

+ See chapter 19 for defined terms.

Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

(a) 180,000 Ordinary Shares were issued under the Xero Limited Employee Restricted Share Plan as part of the remuneration package of certain key employees based in New Zealand, Australia, and the United Kingdom. 5,000 Ordinary Shares were issued upon vesting of 5,000 RSUs granted to a key employee under the Xero Limited (USA) Equity Incentive Scheme (as set out in this notification of allotment).

(b) Grant of 75,250 RSUs pursuant to the Xero Limited Restricted Stock Unit Plan (AU), grant of 60,000 RSUs pursuant to the Xero Limited Restricted Stock Unit Plan (NZ), and a grant of 210,914 RSUs pursuant to the Xero Limited (USA) Equity Incentive Scheme, as part of the remuneration package of certain key employees based in Australia, New Zealand and the United States.

(c) Grant of 25,000 Options under the Xero Limited (USA) Equity Incentive Scheme as remuneration and incentive for Russ Fujioka (in his role as US President).

6a Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i

N/A

6b The date the security holder resolution under rule 7.1A was passed

N/A

6c Number of *securities issued without security holder approval under rule 7.1

N/A

6d Number of *securities issued with security holder approval under rule 7.1A

N/A

6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A						
6f	Number of *securities issued under an exception in rule 7.2	N/A						
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A						
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A						
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A						
7	<p>*Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>(a) 25 February 2015</p> <p>(b) 25 February 2015 (grant date)</p> <p>(c) 25 February 2015 (grant date)</p>						
8	Number and *class of all *securities quoted on ASX (including the *securities in section 2 if applicable)	<table><tr><th>Number</th><th>*Class</th></tr><tr><td>128,573,775</td><td>Ordinary</td></tr><tr><th>Number</th><th>*Class</th></tr></table>	Number	*Class	128,573,775	Ordinary	Number	*Class
Number	*Class							
128,573,775	Ordinary							
Number	*Class							

+ See chapter 19 for defined terms.

9	Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)	568,623 RSUs	RSUs (a conditional contractual right to be issued up to 568,623 Ordinary Shares) – taking into account forfeited RSUs to date, and the 5,000 RSUs that have vested as set out in this Appendix 3B
		940,153 Options	Unlisted Options (convertible into Ordinary Shares on a 1:1 basis)

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	(a) As for all Ordinary Shares (b) N/A (c) N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	*Class of *securities to which the offer relates	N/A
15	*Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

+ See chapter 19 for defined terms.

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|----|--|-----|
| 30 | How do security holders sell their entitlements in full through a broker? | N/A |
| 31 | How do security holders sell part of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | *Issue date | N/A |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of *securities (tick one)
- (a) ☒ (in respect of the "Ordinary Shares" described in Part 1 only, i.e. referenced throughout in paragraph "(a)") *Securities described in Part 1
- (b) ☐ All other *securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
- 36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
- 1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38 Number of *securities for which
*quotation is sought

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39 *Class of *securities for which
quotation is sought

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40 Do the *securities rank equally in
all respects from the *issue date
with an existing *class of quoted
*securities?

If the additional *securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next
dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they do
not rank equally, other than in
relation to the next dividend,
distribution or interest
payment

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41 Reason for request for quotation
now

Example: In the case of restricted securities,
end of restriction period

(if issued upon conversion of
another *security, clearly identify
that other *security)

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42 Number and *class of all
*securities quoted on ASX
(including the *securities in
clause 38)

Number	*Class

Quotation agreement

1 *Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the *securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those *securities should not be granted *quotation.
- An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 27 February 2015
(Director/Company secretary)

Print name: Matt Vaughan

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> • Include only ordinary securities here – other classes of equity securities cannot be added • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 [Note: this value cannot be changed]
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	
<p>Subtract “C”</p> <p>Note: number must be same as shown in Step 3</p>	
Total [“A” x 0.15] – “C”	[Note: this is the remaining placement capacity under rule 7.1]

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” Note: number must be same as shown in Step 1 of Part 1	
Step 2: Calculate 10% of “A”	
“D”	0.10 Note: this value cannot be changed
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of *equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p>Note: number must be same as shown in Step 2</p>	
<p>Subtract “E”</p> <p>Note: number must be same as shown in Step 3</p>	
<p>Total [“A” x 0.10] – “E”</p>	<p>Note: this is the remaining placement capacity under rule 7.1A</p>