Xero Limited
(the **Company**)

Xero is required to provide all shareholders with a disclosure document (see below) setting out details of financial assistance arising from intra-group funding arrangements. These arrangements arise in connection with the Board's authorisation to purchase shares in Xero on-market up to an amount equal to AU$550m[1] over FY27 to satisfy obligations under Xero's employee equity incentive schemes. This was announced as part of Xero's FY26 Full Year results announcement, for further details refer to Xero's results announcement on the 14th of May 2026.

No action is required from you.

Disclosure Document relating to the giving of financial assistance to purchase shares in the Company
(Sections 78(5) and 79 of the Companies Act 1993)

To: All Shareholders

The Company is to provide funding to Xero Trustee Limited (the Trustee), its wholly owned subsidiary, by way of cash advances or other funding arrangements to enable the Trustee to acquire fully paid ordinary shares in the Company on-market, together with associated brokerage and transaction costs, up to a maximum aggregate amount of NZ$450m. This is for the purpose of satisfying the Company's obligations to deliver shares under the Company's existing employee equity incentive schemes, for participants under such plans (i.e. mostly employees). This disclosure is in addition to the disclosure document provided to shareholders on 14 May 2026 (at appendix A) in respect of the initial funding of up to NZ$250m, the NZ$450m supplements that initial funding, bringing the total cap to NZ$700m[2].

This action constitutes or may constitute the giving of financial assistance by the Company for the purpose of or in connection with the purchase of shares issued by the Company under the Companies Act.

The text of the Board resolution which authorises the Company to provide financial assistance pursuant to section 78(1) of the Companies Act is as follows:

For the purposes of section 78(1) of the Act, giving the financial assistance is of benefit to those shareholders not receiving the assistance and the terms and conditions under which the financial assistance is given are fair and reasonable to those shareholders not receiving the assistance.

[1,2]The NZ$700m cap represents the approximate NZD equivalent of AUD$550m, and is intended to provide sufficient capacity within the programme limit for a range of reasonably possible exchange rate movements during FY27.

Appendix A

XERO LIMITED

*(**Xero** or the **Company**)*

Xero is required to provide all shareholders with a disclosure document (see below) setting out details of financial assistance arising from intra-group funding arrangements. These arrangements arise in connection with the Board's authorisation to purchase shares in Xero on-market up to an amount equal to AU$550m over FY27 to satisfy obligations under Xero's employee equity incentive schemes.

This disclosure document provides details in respect of initial funding provided as part of this arrangement. Xero expects to make a subsequent disclosure later in the year as part of the 2026 AGM materials in relation to further funding that may be provided within the authorised amount.

No action is required from you.

Notice of Provision of Financial Assistance Not Exceeding 5% of Shareholder's Funds (Section 80 Companies Act 1993)

Under Xero Limited's employee equity incentive schemes, Xero Limited has ongoing obligations to provide shares to participating employees in accordance with the plan rules. Xero Limited is intending for the Xero group to acquire fully paid ordinary shares in Xero Limited on-market through brokers from time to time, together with associated brokerage and transaction costs, in order to satisfy those obligations, and that arrangement technically constitutes, or may constitute, financial assistance for the purposes of the Companies Act 1993.

The proposed financial assistance is the provision by Xero Limited of intra-group funding of up to NZ$250m to Xero Trustee Limited, its wholly owned subsidiary and trustee of the employee equity incentive schemes. The number of shares acquired will depend on the extent to which that funding is utilised and the share price and brokerage payable at the time of each purchase. The consideration paid or payable for those shares will reflect prevailing on-market prices obtained through brokers. Xero Trustee Limited will receive that funding from Xero Limited and will hold the acquired shares on trust for participants under the employee equity incentive schemes until allocation or transfer in accordance with the plan rules.