

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
ARBN	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	Bill Veghte
Date of last notice	29 July 2014

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	(a) Indirect (b) Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	(a) FNZ Custodians Limited (on behalf of Bean Brook Farm 2013 Annuity Trust ("Trust")) is the registered holder of 26,000 Ordinary Shares. Bill Veghte is the trustee of the Trust and beneficiaries of the Trust are immediate family members (taking into account the purchase of shares described in this Notice). (b) N/A
Date of change	27 November 2014

+ See chapter 19 for defined terms.

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No. of securities held prior to change	(a) 5,000 Ordinary Shares (b) 62,785 Options to subscribe for Ordinary Shares in Xero Limited (each option entitling the holder to subscribe for one Ordinary Share in Xero Limited). The material terms of these Options are set out in the Appendix 3B released by Xero Limited to ASX on 12 February 2014.
Class	(a) Ordinary Shares (b) Unlisted Options to subscribe for Ordinary Shares
Number acquired	(a) 21,000 Ordinary Shares (b) N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) NZ\$359,257.50 for 21,000 Ordinary Shares at a weighted average purchase price of NZ\$17.1075 per share (b) N/A
No. of securities held after change	(a) 26,000 Ordinary Shares (b) 62,785 Options to subscribe for Ordinary Shares
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 purchase of shares

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	

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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?	Prior trading clearance required for directors at all times
If so, was prior written clearance provided to allow the trade to proceed during this period?	Yes
If prior written clearance was provided, on what date was this provided?	Prior trading clearance provided on 26 November 2014

⁺ See chapter 19 for defined terms.