



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

Xero Limited (XRO)
7 April 2015
4 March 2015

#### Director or senior manager giving disclosure

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Duncan Ritchie
Xero Limited (XRO)
Not applicable
Chief Platform Officer

#### Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Ordinary shares in Xero Limited ( <b>Ordinary Shares</b> )
(a) Legal ownership of Ordinary Shares; (b) Beneficial ownership of Ordinary Shares through the Xero Limited Employee Restricted Share Plan
(a) 13,127; (b) 89,325
(a) 34,903; (b) 67,549
(a) Duncan Ritchie; (b) Xero Trustee Limited
(a) Duncan Ritchie; (b) Xero Trustee Limited

#### Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:

Not applicable
Not applicable

#### Details of affected derivative-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

Not applicable
Not applicable
Not applicable
Not applicable
Not applicable
Not applicable

#### For that derivative,-

Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

Not applicable
Not applicable

#### Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:	1
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	31 March 2015
Nature of transaction:	Vesting of Ordinary Shares under the Xero Limited Employee Restricted Share Plan
Name of any other party or parties to the transaction (if known):	Transfer of legal ownership of Ordinary Shares from Xero Trustee Limited to Duncan Ritchie
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:	21,776 Ordinary Shares were allocated to Duncan Ritchie in accordance with the Xero Limited Employee Restricted Share Plan (as part of the remuneration package of Duncan Ritchie). Under the terms of the Plan, Duncan Ritchie is now fully entitled to these Ordinary Shares, and accordingly legal title to these Ordinary Shares has been transferred to Duncan Ritchie.
Number of financial products to which the transaction related:	1
<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>	
Whether relevant interests were acquired or disposed of during a closed period:	No
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	Transfer in accordance with the rules of the Xero Limited Employee Restricted Share Plan
Date of the prior written clearance (if any):	Not applicable
<b>Summary of other relevant interests after acquisition or disposal:</b>	
Class of quoted financial products:	Not applicable
Nature of relevant interest:	Not applicable
<i>For that relevant interest,-</i>	
Number held in class:	Not applicable
Current registered holder(s):	Not applicable
<i>For a derivative relevant interest,-</i>	
Type of derivative:	Not applicable
<b>Details of derivative,-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	Not applicable
A statement as to whether the derivative is cash settled or physically settled:	Not applicable
Maturity date of the derivative (if any):	Not applicable
Expiry date of the derivative (if any):	Not applicable
The price's specified terms (if any):	Not applicable
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	Not applicable
<i>For that derivative relevant interest,-</i>	
Parties to the derivative:	Not applicable
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	Not applicable

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:

Date of signature:

A handwritten signature in black ink, appearing to be 'J. V.' followed by a long horizontal flourish.

7 April 2015