



Announcement Summary

Entity name

XERO LIMITED

Date of this announcement

Tuesday August 05, 2025

The +securities the subject of this notification are:

+Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
XROAK	RESTRICTED STOCK UNIT	1,232,081	31/07/2025

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 notice of the issue, conversion or payment up of the following unquoted securities.

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

5/8/2025

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Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")

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Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities in an existing class issued under an +employee incentive scheme

ASX +security code and description

XROAK : RESTRICTED STOCK UNIT

Date the +securities the subject of this notification were issued

31/7/2025

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

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
Sukhinder Singh Cassidy	Sukhinder Singh Cassidy	153,049
Claire Fullard (née Bramley)	Claire Fullard	53,112

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

Xero's FY25 Annual Report accessible at: <https://announcements.asx.com.au/asxpdf/20250515/pdf/06jrf2qltk4xr.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification

CEO Sukhinder Singh Cassidy was issued 3,065 RSUs under the FY25 Short-Term Incentive (STI) plan. The CEO was issued 149,984 RSUs & CFO, Claire Fullard (née Bramley) was issued 53,112 RSUs under the FY26 Long-Term Incentive (LTI) & Long-Term Equity (LTE) plan. See sections 6.4 & 7.3 of Xero's FY25 Remuneration Report.

At the date of this Appendix:

- (a) The CEO holds 255,110 RSUs, 1,038,308 unlisted options & 32,296 ordinary shares.
- (b) The CFO holds 145,216 RSUs.

Changes to the equity holdings of the CEO since 31.3.25 (see section 10 of Xero's FY25 Remuneration Report) reflect the grant of RSUs described in this Appendix, the vesting of RSUs into 60,565 ordinary shares on 30.5.25 under the existing FY23, FY24 & FY25 incentive plans (with 31,011 shares sold on the CEO's behalf to meet Xero's withholding tax obligations), the forfeit of 8,525 RSUs reflecting the outcome of the FY23 LTI Plan & the on market sale of 10,073 ordinary shares on 2.7.25 for personal financial management.

Issue details

Number of +securities

1,232,081



Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
XRO : ORDINARY FULLY PAID	165,381,624

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
XROAK : RESTRICTED STOCK UNIT	2,860,885
XROAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,117,599



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,232,081

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

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