



Announcement Summary

Entity name

XERO LIMITED

Announcement Type

New announcement

Date of this announcement

Wednesday December 31, 2025

The +securities to be quoted are:

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
XRO	ORDINARY FULLY PAID	49,032	31/12/2025

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) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

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

31/12/2025



## Part 2 - Type of Issue

**2.1 The +securities to be quoted are:**

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B

**Previous Appendix 3B details:**

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
25-Jun-2025 12:16	New - Proposed issue of securities - XRO	A placement or other type of issue

**2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?**

Yes

**2.3a.3 Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B**

- (a) 116,891 ordinary shares to be issued once required closing documentation is received
- (b) up to approximately 2,895,514 ordinary shares on the achievement of specified milestones over the following periods:
  - (i) performance securities - each year over approximately 3 years after closing
  - (ii) Shopify warrants - any time up to expiry date of 20 March 2033



Part 3A - number and type of +securities to be quoted where issue has previously been notified to ASX in an Appendix 3B

Placement Details

ASX +security code and description

XRO : ORDINARY FULLY PAID

Issue date

31/12/2025

Distribution Schedule

Provide a distribution schedule for the new +securities according to the categories set out in the left hand column - including the number of recipients and the total percentage of the new +securities held by the recipients in each category.

Number of +securities held	Number of holders	Total percentage of +securities held For example, to enter a value of 50% please input as 50.00
1 - 1,000		%
1,001 - 5,000		%
5,001 - 10,000		%
10,001 - 100,000		%
100,001 and over		%



Issue details

**Number of +securities to be quoted**

49,032

**Are the +securities being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Further to the announcement and Appendix 3B lodged with the ASX on 25 June 2025, new shares will be issued as part of the consideration for the acquisition of Melio Ltd.

**Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted**

123.210000

**Any other information the entity wishes to provide about the +securities to be quoted**

The numbers in response to 2.3a.3 are based on:

- (a) with respect to the Shopify warrants, the number of shares set out in the ASX announcement lodged on 15/10/25;
- (b) in all other respects, a share price of \$US80.34, being the average of the daily VWAP of Xero shares for the five consecutive trading day period ending 2 business days prior to the closing of the trading day on 19/11/25. The number of performance securities may change to reflect the share price on or around the time of the issue.



## Part 4 - Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital 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 quoted on ASX following the +quotation of the +securities subject of this application)**

ASX +security code and description	Total number of +securities on issue
XRO : ORDINARY FULLY PAID	169,911,871

**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	3,651,171
XROAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,087,242