xero

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Xero Limited
Virtual Annual Meeting Online Portal Guide

BEFORE YOU BEGIN

Ensure that your browser is compatible. You can easily check what your current browser is by going to the website **whatismybrowser.com**

Supported browsers are:

- Chrome – Versions 44 & 45
- Firefox – 40.0.2 and more current
- Safari – OS X v10.9 "Mavericks" & OS X v10.10 "Yosemite"
- Internet Explorer 9 and up (please note that Internet Explorer 8 is not supported)

The Xero Limited virtual annual meeting (**Annual Meeting**) is viewable from both desktops and laptops. To attend and vote at the Annual Meeting virtually you must have:

- **NZX registered holders:** Shareholder number and authorisation code (FIN)
- **ASX registered holders:** Shareholder number and postcode (or country if not in Australia)
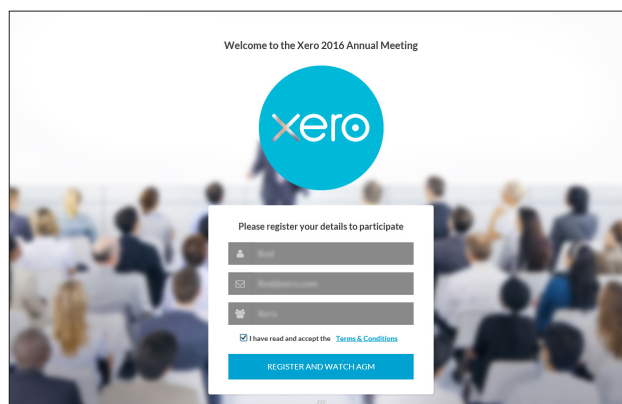
If you are an appointed proxy you will need your **proxy number** that will be provided by Link Market Services prior to the Annual Meeting. **Please make sure you have this information before proceeding.**

STEP 1

Open your web browser and go to **virtualmeeting.co.nz/xero2016**

Login to the portal using your full name, email address and company name (if applicable).

Please read and accept the terms and conditions before proceeding to select the '**Register and Watch AGM**' button.


STEP 2

Once you have logged in, you will see two screens at the top of the window.

The left screen will play a live video webcast of the Annual Meeting at 9.00am AEST (11.00am New Zealand time) on **20 July 2016**.

The right screen will show the presentation slides for the Annual Meeting.

Note: We recommend that once you have logged in, you keep your browser open for the duration of the Annual Meeting. If you close your browser, your session will expire. If you attempt to login again, for security purposes you will be sent a recovery link via email.
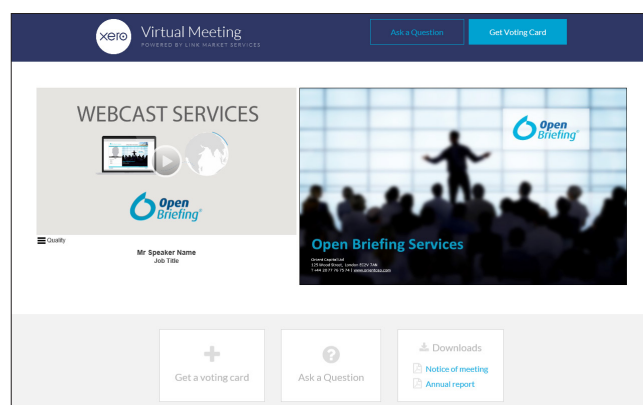
NAVIGATING

At the bottom of the webpage under the webcast and presentation screens, there are three boxes:
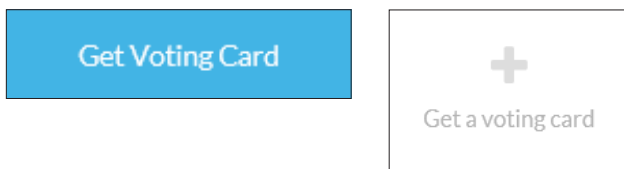
1. Get a voting card
2. Ask a Question
3. Downloads
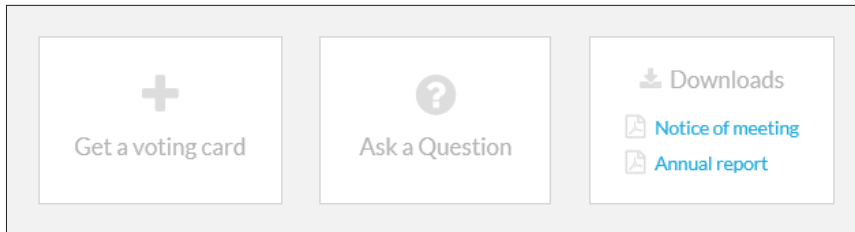
Instructions for each of these options follows.

1. GET A VOTING CARD

To register to vote, click on the '**Get Voting Card**' box at the top of the webpage or the '**Get a voting card**' box below the presentation screens.

This will bring up a box which looks like this (for NZX registered holders):

If you are an individual or joint Shareholder you will need to register and validate yourself by entering the following details in the top section:

- **NZX registered holders:** Shareholder number and authorisation code (FIN)
- **ASX registered holders:** Shareholder number and postcode (or country if not in Australia)

If you are an appointed proxy, please enter the Proxy Number issued to you by Link Market Services in the section headed "Proxy Number".

Once you have entered your details, select the '**Submit Details and Vote**' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Annual Meeting (as set out in the Notice of Annual Meeting of Xero Limited (**Notice of Meeting**) sent to the shareholders of Xero Limited). You may need to use the scroll bar on the right hand side of the voting card to scroll up and down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on '**Full Vote**' or '**Partial Vote**' at the top of the voting card.

Full Votes:

To submit a full vote on a resolution, ensure that you are in the '**Full Vote**' tab. From here, place your vote by selecting the '**For**', '**Against**', or '**Abstain**' voting buttons.

Partial Votes:

To submit a partial vote on a resolution, ensure that you are in the '**Partial Vote**' tab. From here, you can enter the number of votes that you would like to vote (any or all) for each resolution. The total amount of votes that you are entitled to vote will be listed under each resolution. When you enter the number of votes in a certain box, it will automatically tally how many votes you have left to allocate.

If you are submitting a partial vote and do not vote all of your entitled votes, the un-voted portion will be submitted as 'no instruction' and therefore will not be counted.

Once you have finished voting on the resolutions, scroll down to the bottom of the box and select the '**Submit Vote**' or '**Partial Vote**' button.

Note: You are able to close your voting card during the Annual Meeting without submitting your vote at any time while voting remains open. Any votes that you have already made will be saved for the next time that you open up the voting card. The voting card will appear on the bottom left corner of the webpage and will say '**Not yet submitted**' along the bottom.

You can edit your voting card at any point while voting is open by selecting '**Edit Card**'. This will reopen the voting card along with any previous votes already made. Once you have completed your voting card, select the '**Submit Vote**' or '**Partial Vote**' button.

At the conclusion of the Annual Meeting, a red bar with a countdown timer will appear at the top of the webcast advising the remaining voting time available to shareholders. Please make any changes required to your voting card and submit your voting card before the countdown finishes.

The voting card remains editable until voting is closed at the Annual Meeting. Once voting has been closed, all voting cards, both submitted and un-submitted, will automatically be finally submitted and will not be able to be changed.

If an additional resolution is proposed during the Annual Meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added, you will be notified by the Chairman. In order to vote on the extra resolution, you will need to reopen your voting card to cast your vote by selecting '**Edit Card**'.

Note: Registration for the Annual Meeting and voting opens one hour before the Annual Meeting begins.

2. ASK A QUESTION

Note: Only shareholders or appointed proxies are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question click on the 'Ask a Question' box either at the top of the webpage, or at the bottom of the webpage.
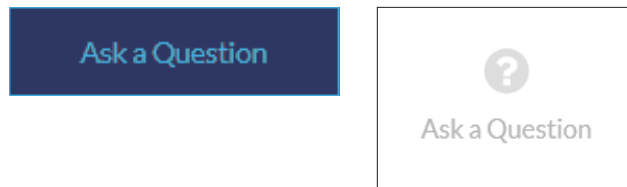
The 'Ask a Question' box will then pop up with two sections for completion.

In the 'Regarding' section click on the drop down arrow and select from one of the following, which best relates to your question:

· General Business
· Resolution 1
· Resolution 2
· Resolution 3
· Resolution 4
· Resolution 5
· Resolution 6

After you have selected your question category, click in the **'Question'** section and type your question.

When you are ready to submit your question, select the '**Submit Question**' button. This will send the question to Xero's Management/Board. Please note that all questions may not be answered during the Annual Meeting, although we will do our best to do so. If we are unable to answer your question during the Annual Meeting, we will follow up with you after the Annual Meeting.

Once you have asked a question, a '**View Questions**' box will appear.

At any point during the Annual Meeting, you can select '**View Questions**' and see all questions that you have submitted.

Note: You can submit your questions by this method one hour before the Annual Meeting begins, so long as you have registered to vote. You can continue to submit questions until the question period closes.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

3. DOWNLOADS

If you would like to see the Notice of Meeting or the Xero Limited 2016 Annual Report (**Annual Report**) you can do so from the '**Downloads**' box.

To download the Notice of Meeting, click A. To download the Annual Report, click B.

When you click on these links, the file will open in another tab in your browser.
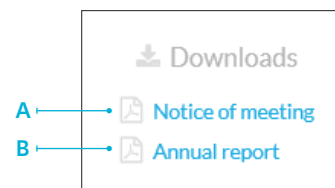
VOTING CLOSING

Voting will close 5 minutes following the close of the Annual Meeting. At the conclusion of the Annual Meeting, a red bar with a countdown timer will appear at the top of the webcast advising the remaining voting time available to shareholders.

If you have not yet submitted your vote, please do so at this time. At the close of the Annual Meeting, any votes you have placed will automatically be finally submitted.
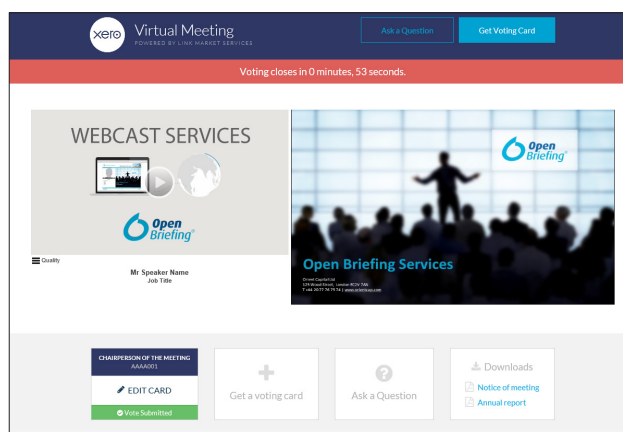
HELP

If you would like to trial this system before the Annual Meeting begins, a demonstration only version will be available at virtualmeeting.co.nz/xerodemo from 24 June 2016 to 5pm (New Zealand time) on 18 July 2016.

If you require any help using this system prior to or during the Annual Meeting, please call 0800 200 220 if you are calling from New Zealand, 1 800 990 363 if you are calling from Australia, or +64 800 200 220 if you are calling from outside Australia or New Zealand, so that Link Market Services can assist you.

If you have any questions relating to the Notice of Meeting and/or Annual Meeting, please contact Xero's Company Secretary, Matt Vaughan, at companysecretary@xero.com.