



## Announcement Summary

**Entity name**

XERO LIMITED

**Date of this announcement**

Tuesday February 03, 2026

**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	65,266	28/01/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**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**

3/2/2026



Part 2 - Issue details

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**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")



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**

28/1/2026

**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?**

No

**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/06jrf2qltfk4xr.pdf>

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

**Issue details**

**Number of +securities**

65,266



## 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	169,963,747

**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	3,615,750
XROAI : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	1,080,780



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?**

65,266

**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