



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:	12 February 2016
Date of last disclosure:	14 August 2015

Director or senior manager giving disclosure

Full name(s):	Lee Hatton
Name of listed issuer:	Xero Limited (XRO)
Name of related body corporate (if applicable):	Not applicable
Position held in listed issuer:	Director

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

Class of affected quoted financial products:	Ordinary shares in Xero Limited (Ordinary Shares)
Nature of the affected relevant interest(s):	Legal ownership of Ordinary Shares
For that relevant interest-	
Number held in class before acquisition or disposal:	4,157
Number held in class after acquisition or disposal:	6,266
Current registered holder(s):	Lee Hatton
Registered holder(s) once transfers are registered:	Lee Hatton

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:	1
Details of transactions requiring disclosure-	
Date of transaction:	10 February 2016
Nature of transaction:	Issue of Ordinary Shares
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:

NZ\$16.59 per Ordinary Share, being the 20 day volume weighted average price of Xero Limited's Ordinary Shares on the NZX Main Board through to 9 February 2016. The Ordinary Shares were issued to Lee Hatton, in lieu of cash, as remuneration for her role as a director of Xero Limited for the preceding six-month period, to a value of NZ\$35,000 (Lee Hatton's current total annual remuneration for her role as director of Xero Limited is NZ\$70,000). The issue of Ordinary Shares to Lee Hatton was approved by shareholders at Xero Limited's Annual Meeting held in July 2015

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Number of financial products to which the transaction related:

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—

Not applicable

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):

Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:

Ordinary Shares

Nature of relevant interest:

Ordinary Shares held by spouse

For that relevant interest, -

Number held in class:

200

Current registered holder(s):

Christopher Hatton

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 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

For that derivative relevant interest, -

Parties to the derivative:

Not applicable

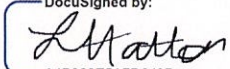
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

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:

DocuSigned by:

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Date of signature:

2/12/2016 | 12:22:20 NZST