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**XERO LIMITED (COMPANY)
NZ COMPANY NUMBER 1830488
ARBN 160 661 183**

SECONDARY TRADING NOTICE

**NOTIFICATION PURSUANT TO SECTION 708A(5)(e) OF THE
CORPORATIONS ACT 2001 (CTH)**

This notice is given by the Company under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**) in relation to the issue of 1,133,303 ordinary shares (**Shares**) on 2 August 2018 on completion of its acquisition of Hubdoc Inc. as announced to ASX on 1 August 2018.

The Company states that:

1. the Company issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act;
2. as at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act (relating to financial reporting and audit) as they apply to the Company; and
 - (b) section 674 of the Corporations Act (relating to continuous disclosure);
3. as at the date of this notice, there is no 'excluded information' of the type referred to in section 708A(7) or section 708A(8) of the Corporations Act.

The Company has today lodged an Appendix 3B in respect of the issue of the Shares.

On behalf of the Board:

Chaman Sidhu
Company Secretary
Xero Limited