

# Appendix 3Z

## Final 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 30/9/2001.

|                                     |
|-------------------------------------|
| <b>Name of entity:</b> Xero Limited |
| <b>ARBN:</b> 160 661 183            |

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                                                 |                  |
|-------------------------------------------------|------------------|
| <b>Name of director</b>                         | Sam Knowles      |
| <b>Date of last notice</b>                      | 26 November 2013 |
| <b>Date that director ceased to be director</b> | 12 February 2014 |

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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>Number &amp; class of securities</b> |
| Nil.                                    |

+ See chapter 19 for defined terms.

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

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.

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

| <b>Name of holder &amp; nature of interest</b>                                                                                                                                                                                                                                                                                                  | <b>Number &amp; class of securities</b>                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| <p>Note: Provide details of the circumstances giving rise to the relevant interest</p> <p>Name of holder: Com Investments Limited</p> <p>Nature of interest: Sam Knowles is the sole director of, owner of minority legal interest in, and joint trustee and beneficiary of a trust as the majority shareholder of, Com Investments Limited</p> | <p>Com Investments Limited is the registered shareholder of 263,636 Ordinary fully paid Shares in Xero Limited</p> |

**Part 3 – Director's interests in contracts**

|                                                              |  |
|--------------------------------------------------------------|--|
| <b>Detail of contract</b>                                    |  |
| <b>Nature of interest</b>                                    |  |
| <b>Name of registered holder (if issued securities)</b>      |  |
| <b>No. and class of securities to which interest relates</b> |  |

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+ See chapter 19 for defined terms.