



Notice of 2023 Annual Meeting

17 August 2023



Dear shareholder

On behalf of the Board, I am pleased to invite you to the 2023 Annual Meeting (**Meeting**) of Xero Limited (**Xero**) on Thursday 17 August 2023 at 11.00am NZT (9.00am AEST).

The Meeting will be held online at meetings.linkgroup.com/xero2023. Details on how to register, join the Meeting, vote and ask questions, are set out in this Notice and in the Virtual Meeting Online Guide on Xero's Investor Centre www.xero.com/investors. The Meeting will be recorded and the recording made available on Xero's website to view at a later time.

As a shareholder, you can ask questions and vote on the items listed in this Notice and the Board encourages shareholders to participate. While you will be able to vote during the Meeting, shareholders are strongly encouraged to vote ahead of the Meeting by lodging a proxy. You may appoint a proxy by following the steps on your enclosed personalised Proxy Form and lodging it by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023.

The Meeting is also an opportunity for the Board to hear directly from shareholders. If you wish to submit questions before the Meeting, you may do so at investorcentre.linkmarketservices.com.au by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023. Shareholders can also ask questions or make comments either online or by telephone during the Meeting.

Shareholders should monitor Xero's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the Meeting.

Directors Rod Drury and Lee Hatton have made the decision not to stand for re-election and will retire at the close of the meeting.

Rod Drury has served as an executive director for 12 years, and a non executive director for five years. He will remain as an advisor to the business, supporting the Board and leadership team. Having founded Xero in 2006, for more than a decade as CEO, Rod led Xero to become a global

business, grounded in its vision and purpose. He has been integral to Xero's success, culture and strategy throughout his tenure as its founder, CEO and director. I want to acknowledge Rod's leadership and extend the Board's gratitude for his enormous contribution.

After nine years of service, Lee Hatton will also retire from the Xero Board in August 2023. As one of Xero's longest serving Board directors, Lee has provided valuable input and thoughtful insights as Xero has built its success through this period of growth. We thank Lee for her significant work at Xero and wish her the very best for the future.

I look forward to welcoming you at the Meeting and thank you for your ongoing support.

Sincerely



David Thodey
David Thodey
Chair

Xero's 2023 Annual Report

Xero's Annual Report for the financial year ended 31 March 2023 is available on our website (www.xero.com/investors). Annual Reports for all future accounting periods will also be publicly available on our website. We hope you will access our Annual Reports online. Shareholders may request an electronic or printed copy of this and all future Annual Reports, free of charge, at any time, by emailing Xero's share registrar at registrars@linkmarketservices.com.au or by updating your communication preferences at the Link Market Services Investor Centre (investorcentre.linkmarketservices.com.au). Xero has not prepared a Concise Report for the year ended 31 March 2023.

Notice of 2023 Annual Meeting

Xero Limited (New Zealand company number 1830488) will hold its 2023 Meeting via an online platform provided by Xero's share registrar, Link Market Services Limited (**Link**).

DATE Thursday 17 August 2023

TIME 11.00am NZT (9.00am AEST)

VENUE Online at meetings.linkgroup.com/xero2023

Items of business

- A. Chair's introduction and address
- B. Presentation from Xero's Chief Executive Officer
- C. Resolutions
- D. Shareholder questions

Resolutions

Shareholders will be asked to consider, and if thought fit, to pass the following resolutions:

Resolution 1 - Auditor's fees and expenses

That the Board is authorised to fix the fees and expenses of Ernst & Young as auditor for the ensuing year.

Resolution 2 - Re-election of Mark Cross

That Mark Cross, retiring from office as a director of Xero at the close of the Meeting, and being eligible, be re-elected as a director Xero.

Resolution 3 - Election of Anjali Joshi

That Anjali Joshi (appointed as a director of Xero by the Board with effect from 3 July 2023), retiring from office as a director of Xero at the close of the Meeting, and being eligible, be elected as a director of Xero.

Resolution 4 - Re-approval of the US Incentive Scheme

That the Xero Limited USA Incentive Scheme, as amended and restated by the Board on 22 June 2023, be approved.

Resolution 5 - Increase the non-executive directors' fee cap

That, for the purposes of ASX Listing Rule 10.17, the maximum annual fees able to be paid to all of the non-executive directors of Xero taken together be increased by NZ\$600,000, from NZ\$2,700,000 to NZ\$3,300,000 per annum.

Note: A voting exclusion applies to this resolution. See the Explanatory Notes for resolution 5.

Further information about these resolutions is set out in the Explanatory Notes which form part of this Notice of Meeting.

By order of the Board.



A handwritten signature in black ink, appearing to read 'D Coleman'.

Damien Coleman

Company Secretary

17 July 2023



Explanatory Notes

Resolution 1

Auditor's fees and expenses

Under section 207T of the New Zealand Companies Act 1993 (**Companies Act**), Ernst & Young will be automatically reappointed at the Meeting as auditor of Xero. Section 207S of the Companies Act provides that the auditor's fees and expenses must be fixed by the company or in the manner that the company determines at this Meeting. Resolution 1 authorises the Board, consistent with commercial practice, to fix the fees and expenses of Ernst & Young as Xero's auditor for the ensuing year.

Board recommendation

The Board recommends that shareholders vote in favour of this resolution.



Resolution 2

Re-election of Mark Cross

Independent non-executive director

Appointed by the Board as a director on 1 April 2020

Last elected as a director by shareholders on 13 August 2020

Chair of the Audit and Risk Management Committee

Member of the People and Remuneration Committee

Mark Cross retires as a director at this Meeting as required by ASX Listing Rule 14.4 and clause 21.1 of Xero's constitution and, being eligible, offers himself for re-election as a director.

Mark is an experienced professional director with more than 20 years of international experience in corporate finance and investment banking. Mark is currently the chair of Chorus, a board member of the Accident Compensation Corporation (ACC) New Zealand and chair of the ACC Investment Committee. His recent previous directorships include Z Energy and Milford Asset Management (chair).

Mark was at Deutsche Bank for 10 years, initially based in Sydney in mergers and acquisitions, then in London as a managing director and co-head of a European M&A industry group. Mark holds a Bachelor of Business Studies (Accounting & Finance) from Massey University New Zealand, is a member of Chartered Accountants Australia and New Zealand, a chartered member of the New Zealand Institute of Directors, and a member of the Australian Institute of Company Directors.

The Board considers Mark Cross to be an independent director.

Board recommendation

The Board reviewed the performance of Mark Cross and considers his skills, expertise and the contribution he makes to the Board and its Committees valuable. The Board (with Mark abstaining) unanimously recommends that shareholders vote in favour of Mark's re-election.



Resolution 3

Election of Anjali Joshi

Independent non-executive director

Appointed by the Board as a director on 3 July 2023

Member of the People and Remuneration Committee

The Board appointed Anjali Joshi as a director on 3 July 2023. Anjali retires at this Meeting as required by ASX Listing Rule 14.4 and clause 20.4 of Xero's constitution and, being eligible, offers herself for election as a director. Appropriate checks into Anjali's background and experience were completed before she was appointed to the Board.

Anjali is an experienced technology and product leader and professional director with more than 30 years' experience in engineering and product management. She is currently a director of Alteryx and LocoNav and was previously a director of Lattice Semiconductor, Iteris, Mobileiron, and McClatchy. Anjali is on the advisory board of the Markkula Center for Applied Ethics at Santa Clara University and an Executive in Residence at INSEAD in France.

Anjali spent 13 years in senior product leadership at Google during which time she was instrumental in building and scaling new products globally across internet, mobile and video platforms. Prior to joining Google, Anjali held engineering leadership roles at Covad Communications and program management roles at AT&T Bell Labs. Anjali received her Bachelor of Technology in Electrical Engineering from the Indian Institute of Technology, a Master's in Computer Engineering from the State University of New York, and a Master's of Engineering Management from Stanford University. She was awarded the Distinguished Alumna Award from the Indian Institute of Technology.

The Board considers Anjali Joshi to be an independent director.

Board recommendation

The Board considers that Anjali Joshi's skills and expertise will be a valuable addition to the Board. The Board (with Anjali abstaining) unanimously recommends that shareholders vote in favour of Anjali's election.

Resolution 4

Re-approval of the US Incentive Scheme

Background

Xero maintains the Xero Limited USA Incentive Scheme (**US Incentive Scheme**) which enables select United States (**US**) employees to benefit financially from the grant of options to purchase ordinary shares of Xero and from the issuance of full value stock rights known as “restricted stock units” or “RSUs”. Xero operates a separate share scheme for employees resident in other countries which is not a subject of this resolution.

The US Incentive Scheme was originally approved by Xero’s shareholders in 2012 when it was established and again by shareholders in 2015 when the number of shares that could be issued under the plan was increased and the ability to grant RSUs added. The US Incentive Scheme was thereafter amended and restated on several occasions by the Board for matters that did not require shareholder approval.

The US Incentive Scheme was amended and restated by the Board as of 22 June 2023, primarily to address US and State of California shareholder re-approval requirements and to increase the number of securities that may be allocated under the plan as described below.

US and State of California re-approval requirements

Securities laws in the State of California and US tax laws require that shareholders re-approve the US Incentive Scheme every 10 years or whenever the number of shares allocated under the plan is increased. If approved, Xero may continue to grant share-based awards to residents of the State of California (rather than cash-settled awards) and to grant incentive stock options or “ISOs” to employees subject to US taxation who are employed by Xero or a “subsidiary corporation” for the purposes of the section of the US Internal Revenue Code governing ISOs. ISOs have certain US tax advantages that potentially allow recipients to:

- defer the stock option gain (up to certain limits) until sale of the received shares; and

- pay taxes at long-term capital gains rates at sale rather than a combination of ordinary income at exercise and capital gains at sale.

Xero employs a number of employees who reside in the State of California.

Subject to shareholder approval, Xero intends to continue to grant share awards to California residents and ISOs to employees subject to US taxation under the US Incentive Scheme.

For US tax law purposes (the ability to grant ISOs), the US Incentive Scheme must be approved by a majority of the votes cast at a meeting of shareholders at which a quorum representing a majority of all outstanding shares entitled to vote is either in person or by proxy present and voting on this resolution.

For California securities law purposes, the US Incentive Scheme must be approved by a majority of all outstanding shares entitled to vote.

Share Allocation Limit and Term of Scheme

The number of shares that may be allocated under the US Incentive Scheme will be increased if this resolution is approved. The current share limit is 4,400,000 ordinary shares (subject to adjustment for forfeitures and cancelled shares, and for certain variations in Xero's capital) as approved by shareholders in 2015. Of the 4,400,000 shares, approximately 1,200,000 shares remain unallocated as of the date of this Notice of Meeting. Xero is requesting the addition of 4,400,000 shares to the US Incentive Scheme.

If approved by shareholders, the new share allocation limit for awards granted under the US Incentive Scheme will be 8,800,000 ordinary shares (subject to adjustment for forfeitures and cancelled shares, and for certain variations in Xero's capital). Of these shares, the maximum number of shares that may be issued pursuant to options that are intended to qualify as ISOs will be 8,800,000 ordinary shares (subject to adjustment for certain variations in Xero's capital). Unless terminated earlier by the Board, the term of the US Incentive Scheme is 10 years as measured from the date of the Board's adoption of the amendment

in 2015 that was approved by shareholders in 2015. Subject to shareholder approval, the expiration of the US Incentive Scheme will be extended by 10 years from the date of the Board's adoption of the amended and restated US Incentive Scheme on 22 June 2023 to 22 June 2033.

Approval sought

By approving this resolution, shareholders will allow Xero to continue to grant:

- A.** ISOs with exercise prices at 100% of fair market value of Xero shares at grant to employees who are US taxpayers and employed by Xero or a subsidiary corporation for up to 10 years to 22 June 2033 over 8,800,000 shares (subject to certain variations in Xero's capital);
- B.** stock options with exercise prices at 100% of fair market value of Xero shares at grant and RSUs for up to 10 years to 22 June 2033 over 8,800,000 shares (subject to adjustment for forfeitures and cancelled shares, and for certain variations in Xero's capital) to employees (including officers and directors), consultants, and other service providers to Xero and its subsidiaries and other controlled entities who are resident in the State of California; and
- C.** stock options with exercise prices at 100% of fair market value of Xero shares at grant and RSUs for up to 10 years to 22 June 2033 to employees (including officers and directors), consultants, and other service providers to Xero and its subsidiaries and other controlled entities who are resident in or subject to taxation by the US over 8,800,000 shares (subject to adjustment for forfeitures and cancelled shares, and for certain variations in Xero's capital).

In the event that this resolution is approved to a degree sufficient for US tax law purposes (the ability to grant ISOs) but not to the degree required for California securities law purposes, the US Incentive Scheme as amended and restated on 22 June 2023 will be effective with respect to ISOs, the increase in the share allocation limit, the term of the scheme, and for other general purposes, but not with respect to the ability to grant share-based awards to California residents.

Board recommendation

The Board recommends that shareholders vote in favour of the re-approval of the US Incentive Scheme.

Resolution 5

Increase the non-executive directors' fee cap

Background

Under clause 25.1 of Xero's constitution and ASX Listing Rule 10.17, the maximum aggregate annual fees that can be paid to all non-executive directors (the **Fee Cap**) must be approved by shareholders by ordinary resolution.

The current Fee Cap of NZ\$2,700,000 was approved by shareholders at Xero's Annual Meeting in August 2021. Resolution 5 proposes to increase the Fee Cap by NZ\$600,000 to NZ\$3,300,000.

Xero's policy is to review non-executive director fees every two years to ensure that the Fee Cap is sufficient to continue to enable Xero to attract and retain high calibre directors and to enable effective succession planning.

In 2023, an independent remuneration and governance consultant conducted a review of non-executive director fees. The review included comparative director fee benchmarking. Companies in the comparator groups were identified based on industry, market capitalisation, total assets, net assets, revenue, EBITDA and operational scope. The benchmarking process reflects the global composition of the Board and is aligned with the remuneration principles set out in Xero's Remuneration Report contained in the FY23 Annual Report, which can be accessed at Xero's Investment Centre (www.xero.com/investors).

Following this meeting, and subject to shareholders voting in favour of items 2 and 3, Xero's Board will comprise seven non-executive directors, with two based in New Zealand, one based in Australia, one based in the UK and three based in the US. The Board regularly reviews its composition to ensure that it continues to have the right skills and experience to best support Xero to execute on its strategic plans and priorities over the coming years. As Xero continues

to grow and scale its global footprint, the experience requirements of Xero's Board continue to evolve. Accordingly, Xero is seeking to increase the Fee Cap to enable Xero to continue to attract and retain high calibre non-executive directors, including in overseas markets.

The Board has approved an increase in director fees from 1 October 2023, subject to shareholder approval of this resolution. This will not impact base fees and instead represents some changes to fees for specific roles and committees to bring these in line with the median of peer groups. The Board notes the proposed increase in the Fee Cap will also provide appropriate capacity to accommodate future market-based adjustments to director fees and a globally diverse board. Details of fees paid to non-executive directors for the year ended 31 March 2023 are included in Xero's Remuneration Report.

No securities have been issued to non-executive directors under ASX Listing Rules 10.11 and 10.14 in the last three years.

The total amount of fees paid to all non-executive directors must not exceed the Fee Cap. If shareholder approval is not obtained for this resolution any potential future fee increases or appointment of an additional director would only be possible up to the amount of the existing Fee Cap of NZ\$2,700,000.

Board recommendation

Given each non-executive director has an interest in this matter, the Board does not consider it appropriate to make a recommendation on this resolution.

Voting Exclusion

Xero will disregard any votes cast in favour of this resolution (Resolution 5) by or on behalf of a director of Xero or any of their associates (as defined in the ASX Listing Rules).

However, Xero need not disregard a vote if it is cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair of the Meeting to vote on the resolution as the Chair of the Meeting decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Important information

Attendance

The Meeting will be held via an online platform at meetings.linkgroup.com/xero2023, which will provide a reasonable opportunity for shareholders to participate. Shareholders will be able to hear any discussion, submit questions and vote via the online platform.

We strongly recommend that shareholders who wish to participate log in to the online portal at least 15 minutes prior to the scheduled start time.

Technical difficulties may arise during the Meeting, so shareholders are encouraged to lodge a directed Proxy Form before the Meeting even if you plan to attend the Meeting online.

The Chair of the Meeting can decide whether and how the Meeting should proceed if a technical difficulty occurs. In making this decision, the Chair of the Meeting will consider the number of shareholders impacted and how the business of the Meeting is affected. If the Chair of the Meeting considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

More information on attending the Meeting online, including how to vote and ask questions, is available in the Virtual Meeting Online Guide on Xero's Investor Centre www.xero.com/investors.

All resolutions will be by poll

Each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

Voting

Shareholders can vote at the Meeting:

- through the online platform; or
- by appointing a proxy (see below under the heading "Proxies").

The Board has approved the use of the online platform as a means of participating in and voting electronically at this Meeting under clause 15.16 of Xero's constitution and clause 14 of Schedule 1 of the Companies Act.

Voting entitlements

Voting entitlements for the Meeting will be determined as at 9.00pm NZT (7.00pm AEST) on Tuesday 15 August 2023. Shareholders registered at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Proxies

If you are entitled to attend and vote at the Meeting, you may appoint a proxy to attend the Meeting and to act generally on your behalf, including by way of voting for you by completing and following the instructions on the accompanying Proxy Form.

To appoint a proxy online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode or country of residence. If you need to obtain these details, please contact Link well in advance via the contact details in the Proxy Form.

The person you appoint as proxy is not required to be a Xero shareholder and can be an individual or a body corporate. If you are entitled to cast two or more votes at the Meeting, you may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (any fraction votes will be disregarded).

If you appoint a proxy, you may either:

- direct your proxy how to vote for you (directed proxy);
- or
- give your proxy discretion to vote as they see fit (undirected proxy). If you wish to give your proxy discretion, then do not tick any box for a resolution.

If you appoint a proxy, you are encouraged to direct your proxy whether to vote for or against or to abstain from voting on each resolution subject to applicable voting exclusions.

If you tick more than one box for a resolution, without specifying the portion of voting rights to be voted for or against or to abstain, your vote on that resolution will be invalid. If you click the “Abstain” box you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

If you have directed your proxy to vote and they fail to attend the Meeting or they do not vote in accordance with your instructions, then, on a poll, the Chair of the Meeting will become your proxy and vote your proxies as directed by you.

If you return a completed and signed Proxy Form, but do not nominate a proxy, the Chair of the Meeting will become your proxy.

The Chair of the Meeting and any director appointed as proxy for a person who is entitled to vote on a resolution (including where the Chair of the Meeting is appointed as proxy by default) intend to vote all available undirected proxies in favour of the relevant resolution.

Your completed Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023. Any Proxy Form received after that time will not be valid for the Meeting.

Proxy Forms may be lodged using the reply paid envelope provided or:

Online: www.linkmarketservices.com.au

By mail: Xero Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By fax: +61 2 9287 0309

By hand: Delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

Or
Level 12
680 George Street
Sydney NSW 2000

**During business hours (Monday to Friday, 9.00am-5.00pm)*

Powers of attorney

If you have appointed an attorney to attend and vote at the Meeting, or if your Proxy Form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to Link by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023, unless the document has previously been lodged with Link.

Corporate representatives

A corporate shareholder may appoint a person to act as its representative. A Certificate of Appointment of Corporate Representative must be received by Link by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023. Any Certificate received after that time will not be valid for the Meeting. Link can provide you with a Certificate.

Requisite majority for resolutions to pass

Resolutions 1, 2, 3 and 5 are ordinary resolutions requiring the approval of a simple majority of the votes of those shareholders entitled to vote and voting, for the resolutions to pass.

In relation to Resolution 4:

- For US tax law purposes (the ability to grant ISOs), the US Incentive Scheme must be approved by a majority of the votes cast at a meeting of shareholders at which a quorum representing a majority of all outstanding shares entitled to vote either in person or by proxy present and voting on this resolution
- For California securities law purposes, the US Incentive Scheme must be approved by a majority of all outstanding shares entitled to vote

Submission of written questions

In addition to asking the company and Xero's auditor questions during the Meeting, any shareholder who is entitled to vote at the Meeting may submit a written question in advance at investorcentre.linkmarketservices.com.au.

All questions must be sent to and received by Xero by 11.00am NZT (9.00am AEST) on Tuesday 15 August 2023.

If a question is directed to Xero's auditor, it should be sent to and received by Xero by 11.00am NZT (9.00am AEST) on Thursday 10 August 2023.

The Chair of the Meeting will try to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time to address all questions raised. Please note that individual responses will not be sent to shareholders. The auditor is not obliged to provide written answers.

More information

If you have any questions about this Notice of Meeting, please contact Xero's Company Secretary, Damien Coleman, at companysecretary@xero.com.