

Disclosure of ceasing to have a substantial holding

Sections 25, Securities Markets Act 1988

Relevant event being disclosed: Ceasing to have a substantial holding

Date of relevant event: 30 November 2012

To: NZX Limited [And: Xero Limited]

Date this disclosure made: 30 November 2012

Date last disclosure made: 9 February 2012

Substantial security holder(s) giving disclosure

Name(s): Hamish Edwards, Tineke Edwards and Andrew Finch

Contact details: 49 East Street, Greytown, New Zealand

Contact name for queries: Paul Williams

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Email: paul.williams@xero.com

Summary of substantial holding to which disclosure relates

Class of listed voting securities: Fully paid ordinary shares in Xero

Summary for Hamish Edwards, Tineke Edwards and Andrew Finch

For **this** disclosure,—

- (a) total number held in class: 5,792,298
- (b) total in class: 117,188,024
- (c) total percentage held in class: 4.9%

For **last** disclosure,—

- (a) total number held in class: 6,125,632
- (b) total in class: 99,833,865
- (c) total percentage held in class: 6.1%

Details of transactions and events giving rise to relevant event

On 30 November 2012 off market sale of 333,334 shares at \$6.00 each, for a total consideration of \$2,000,004.

Details of relevant interests in current holding after ceasing to have a substantial holding after relevant event

Nature of relevant interest(s):

For that relevant interest,—

- (a) number held in class: 5,792,298
- (b) percentage held in class: 4.9%
- (c) current registered holder(s) of securities: Hamish Edwards, Tineke Edwards and Andrew Finch
- (d) registered holder(s) of securities once transfers registered: Not Applicable

Additional information

Nature of connection between substantial security holders: N/A

Address(es) of substantial security holder(s): 49 East Street, Greytown, New Zealand

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Securities Markets Act 1988 in relation to the securities to which this disclosure relates: Not Applicable

Declaration

I, Paul Williams, declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.



Paul Williams