

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**Note:** This form must be completed in accordance with the instructions at the end of the form.

**To NZX Limited**

and

**To Xero Limited**

Relevant event being disclosed: Movement of 1% or more in substantial holding.

Date of relevant event: 15 May 2017

Date this disclosure made: 16 May 2017

Date last disclosure made: 26 November 2015

**Substantial product holder(s) giving disclosure**

Full name(s): Andrew Craig Winkler

**Summary of substantial holding**

Class of quoted voting products: Fully paid ordinary shares in Xero Limited (**Xero**)

Summary for Andrew Craig Winkler

For **this** disclosure,—

(a) total number held in class: **14,475,990**

(b) total in class: **137,761,136**

(c) total percentage held in class: **10.508%**

For **last** disclosure,—

(a) total number held in class: **17,475,990**

(b) total in class: **136,626,860**

(c) total percentage held in class: **12.791%**

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure:

On 15 May 2017 Givia Pty Limited entered into a block trade agreement with First NZ Capital Securities Limited (First NZ) under which Givia Pty Limited appointed First NZ to manage the sale of 3,000,000 ordinary shares in Xero Limited held by Givia Pty Limited for an average price of NZ\$22.6285 per share. Pursuant to that agreement, off and on market sales of 3,000,000 ordinary shares were effected on 15 May 2017, at an average sale price

of NZ\$22.6285 for aggregate consideration of NZ\$67,885,500 with settlement occurring on 18 May 2017.

**Details after relevant event**

Details for Givia Pty Limited

Nature of relevant interest(s): legal interest in financial products as trustee of an Australian charitable trust. The substantial holder is a director of Givia Pty Limited.

For that relevant interest,—

- (a) number held in class: **14,454,545**
- (b) percentage held in class: **10.492%**
- (c) current registered holder(s): **Givia Pty Limited**
- (d) registered holder(s) once transfers are registered: **N/A**

Details for Bangarie Investments Pty Limited

Nature of relevant interest(s): legal and beneficial owner of financial products

For that relevant interest,—

- (a) number held in class: **21,445**
- (b) percentage held in class: **0.016%**
- (c) current registered holder(s): **Bangarie Investments Pty Limited**
- (d) registered holder(s) once transfers are registered: **N/A**

For a derivative relevant interest, also—

- (a) type of derivative: **N/A**
- (b) details of derivative: **N/A**
- (c) parties to the derivative: **N/A**
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: **N/A**

**Additional information**

Address(es) of substantial product holder(s): c/- Blaze Acumen, 60 City Road Southbank VIC 3006 Australia

Contact Name: Paul O'Brien (03) 9694 3000

**Disclosure has effect for purposes of directors' and senior managers' disclosure**  
**Andrew Craig Winkler** is also a **director** of **Xero**. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

**Certification**

I, Andrew Craig Winkler 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.