

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme **XERO LIMITED**

ACN/ARSN **160 661 183**

1. Details of substantial holder

Name **UBS Group AG and its related bodies corporate**

ACN/ARSN (if applicable): _____

There was a change in the interests of the substantial holder on **24 August 2018**

The previous notice was given to the company on **27 August 2018**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's Votes	Voting Power (5)	Person's Votes	Voting Power (5)
Ordinary	7,628,690	5.43%	10,377,517	7.39%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and Number of securities affected	Person's votes affected
Please see Appendix B.					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS Financial Services Inc.	Various Custodians	UBS Financial Services Inc.	Fund Manager with power to exercise control over voting shares	250 Ordinary	250
UBS Asset Management (Americas) Inc.	Various Custodians	UBS Asset Management (Americas) Inc.	Fund Manager with power to exercise control over voting shares	3,475 Ordinary	3,475

UBS Asset Management (Australia) Ltd	Various Custodians	UBS Asset Management (Australia) Ltd	Fund Manager with power to exercise control over voting shares	373,793 Ordinary	373,793
UBS Asset Management Life Limited	Various Custodians	UBS Asset Management Life Limited	Fund Manager with power to exercise control over voting shares	28,801 Ordinary	28,801
UBS Asset Management (UK) Limited	Various Custodians	UBS Asset Management (UK) Limited	Fund Manager with power to exercise control over voting shares	1,174 Ordinary	1,174
UBS Securities Australia Ltd	Warbont Nominees Pty Ltd	UBS Securities Australia Ltd	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	4,198,486 Ordinary	4,198,486
	Brispot Nominees Pty Ltd	UBS Securities Australia Ltd	Beneficial Owner	1,387,598 Ordinary	1,387,598
UBS AG London Branch	Citicorp Nominees Pty Ltd	UBS AG London Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	2,985,518 Ordinary	2,985,518
UBS AG Australia Branch	UBS Nominees Pty Ltd	UBS AG Australia Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	1,398,422 Ordinary	1,398,422

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name: Serene Peh Capacity: Authorised signatory

Sign Here:  Date: 28 August 2018

Print Name: Philip Alexander Capacity: Authorised signatory

Sign Here:  Date: 28 August 2018

Contact details for this notice:

Serene Peh
Compliance & Operational Risk Control
(T) +65 6495 5283

Appendix A

Holder of relevant interest	UBS Securities Australia Ltd	UBS AG, London Branch	UBS AG, Australia Branch
Type of agreement	Securities Lending Agreement	Prime Brokerage Agreement	Prime Brokerage Agreement
Parties to agreement	(i) UBS AG, Australia Branch (“UBS AG”)/ UBS Securities Australia Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, London Branch (“UBS AG”) (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch (“UBS AG”) (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS AG/ UBS Securities Australia Limited	UBS AG	UBS AG
Are there any restrictions on voting rights?	Please refer to the details below.	No.	Please refer to the details below.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Securities Australia Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for voting rights to be exercised in accordance with the instructions of the transferor (i.e. Client).	N/A	Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for voting rights to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None, subject to the terms of the relevant loan.	None.	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes.	Yes.	Yes.
If yes, detail	The borrower (i.e. UBS AG/ UBS Securities Australia Limited) has the right to return at its discretion.	The borrower (i.e. UBS AG) has the right to return at its discretion.	The borrower (i.e. UBS AG) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.	Yes.	Yes.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes.	Yes.	Yes.
If yes, detail any exceptions	None.	None.	None.

Securities Lending Agreement - UBS AG, Australia Branch/ UBS Securities Australia Limited

Parties to agreement	Transfer date
BNP Paribas Securities Services Australia Branch	(i) 23 August 2018
Citibank NA as an agent acting on behalf of its clients	(i) 23 August 2018
JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients	(i) 24 August 2018
Macquarie Bank Ltd	(i) 23 August 2018
National Australia Bank Limited	(i) 24 August 2018

Prime Brokerage Agreement - UBS AG, London Branch

Parties to agreement	Transfer date
Working Capital Partners, Ltd	(i) 30 January 2018
	(ii) 31 January 2018
	(iii) 1 February 2018
	(iv) 2 February 2018
	(v) 5 February 2018
	(vi) 6 February 2018
	(vii) 8 February 2018
	(viii) 9 February 2018
	(ix) 13 February 2018
	(x) 14 February 2018
	(xi) 15 February 2018
	(xii) 19 February 2018
	(xiii) 22 February 2018
	(xiv) 23 February 2018
	(xv) 26 February 2018
	(xvi) 28 February 2018
	(xvii) 2 March 2018
	(xviii) 7 March 2018
	(xix) 9 March 2018
	(xx) 14 March 2018
	(xxi) 19 March 2018
	(xxii) 29 March 2018
	(xxiii) 4 April 2018
	(xxiv) 6 April 2018
	(xxv) 13 April 2018
	(xxvi) 16 April 2018
	(xxvii) 18 April 2018
	(xxviii) 20 April 2018
	(xxix) 27 April 2018
	(xxx) 1 May 2018

	<p>(xxxii) 9 May 2018</p> <p>(xxxiii) 16 May 2018</p> <p>(xxxiv) 22 May 2018</p> <p>(xxxv) 8 June 2018</p> <p>(xxxvi) 12 June 2018</p>
High Street Partners, Ltd	<p>(i) 30 January 2018</p> <p>(ii) 31 January 2018</p> <p>(iii) 2 February 2018</p> <p>(iv) 5 February 2018</p> <p>(v) 6 February 2018</p> <p>(vi) 8 February 2018</p> <p>(vii) 13 February 2018</p> <p>(viii) 14 February 2018</p> <p>(ix) 15 February 2018</p> <p>(x) 19 February 2018</p> <p>(xi) 22 February 2018</p> <p>(xii) 23 February 2018</p> <p>(xiii) 26 February 2018</p> <p>(xiv) 28 February 2018</p> <p>(xv) 2 March 2018</p> <p>(xvi) 7 March 2018</p> <p>(xvii) 16 March 2018</p> <p>(xviii) 19 March 2018</p> <p>(xix) 29 March 2018</p> <p>(xx) 4 April 2018</p> <p>(xxi) 6 April 2018</p> <p>(xxii) 9 April 2018</p> <p>(xxiii) 10 April 2018</p> <p>(xxiv) 11 April 2018</p> <p>(xxv) 13 April 2018</p> <p>(xxvi) 16 April 2018</p> <p>(xxvii) 20 April 2018</p> <p>(xxviii) 27 April 2018</p> <p>(xxix) 1 May 2018</p> <p>(xxx) 8 May 2018</p> <p>(xxxii) 9 May 2018</p> <p>(xxxiii) 11 May 2018</p> <p>(xxxiv) 15 May 2018</p> <p>(xxxv) 18 May 2018</p> <p>(xxxvi) 21 May 2018</p>

	(xxxvi) 23 May 2018 (xxxvii) 4 June 2018 (xxxviii) 8 June 2018 (xxxix) 12 June 2018 (xl) 15 June 2018 (xli) 21 June 2018 (xlii) 28 June 2018
Crown Managed accounts SPC acting for and on behalf Crown BLS Segregated Portfolio	(i) 8 June 2018

Prime Brokerage Agreement - UBS AG, Australia Branch

Parties to agreement	Transfer date
Bennelong Funds Management Pty Ltd in its capacity as trustee of the Bennelong Long Short Equity Fund	(i) 30 January 2018 (ii) 31 January 2018 (iii) 7 February 2018 (iv) 12 February 2018 (v) 29 March 2018
Australian Unity Funds Management Limited as responsible entity of the Platypus Absolute Return Australian Equities Fund	(i) 12 June 2018 (ii) 14 June 2018 (iii) 27 June 2018 (iv) 6 August 2018
Bennelong Funds Management Ltd as RE for the Bennelong Market Neutral Fund	(i) 12 June 2018 (ii) 13 June 2018 (iii) 14 June 2018 (iv) 15 June 2018 (v) 19 June 2018 (vi) 22 June 2018 (vii) 25 June 2018
Bennelong Long Short Equity Management Pty Limited as IM for Absolute Equity Performance Fund Limited	(i) 22 June 2018 (ii) 25 June 2018 (iii) 26 June 2018
Atrium Investment Management Pty Ltd (A.C.N 137 088 745) in its capacity as Trustee of the Atrium Benn L-S Fund	(i) 25 June 2018 (ii) 26 June 2018
Regal Funds Management Pty Limited as trustee for Regal Australian Long Short Geared Equity Fund	(i) 17 July 2018 (ii) 14 August 2018
Colonial First State Investment Limited as Responsible Entity for the Commonwealth Specialist Fund 20	(i) 19 July 2018 (ii) 17 August 2018
Colonial First State Investment Limited as Responsible Entity for the Commonwealth Specialist Fund 9	(i) 17 August 2018
BlackRock Investment Management (Australia) Limited as responsible entity for Blackrock Australian Equity Market Neutral Fund	(i) 17 August 2018 (ii) 20 August 2018

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Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
24-Aug-18	UBS Securities Australia Ltd	Sell	50	(1)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	50	1	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	50	1	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	100	2	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	12,813,892	261,508	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	17,790,234	363,066	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	993,651	19,877	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	280,501	(5,658)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	1,036,465	20,786	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	736,746	(14,741)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	647	(13)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	1,609,567	(32,243)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	1,522,217	30,493	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	321,627	(6,442)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	603,087	12,081	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	50	1	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	6,888	138	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	83,602	(1,672)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	35,597	(714)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	56,165	(1,126)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	38,993	(782)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	2,994	60	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	43,006	860	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	252,538	(5,065)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	18,178	364	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	85,374	1,700	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	50,000	(1,000)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	305,632	6,117	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	28,340	568	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	41,964	840	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	95,128	1,903	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	163,480	3,273	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	149	3	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	67,468	1,354	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Buy	22,468	451	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	186,202	(3,730)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	123,602	(2,476)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Sell	47,808	(957)	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Stock borrowed	N/A	1,700,000	Ordinary
24-Aug-18	UBS Securities Australia Ltd	Stock borrowed	N/A	400,000	Ordinary