

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity: Xero Limited (XRO)</b>
<b>ABN: 160 661 183</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Andrew Craig Winkler (Craig Winkler)
<b>Date of last notice</b>	12 November 2019

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(a) Ordinary shares in Xero Limited ( <b>Ordinary Shares</b> ) held by Givia Pty Limited, the trustee of an Australia charitable trust. Craig Winkler is a director of Givia Pty Limited; he and his family members are not beneficiaries of the trust (b) Ordinary Shares held by Bangarie Investments Pty Limited. Craig Winkler is a director of Bangarie Investments Pty Limited
<b>Date of change</b>	3 September 2020
<b>No. of securities held prior to change</b>	(a) 9,254,545 (b) 21,445
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	1,000,000

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+ See chapter 19 for defined terms.

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	A\$100,000,000.00 for 1,000,000 Ordinary Shares (average sale price of A\$100.00 per Ordinary Share)
<b>No. of securities held after change</b>	(a) 8,254,545 (b) 21,445
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

### Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

+ See chapter 19 for defined terms.

