

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Xero Limited

ABN

160 661 183 (ARBN)

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|--|---|
| <p>1 +Class of +securities issued or to be issued</p> | <p>(a) Fully paid ordinary shares in Xero Limited (Ordinary Shares)</p> <p>(b) Conditional agreement to issue Ordinary Shares (Restricted Stock Units or RSUs)</p> <p>(c) Unlisted options to subscribe for Ordinary Shares (Options)</p> |
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p> | <p>(a) 59,352 Ordinary Shares</p> <p>(b) 22,320 RSUs</p> <p>(c) 400,000 Options</p> |
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>Ordinary Shares</p> <p>(a)(i) 2,944 Ordinary Shares were issued to non-executive directors in lieu of cash as remuneration for their roles as directors of Xero Limited for the period from 24 November 2018 to 21 May 2019 (the day before the date of issue).</p> |

(a)(ii) 11,448 Ordinary Shares were issued on vesting of RSUs granted under the Xero Limited Restricted Stock Unit & Option Plan (**RSU & Option Plan**) or the Xero Limited USA Incentive Scheme (**US Scheme**) as part of the remuneration package of employees based in Canada, Singapore and New Zealand. The RSUs vested subject to the terms of the plan under which they were granted.

(a)(iii) 44,960 Ordinary Shares were issued on exercise of vested Options.

Restricted Stock Units

(b)(i) 15,646 RSUs were granted under the RSU & Option Plan or the US Scheme as the deferred equity component of the short-term incentive arrangements for key employees based in Australia, New Zealand, the United Kingdom and the United States. The RSUs will vest on the first anniversary of the grant date.

(b)(ii) 6,674 RSUs were granted under the RSU & Option Plan as remuneration and incentive for key employees based in Australia and Singapore. 4,449 of these RSUs vest immediately on grant, and the balance will vest on or around 31 March 2020.

In each case, the number of RSUs granted was calculated based on the total dollar entitlement of the relevant employees divided by A\$56.20, being the 20 day volume weighted average price of Ordinary Shares on ASX (**20 day VWAP**) through to 21 May 2019. Vesting is subject to the relevant plan rules and continued employment with the Xero Group on the vesting date. No cash consideration will be required to be paid for the RSUs to vest.

Options

(c)(i) 400,000 Options were granted under the RSU & Option Plan or the US Scheme (as applicable) as remuneration and incentive for key employees based in Australia, Canada, New Zealand, Singapore and the United States. The Options will vest (and become exercisable) in three equal parts on 28 June 2020, 2021 and 2022, with a final exercise date of 28 June 2024.

+ See chapter 19 for defined terms.

Of these Options, 250,000 have an exercise price of A\$56.20 each, being the 20 day VWAP through to 21 May 2019. 75,000 have an exercise price of A\$51.82 each, being the 20 day VWAP through to 1 May 2019, and 75,000 have an exercise price of A\$53.79 each, being the 20 day VWAP through to 16 May 2019 (in each case the 20 day VWAP through to the commencement of the respective key employee's employment with the Xero Group).

(c)(ii) 20,000 Options were granted under the RSU & Option Plan as remuneration and incentive for a key employee based in Canada. The Options will vest (and become exercisable) in four equal parts annually on the anniversary of the grant date, with a final exercise date that is five years from the date of grant. These Options have an exercise price of A\$56.20 each, being the 20 day VWAP through to 21 May 2019.

In each case, vesting is subject to the relevant plan rules and continued employment with the Xero Group on the relevant vesting date.

4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

(a) Yes – Ordinary Shares

(b) & (c) No, but the Ordinary Shares issued on vesting of RSUs or exercise of Options (as applicable) will rank equally with the Ordinary Shares then on issue

5	Issue price or consideration	<p>(a)(i) Ordinary Shares issued in lieu of cash remuneration at a value of A\$56.20 per Ordinary Share, being the 20 day VWAP through to 21 May 2019</p> <p>(a)(ii) Ordinary Shares issued on vesting of RSUs. No cash consideration is required to be paid for the RSUs to vest.</p> <p>(a)(iii) 37,500 Ordinary Shares issued on exercise of vested Options at NZ\$17.51 each, 3,543 at NZ\$19.50 each, 2,486 at NZ\$25.75 each and 1,431 at AU\$45.51 each</p> <p>(b) RSUs granted as set out in section 3 as part of the remuneration arrangements of key Xero Group employees. No cash consideration is paid for the grant of RSUs.</p> <p>(c) Options granted as set out in section 3 as part of the remuneration arrangements of key Xero Group employees. No cash consideration is paid for the grant of Options.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(a)(i) Issue to non-executive directors in lieu of cash as remuneration for their roles as directors of Xero Limited, as approved by shareholders at the 2018 Annual General Meeting</p> <p>(a)(ii) & (iii) Vesting of RSUs or exercise of Options previously granted to employees or advisors of the Xero Group</p> <p>(b) & (c) Grant of RSUs and Options as remuneration and incentive for key Xero Group employees</p>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.(a)	22 May 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		140,925,158	Ordinary Shares

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,304,631	Unlisted options (convertible into Ordinary Shares on a 1:1 basis, subject to the terms of the relevant option plan) outstanding, taking into account all forfeited options to date and the exercise and grant of options as set out in this Appendix 3B
		250,150	Restricted Stock Units or RSUs (a conditional contractual right to be issued Ordinary Shares on a 1:1 basis) outstanding, taking into account all forfeited RSUs to date and the vesting and grant of RSUs as set out in this Appendix 3B
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	(a) As for all Ordinary Shares (b) & (c) N/A	

Part 2 - Pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

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- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)

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- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) (in respect of the "Ordinary Shares" described in Part 1 only, ie. referenced throughout in paragraph "(a)")
- (b) All other +securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

+ See chapter 19 for defined terms.

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<input type="text"/>	<input type="text"/>

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 23 May 2019
(Assistant Company Secretary)

Print name: Jane Nosworthy

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “E”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p>Total [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.