

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

Name of entity: Xero Limited (XRO)
ABN: 81 160 661 183

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.

Name of Director	David Ingle Thodey
Date of last notice	7 September 2020

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Fully paid ordinary shares in Xero Limited (Ordinary Shares) held by Aspiring Co Pty Limited as trustee for the Thodey Family Trust. David Thodey is a director and shareholder of Aspiring Co Pty Limited and a beneficiary of the Thodey Family Trust along with immediate family members.
Date of change	17 May 2021
No. of securities held prior to change	8,461 Ordinary Shares held by Aspiring Co Pty Ltd as trustee for the Thodey Family Trust
Class	Ordinary Shares
Number acquired	1,539
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	AUD\$182,764.48 for 1,539 Ordinary Shares (average purchase price of AUD\$118.7553 per Ordinary Share)

+ See chapter 19 for defined terms.

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No. of securities held after change	10,000 held by Aspiring Co Pty Ltd as trustee for the Thodey Family Trust
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-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.

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

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.