



Announcement Summary

Entity name

XERO LIMITED

Announcement Type

New announcement

Date of this announcement

25/6/2025

The Proposed issue is:

An offer of securities under a securities purchase plan
A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
XRO	ORDINARY FULLY PAID	1,136,364

+Record date

24/6/2025

Offer closing date

21/7/2025

+Issue date

28/7/2025

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
XRO	ORDINARY FULLY PAID	10,511,364

Proposed +issue date

30/6/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

XERO LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

160661183

1.3 ASX issuer code

XRO

1.4 The announcement is

New announcement

1.5 Date of this announcement

25/6/2025

1.6 The Proposed issue is:

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

No

For personal use only



Part 4B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

XRO : ORDINARY FULLY PAID

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

XRO : ORDINARY FULLY PAID

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

1,136,364

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

Yes

Is the minimum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the minimum acceptance value

\$ 1,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

Yes

Is the maximum acceptance unit based or dollar based?

Dollar based (\$)

Please enter the maximum acceptance value

\$ 30,000



Describe all the applicable parcels available for this offer in number of securities or dollar value

Eligible shareholders may apply for share purchase plan (SPP) shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000

Offer price details

Has the offer price been determined?

No

In what currency will the offer be made?

AUD - Australian Dollar

How and when will the offer price be determined?

Lower of (a) price paid under the institutional investor placement (\$176.00 per share) and (b) a 2.0% discount to the 5-day volume weighted average price of Xero shares up to and incl. the SPP closing date (expected 21.07.25) rounded to the nearest cent

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Applications may be scaled back (in whole or in part) at the absolute discretion of Xero. If a scale back is applied, it is Xero's intention that the scale back will be applied having regard to the pro rata shareholding of eligible shareholders who apply for new shares under the SPP. Xero may (in its absolute discretion) in a situation where total demand exceeds \$200 million, decide to increase the amount to be raised under the SPP to reduce or eliminate the need for scale back

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

25/6/2025

4C.2 +Record date

24/6/2025

4C.3 Date on which offer documents will be made available to investors

2/7/2025

4C.4 Offer open date

2/7/2025

4C.5 Offer closing date

21/7/2025



4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

28/7/2025

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

No

4E.2 Is the proposed offer to be underwritten?

No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Fees and costs incurred by Xero in connection with the SPP include share registry fees, settlement fees, legal and other external adviser fees and printing and mailing costs

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

General corporate and working capital costs

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

The SPP will only be available to shareholders whose registered address is in Australia or New Zealand as at the record date for the SPP. Xero directors (wherever located) may also participate in the SPP

4F.3 URL on the entity's website where investors can download information about the proposed offer

<https://www.xero.com/au/investors/>

4F.4 Any other information the entity wishes to provide about the proposed offer

For further information see Xero's ASX announcements dated 25 June 2025



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

XRO : ORDINARY FULLY PAID

Number of +securities proposed to be issued

10,511,364

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 176.00000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

30/6/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

10,511,364

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

J.P. Morgan Securities Australia Limited (ACN 003 245 234) and UBS Securities Australia Limited (ACN 008 586 481) are acting as joint lead managers to the placement (together, the Joint Lead Managers)

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Joint Lead Managers will receive an aggregate offer management fee of 0.35% of the placement proceeds.
The Joint Lead Managers may receive a discretionary fee of 0.10% of the placement proceeds.

7E.2 Is the proposed issue to be underwritten?

Yes

7E.2a Who are the underwriter(s)?

J.P. Morgan Securities Australia Limited (ACN 003 245 234) and UBS Securities Australia Limited (ACN 008 586 481) are acting as underwriters to the placement (together, the Underwriters)

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

The Underwriters will receive an aggregate underwriting fee of 1.25% of the placement proceeds



7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

Please refer to Appendix C of the investor presentation released to the ASX on 25 June 2025

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Fees and costs incurred by Xero in connection with the placement (in addition to the fees payable to the Joint Lead Managers and Underwriters) include share registry fees, settlement fees and legal and other external adviser fees

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

To partially fund the proposed acquisition of Melio Limited. and transaction costs

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

For further information see Xero's ASX announcements dated 25 June 2025

7F.3 Any on-sale of the securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)