



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:	Xero Limited (XRO)
Date this disclosure made:	30 October 2015
Date of last disclosure:	Not applicable

Director or senior manager giving disclosure


Full name(s):	Sankar Narayan
Name of listed issuer:	Xero Limited (XRO)
Name of related body corporate (if applicable):	Not applicable
Position held in listed issuer:	Chief Financial Officer

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

Class of affected quoted financial products:	(a) Conditional contractual right to be issued Ordinary Shares in Xero Limited (Restricted Stock Units or RSUs); (b) Options to acquire Ordinary Shares in Xero Limited (Options)
Nature of the affected relevant interest(s):	(a) Conditional right pursuant to an Agreement with Xero Limited to be issued Ordinary Shares in Xero Limited, subject to the terms of the Agreement and the terms of the Restricted Stock Unit Plan (AU) (the AU Plan). The material terms relating to this right are set out in the Notification of Allotment of Securities released by Xero Limited to NZX, and Appendix 3B released to ASX, each dated 27 October 2015 (such Notification of Allotment and Appendix 3B, the Notices "); (b) Holder of Options to subscribe for Ordinary Shares in Xero Limited (each Option entitling the holder to subscribe for one Ordinary Share in Xero Limited) subject to the terms of the AU Plan. The material terms of the Options are set out in the Notices.
For that relevant interest-	
Number held in class before acquisition or disposal:	(a) None; (b) None
Number held in class after acquisition or disposal:	(a) 105,084; (b) 176,000
Current registered holder(s):	Not applicable
Registered holder(s) once transfers are registered:	Sankar Narayan

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

Type of affected derivative:	Not applicable
Class of underlying financial products:	Not applicable
Details of affected derivative-	
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 specified in the terms of the derivative (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
For that derivative,-	
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
Details of transactions giving rise to acquisition or disposal	
Total number of transactions to which notice relates:	2
Details of transactions requiring disclosure-	

Date of transaction:	27 October 2015
Nature of transaction:	(a) Allocation of RSUs under the AU Plan; (b) Grant of Options under the AU Plan
Name of any other party or parties to the transaction (if known):	Not applicable
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:	(a) The RSUs have been granted pursuant to the AU Plan as part of the remuneration and incentive for Sankar Narayan (in his role as Chief Financial Officer of Xero Limited). No cash consideration is required to be paid for the RSUs to vest; (b) The Options have been granted pursuant to the AU Plan as part of the remuneration package of Sankar Narayan (in his role as Chief Financial Officer of Xero Limited). The exercise price is NZ\$19.51 per Option (being the volume weighted average price of an Ordinary Share in Xero Limited on the NZX Main Board for the 20 trading days prior to the signing of Sankar Narayan's Employment Agreement on 29 June 2015)
Number of financial products to which the transaction related:	2
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—	
Whether relevant interests were acquired or disposed of during a closed period:	Not applicable
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	Not applicable
Date of the prior written clearance (if any):	Not applicable
Summary of other relevant interests after acquisition or disposal:	
Class of quoted financial products:	Not applicable
Nature of relevant interest:	Not applicable
For that relevant interest, -	Not applicable
Number held in class:	Not applicable
Current registered holder(s):	Not applicable
For a derivative relevant interest, -	
Type of derivative:	Not applicable
Details of derivative, -	
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
For that derivative relevant interest, -	Not applicable
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:	30 October 2015