



## 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:	2 November 2015
Date of last disclosure:	25 September 2015

#### Director or senior manager giving disclosure

Full name(s):	Graham Shaw
Name of listed issuer:	Xero Limited
Name of related body corporate (if applicable):	N/A
Position held in listed issuer:	Ceased position as Director on 22 July 2015

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

Class of affected quoted financial products:	Ordinary Shares in Xero Limited ( <b>Ordinary Shares</b> )
Nature of the affected relevant interest(s):	Legal ownership of Ordinary Shares
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	1,260,000
Number held in class after acquisition or disposal:	1,200,000
Current registered holder(s):	Graham Shaw
Registered holder(s) once transfers are registered:	Not known (on-market disposal)

#### 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 product (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
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#### Details of transactions requiring disclosure-

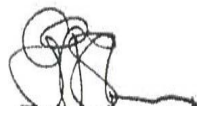
Date of transaction(s):	Transactions took place on 27 October 2015 and 30 October 2015
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Nature of transaction(s):	On-market disposals of shares
Name of any other party or parties to the transaction(s) (if known):	Not known (on-market disposals)
The consideration, expressed in New Zealand dollars, paid or received for the acquisition(s) or disposal(s). If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:	2,500 shares were disposed of at a price of NZ\$15.98 per share on 27 October 2015 and 57,500 shares were disposed of at a price of NZ\$15.85 per share on 30 October 2015
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:	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
<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 product (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:	2 November 2015