



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)
13 November 2015
14 August 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):
For that relevant interest-
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 (Ordinary Shares)
Legal ownership of Ordinary Shares
34,903 Ordinary Shares (Duncan Ritchie also has beneficial ownership of 72,964 Ordinary Shares)
5,903 Ordinary Shares (Duncan Ritchie's beneficial ownership of 72,964 Ordinary Shares remains unchanged)
Duncan Ritchie
Not known (on-market disposal)

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 product (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:

Numerous on-market transactions

Details of transactions requiring disclosure-

Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
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 by converted into a cash value, describe the consideration:
Number of financial products to which the transaction related:
<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:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

The transactions took place on 11 November 2015 and 12 November 2015
On-market disposal of shares
Not known (on-market disposal)
27,000 shares were disposed of on 11 November 2015 at an average price of NZ\$19.8625 per share (ranging from NZ\$19.84 to NZ\$19.95); 2,000 shares were disposed of on 12 November 2015 at NZ\$19.88 per share
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Not applicable
Not applicable
Not applicable

Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:
Nature of relevant interest:
<i>For that relevant interest,-</i>
Number held in class:
Current registered holder(s):
<i>For a derivative relevant interest,-</i>
Type of derivative:

Ordinary Shares
Beneficial ownership of Ordinary Shares through the Xero Limited Employee Restricted Share Plan
72,964
Xero Trustee Limited
Not applicable

Details of derivative,-

The notional value of the derivative (if any) or the notional amount of underlying financial product (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's specified terms (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:
<i>For that derivative relevant interest,-</i>
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
Not applicable
Not applicable
Not applicable
Not applicable
Not applicable
Not applicable
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:

DocuSigned by: <i>Duncan Ritchie</i> CFF3865064DA413...

Date of signature:

13 November 2015