



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)
23 February 2017
17 February 2017

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:

Christopher Pell Liddell (Chris Liddell)
Xero Limited (XRO)
Not applicable
Ceased role as Director on 20 January 2017

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:

(a) Ordinary shares in Xero Limited (Ordinary Shares); (b) Unlisted options to subscribe for Ordinary Shares (Options)
(a) Legal ownership of Ordinary Shares; (b) Holder of Options to subscribe for Ordinary Shares (each Option entitling the holder to subscribe for one Ordinary Share subject to the terms of the Xero Limited (USA) Equity Incentive Scheme) (US Plan)
(a) None; (b) 147,556
(a) 21,491; (b) None
(a) Not applicable; (b) Chris Liddell
(a) Chris Liddell; (b) Not applicable

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:
Class of underlying financial products:
Details of affected derivative-
The notional value of the derivative (if any) or the notional amount of underlying financial products (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:
<i>For that derivative,-</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

Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:

5

Details of transactions requiring disclosure-

Date of transaction:

Transactions took place on: (i) 17 February 2017; (ii) 17 February 2017; (iii) Numerous on-market transactions on 20 February 2017 with settlement occurring on 22 February 2017; (iv) Numerous on-market transactions on 21 February 2017 with settlement occurring on 23 February 2017; (v) Numerous on-market transactions on 22 February 2017 with settlement occurring on 24 February 2017
--

Nature of transaction:
Name of any other party or parties to the transaction (if known):
<p>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:</p>
Number of financial products to which the transaction related:

(i) 33,746 Ordinary Shares were issued to Chris Liddell upon exercise of Options by Chris Liddell granted under the US Plan; (ii) Forfeiture of remaining 113,810 Options held by Chris Liddell in connection with Chris Liddell's cessation of his role as Director of Xero Limited; (iii) On-market disposal of 1,134 Ordinary Shares; (iv) On-market disposal of 5,390 Ordinary Shares; (v) On-market disposal of 5,731 Ordinary Shares
(i) Not applicable; (ii) Not applicable; (iii) Not known (on-market disposal); (iv) Not known (on-market disposal); (v) Not known (on-market disposal)
(i) NZ\$542,937.88 for the exercise of 21,442 Options at an exercise price of NZ\$16.14 per Option and 12,304 Options at an exercise price of NZ\$16.00 per Option; (ii) N/A. Forfeiture of 113,810 Options held by Chris Liddell in connection with Chris Liddell's cessation of his role as Director of Xero Limited; (iii) 1,134 Ordinary Shares were disposed of at an average price of AU\$17.8361 per share (ranging from AU\$17.75 to AU\$17.85 per share); (iv) 5,390 Ordinary Shares were disposed of at an average price of AU\$17.5526 per share (ranging from AU\$17.50 to AU\$17.70 per share); (v) 5,731 Ordinary Shares were disposed of at an average price of AU\$17.5243 per share (ranging from AU\$17.48 to AU\$17.62 per share)
2

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—

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):

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:
Details of derivative,-
The notional value of the derivative (if any) or the notional amount of underlying financial products (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

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:
Date of signature:

DocuSigned by: <i>Chris Liddell</i>
171326A30DF14B5...
23 February 2017 (NZT)