



Beautiful accounting software

---

## LODGE YOUR PROXY

**Online:** [vote.linkmarketservices.com/XRO](http://vote.linkmarketservices.com/XRO)

**Scan & email:** [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

**Deliver:** Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010, New Zealand  
**Mail:** Use the enclosed reply paid envelope or address to: Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand

---

Scan this QR code with your smartphone and vote online

---

## General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

---

# PROXY FORM/ADMISSION CARD FOR XERO LIMITED'S 2016 ANNUAL MEETING

The Annual Meeting of Xero Limited (Xero) will be held on Wednesday 20 July 2016, at 9.00am AEST (11.00am New Zealand time) (Meeting), at Establishment Rooms I, II and III, Level 3, Establishment, 252 George Street, Sydney, Australia. If you attend the Meeting in person, please bring this form to assist with your registration.

Shareholders are also able to attend and vote at the Meeting virtually via an online platform. More information regarding virtual attendance at the Meeting and voting online via the online platform is available in the Virtual Annual Meeting Online Portal Guide which will be filed on the ASX and NZX market announcement platforms and will also be able to be viewed on our website ([www.xero.com/about/investors/announcements](http://www.xero.com/about/investors/announcements)).

If you do not propose to attend the Meeting, whether in person or virtually via the online platform, but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Xero's share registrar, Link Market Services (Registrar), by no later than 9.00am AEST (11.00am New Zealand time), on Monday 18 July 2016. You can appoint your proxy and vote on the resolutions on the reverse of this form, online by going to [vote.linkmarketservices.com/XRO](http://vote.linkmarketservices.com/XRO), or by scanning the QR code above with your smartphone.

If you wish to vote in person, you should attend the Meeting. Please bring this form with you to the Meeting to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

## Appointment of proxy

The Chairman of the Meeting or any Director is willing to act as proxy for any shareholder who wishes to appoint him/her. To appoint the Chairman of the Meeting as your proxy simply tick the box allocated next to "The Chairman of the Meeting", or to appoint a Director or another person as your proxy write the full name of that Director or the full name and email of such other person (as applicable) in the space allocated next to "or failing him/her", on the reverse of this form.

If you do not appoint a proxy, your Proxy Form will be invalid. Your proxy need not also be a shareholder.

**Voting of your holding** Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect

of each item of business (resolutions 1 to 6). If you do not make an election in respect of a resolution, your instruction for that resolution will be to abstain and your vote will not be counted. If you make more than one election in respect of a resolution, your vote will be invalid on that resolution.

## Appointing the Chairman of the Meeting or a Director as your proxy

If you expressly appoint the Chairman of the Meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of resolutions 1 to 6, except that:

- (a) The Chairman of the Meeting, Chris Liddell, or Bill Veghte, or any associated person (as defined in the NZX Main Board Listing Rules) of Chris or Bill, will not be able to vote any discretionary proxies either for or against resolution 5; and
- (b) Lee Hatton, or any associated person (as defined in the NZX Main Board Listing Rules) of Lee, will not be able to vote any discretionary proxies either for or against resolution 6.

## Signing instructions for proxy forms

**Individual** Where the holding is in one name, the shareholder must sign the Proxy Form.

**Joint holding** Where the holding is in more than one name, all of the joint shareholders must sign the Proxy Form.

**Power of Attorney** If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney, must accompany this Proxy Form.

**Corporate Shareholder** In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

---

GO ONLINE TO VOTE.[LINKMARKETSERVICES.COM/XRO](http://LINKMARKETSERVICES.COM/XRO)  
TO APPOINT AND GIVE DIRECTIONS TO YOUR PROXY OR TURN  
OVER TO COMPLETE THE FORM.

---

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Xero Limited hereby appoint:

The Chairman of the Meeting ☐ (tick)

or failing him/her \_\_\_\_\_ (name), \_\_\_\_\_ (email)

as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy may vote as he/she sees fit, to the extent permitted by law and by the NZX Main Board Listing Rules and the ASX Listing Rules) at the Annual Meeting of Xero Limited to be held on Wednesday 20 July 2016, at 9.00am AEST (11.00am New Zealand time), at Establishment Rooms I, II and III, Level 3, Establishment, 252 George Street, Sydney, Australia and, simultaneously, to be held virtually via the online platform provided by Xero's share registrar, Link Market Services, and at any adjournment of that Meeting.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority for that item. If no box is ticked for an item, your instruction will be to abstain and your vote will not be counted when calculating a majority for that item.

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

	For	Against	Abstain	Discretion
1. That Ernst & Young be appointed as auditor of Xero Limited and its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Board is authorised to fix the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Chris Liddell, retiring from office as a Director of Xero Limited by rotation, be re-elected as a Director of Xero Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Bill Veghte, retiring from office as a Director of Xero Limited by rotation, be re-elected as a Director of Xero Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the grant of options to subscribe for ordinary shares in Xero Limited to Chris Liddell and Bill Veghte, as remuneration for their roles as Directors of Xero Limited (equating to an annual value of NZ\$220,000 and NZ\$176,000 respectively), in or around February 2017, on the terms set out in the Explanatory Notes to the Notice of Meeting (i.e., on substantively the same terms as the grant of options to Chris and Bill in February 2015, which was approved at Xero's 2014 Annual Meeting, and the grant of options to Chris and Bill in February 2016, which was approved at Xero's 2015 Annual Meeting), be approved, and that the issue of ordinary shares in Xero Limited to Chris and Bill upon any exercise of those options, be approved.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That the issue of ordinary shares in Xero Limited to Lee Hatton in lieu of cash, as remuneration for her role as a Director of Xero Limited to a value of NZ\$70,000 per annum on the terms set out in the Explanatory Notes to the Notice of Meeting, be approved.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Xero will disregard any votes cast by (a) Chris Liddell or Bill Veghte or any associated person (as defined in the NZX Main Board Listing Rules) of Chris and Bill on resolution 5; and (b) Lee Hatton or any associated person (as defined in the NZX Main Board Listing Rules) of Lee on resolution 6. However, Xero need not disregard a vote in accordance with the previous sentence if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the express directions (i.e., instructions to vote for or against the resolution) on the Proxy Form.

**SIGN: SIGNATURE OF SECURITY HOLDER(S)** This section must be completed.

Security holder 1

or duly authorised officer or attorney

Security holder 2

or duly authorised officer or attorney

Security holder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.