

Code of Conduct

1. Why

At Xero we act honestly, fairly, with integrity, and in line with the law. This Code of Conduct (**Code**) sets out expectations for everyone who works at Xero Limited or any entity in the global Xero Group (**Xero**), including our directors, officers, employees, contractors and consultants (**our people**), in terms of how we do business and how our people should behave.

Our **values** underpin everything we do:

Value	Core Belief	In Action (Behaviours)
	Build what's next. Make magic happen.	– Set goals that scare you a little – Ship it, learn from it, improve it – Don't just solve the problem — rethink the problem
	The future doesn't wait. Neither do we.	– Test ideas fast, build and learn – Jump in. Don't wait for perfect – Be curious out loud. Share what you discover
	Aim higher. Care deeper.	– Prioritise impact over output – Raise the bar and futureproof it – Make the people around you better
	Play with grit. Win as one.	– Know the direction. Bring the right people – Own your play. Lift the team – Flex and grow when the path gets hard

While our values drive how we work we also have policies that ensure consistency in how we do business and, importantly, that we act lawfully. This Code provides a bridge between our values and our policies.

Please take the time to read and understand this Code and the policies it refers to. You'll find our policies on our internal Help Hub.

2. When it applies and who it applies to

This Code applies to Xero's directors, officers, employees, contractors, consultants, and those Xero subsidiaries that leverage this policy to support their own Information Security Management System:

- at work and while working in any location at any time, including when working flexibly, remotely and/or outside normal working hours
- at work-related events, including external meetings, conferences and social functions and gatherings, whether at the workplace or elsewhere
- away from work if there's a connection to work, including when interacting with colleagues in person or online, undertaking work or engaging in any other work-related activities, basically in any situation where you may be seen as representing Xero or there may be an impact on your work or relationships with your colleagues or customers

This Code cannot anticipate every situation that may present a legal, ethical or moral issue so it should not be read as a complete set of rules. Instead, it's intended to help you understand Xero's approach to business conduct and guide your actions, decisions and behaviour. At the end of this Code, there are some questions to ask yourself in situations that are not specifically covered in the Code or where you might be unsure how to act.

It's important that all of Xero's directors, officers, employees, contractors and consultants understand the requirements set out in this Code and that any breach of this Code or the related policies referred to in this Code could result in disciplinary action, including dismissal. If you have any questions about the Code, raise a support request with PX.

3. How we work

SAFETY AND WELLBEING

Safety and security is very important to us at Xero. We are committed to providing our people with a safe and secure work environment as well as protecting our product and reputation. To help us achieve this, you should read your region's safety policies and report safety hazards and work-related accidents, incidents and injuries. You have a responsibility to take reasonable steps to ensure your own safety and that of others. We have an Alcohol Policy that sets out expectations around drinking alcohol at work and at work-related events. We don't tolerate the use of illegal drugs or the misuse of any legal substances that may impair the ability to function effectively and safely at work or could put at risk the health and safety of those around us.

The wellbeing of our people is also really important to us at Xero and we have a global program that covers physical, mental, social, financial and environmental wellbeing.

RESPECT AND CONSIDERATION

We have an unwavering dedication to diversity and inclusion, which is about representing the communities we are a part of and ensuring that all Xeros have the ability to be successful and feel a sense of belonging within the organisation. Diversity includes many aspects of identity, including but not limited to: race/ethnicity, gender identity, sexual orientation, genetic history, relationship status, caregiving responsibility, religion, and more. Inclusion is the habits and behaviours practiced to ensure that we are creating an environment at Xero where our people treat each other with dignity, respect and consideration every day. It also reflects our legal and moral obligations to provide equal opportunities to all our people and to ensure our people are not discriminated against due to certain protected attributes, including their age, gender or ethnicity.

In particular we do not tolerate any form of bullying, harassment, including sexual or racial harassment, discrimination or other inappropriate, offensive or demeaning behaviour toward anyone. Xero strives to ensure our people-decisions are free from bias or discrimination, whether that be hiring, promoting, rewarding, training or terminating employment.

Please make sure you're familiar with and comply with all of Xero's policies relating to respect and consideration in the workplace, including our Respect and Responsibility Policy and Representation, Inclusion and Belonging Principles. If you have any concerns you are encouraged to raise them through the channels set out in those policies or with any member of the PX team by raising a support request with PX.

4. How we do business

COMPLYING WITH LAWS

At Xero we respect and comply with our internal policies and applicable laws. It's important you follow the local laws and requirements of the country in which you are working. Make sure you familiarise yourself with the policies and laws that govern the work you do for Xero. If you don't understand your responsibilities and Xero's obligations, please chat to your people leader or raise a support request with PX.

In dealing with customers, suppliers or competitors, we comply with trade practices laws and competition (anti-trust) laws as well as anti-money laundering and economic and trade sanction requirements. If a director, officer, employee, contractor, consultant or third party breaches (or suggests a breach of) these laws, it must be immediately reported to Xero's Legal team. Or, you can also raise a concern as set out in Xero's Whistleblower Policy.

Xero is also committed to being a responsible corporate citizen. We are committed to protecting the environment in which we operate and minimising the impact of our activities on the environment.

WORKING WITHOUT CONFLICTS OF INTEREST

It is important that you avoid any situation which involves an actual, perceived or potential conflict between your personal interests and the interests of Xero. This includes any situation in which your personal interests actually affect your ability to act objectively and independently in Xero's best interests, or where it may look to others like that's the case. Remember that your personal interests can be financial or non-financial and include the interests of related parties, such as your family and friends.

A conflict of interest could occur in a range of situations, including where:

- you (and any organisation which you or your family have a material interest in) compete with, or have business dealings with Xero, without prior written permission
- you work for or consult to, or have any key role in, an outside business organisation which has dealings with Xero or is a competitor of Xero, without prior written permission
- you use your position at Xero, or information obtained because of your position at Xero, to gain an advantage for you (or anyone else, including family or friends) or to harm Xero in any way

To be clear, this does not stop:

- you or your family members from having shareholdings in publicly listed companies
- you or your family members from using Xero as a customer
- your family members from being an employee of a competitor

though you would need to respect your obligations to protect confidential and sensitive information and intellectual property when interacting with these family members.

Each year you will be asked to confirm whether you have any actual, perceived or potential conflicts of interest.

If you think you may have a conflict of interest (actual, perceived or potential), then you should immediately take the following steps so we can work through the situation with you:

- disclose the situation to your people leader
- record the details on our Employee Interest Register (or our directors' interests registers for directors of any Xero group companies)

If a conflict of interest is identified, our Company Secretary and PX teams will consider the issue before discussing your options with you.

If you're not sure if something needs to be disclosed, ask your people leader or raise a support request with PX.

INTIMATE OR ROMANTIC RELATIONSHIPS

Xero does not permit undisclosed intimate or romantic relationships between our people, or between our people and Xero partners or customers, because this may lead to an actual or perceived conflict of interest or reflect an imbalance of power. Xero permits intimate or romantic relationships within specific parameters and with disclosure; read our Respect and Responsibility Policy for more information around when disclosure may be necessary and disclosure steps.

GIFTS, BENEFITS AND ENTERTAINMENT

We also expect you to avoid any actual, perceived or potential conflicts of interest when giving and receiving gifts, benefits or entertainment. If you **offer or accept** a gift, benefit or entertainment, it must, amongst other requirements, serve a lawful and legitimate business purpose for Xero, never be offered for something in return, and only be for a modest value. You can find more detailed guidance on what gifts, benefits and entertainment are appropriate in the Anti-Bribery and Corruption Policy.

You must **report**, and **get approval before giving** or receiving any gift, benefit or entertainment, or series of gifts, benefits or entertainment if the estimated value is greater than a certain value. You can find more detailed guidance on this value in the Anti-Bribery and Corruption Policy.

Use the Gift, Benefit and Entertainment Register to report and seek approval. If in doubt, ask your people leader or contact Enterprise Compliance.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Xero doesn't contribute to political parties, political campaigns or individual politicians. We only make charitable donations in Xero's name that are legal and ethical under local laws and practices. Refer to Xero's Anti-Bribery and Corruption Policy for more information and to ensure any political or charitable contributions or sponsorships are consistent with the Policy.

Use the Gift, Benefit and Entertainment Register to report and seek approval for charitable contributions in Xero's name as you would for any other gift. If in doubt, ask your people leader or Enterprise Compliance.

BUSINESS AGREEMENTS

Xero acts fairly and ethically when it pursues new business opportunities. If you are involved in vendor selection, you must comply with our Procurement Policy and Anti-Bribery and Corruption Policy. When negotiating contracts with other organisations, you should make sure that:

- all statements and communications you make to that organisation are accurate and truthful and are not misleading
- you obtain the appropriate internal approval before the contract is signed

INSIDER TRADING

Insider trading is illegal and can lead to criminal prosecution and civil penalties. You must not buy or sell shares in Xero or any other companies at any time when you are aware of market sensitive information about Xero or the other company which has not been disclosed to the market, and you should not exchange sensitive information with anyone else to enable them to do so.

In addition, if you learn of any material, non-public information about any of Xero's customers or suppliers while working here, you must not buy or sell their shares. Material information is information a reasonable investor would think was important when deciding whether to buy or sell.

Read our Share Trading Policy for more details on insider trading and closed trading periods.

TRUTHFUL AND ACCURATE REPORTING

Our stakeholders rely on the information we give them, so we need to make sure this information is truthful, accurate and complete and complies with applicable laws. This is important because Xero is a publicly listed company and our shareholders and potential investors use this information to decide whether to invest in Xero.

If you contribute to preparing or verifying our financial statements and disclosures, or other public statements about Xero, we expect you to take ownership for making sure that we only report accurate and complete data and information. We also expect all of our people to take ownership for the accuracy of any internal reporting process or record-keeping activity they are involved in, and to be honest and cooperative when dealing with those individuals responsible for preparing or verifying our financial statements and other disclosures.

If you have any concerns that information relevant to preparing or verifying our financial statements or disclosures is misleading, inaccurate or missing, or concerns about the integrity of the financial reporting process, raise this with your people leader or the Chief Financial Officer. You may also raise a concern under our Whistleblower Policy.

Of course, coercing, manipulating, misleading, or fraudulently influencing any auditor (or encouraging someone to do so) is completely unacceptable.

MODERN SLAVERY AND HUMAN TRAFFICKING

Xero respects, supports and promotes human rights. In staying true to our purpose, vision and values, we're committed to preventing enslavement of people and human trafficking in our operations and supply chains. We understand and remain vigilant on our key modern slavery risks, have policies and processes in place to help us monitor and mitigate them, and we regularly assess the effectiveness of our actions.

Xero ensures we are compliant with our obligations under legislation relating to reporting about modern slavery and human trafficking, and publishes annual statements setting out the actions that

we've taken to address modern slavery risks.

If you have concerns about the actions of any of our directors, officers, employees, contractors, consultants or third parties with regard to modern slavery, you must raise this with your people leader or the Chief Legal Officer as soon as possible, or raise a concern under our Whistleblower Policy.

5. Anti-bribery and corruption

We do not tolerate bribery, facilitation payments and corruption in any form and expect all directors, officers, employees, contractors and consultants to comply with Xero's Anti-Bribery and Corruption Policy, and applicable anti-bribery and corruption laws wherever we do business. We also expect this of any third parties acting on our behalf.

If our people are directly or indirectly involved in bribery, facilitation payments or corruption, this may have serious reputational, financial and/or operational consequences for Xero. This could include criminal or civil fines for Xero, and fines, jail time and disciplinary action (including termination of employment or contract) for the people involved. Refer to our Anti-Bribery and Corruption Policy for guidance on what constitutes bribery, facilitation payments and corruption, and what conduct is prohibited.

6. Xero resources

USE OF XERO SYSTEMS

Remember that Xero systems and information belong to Xero and that we may monitor activity on them. If you use our IT systems for personal use, make sure it would be considered reasonable use (in terms of volume and content), that it doesn't interfere with your role or work or use significant IT or other work resources. The use of Xero systems to view or share content that is sexually explicit, defamatory or racist, or otherwise inappropriate or illegal, is completely prohibited.

ASSET PROTECTION

In general terms, an asset is something belonging to Xero that is of value to Xero. This includes money and physical items (e.g. desks, computers, credit cards, purchase cards), and also includes intangible things like software code, intellectual property, and unpublished financial data and reports. Make sure Xero systems, assets and property are treated respectfully and maintained in good working order, and they are not exposed to situations where theft, fraud or damage could occur. If you become aware of any suspected incidents of theft, fraud or damage of Xero's systems, assets or property, please let your people leader know immediately or raise a concern under our Whistleblower Policy. Further, whilst some reasonable personal use is permitted, Xero's directors, officers, employees, contractors and consultants should only use Xero's assets to carry out their work duties.

PRIVACY AND CONFIDENTIALITY

We earn the trust of our customers and one another by keeping personal information safe and complying with privacy and data protection laws. We treat personal information carefully and have strict controls in place to ensure privacy is maintained. You should be familiar with our Responsible Data Use Policy, which sets out details of your responsibilities for understanding and using data and information systems appropriately.

You must not reveal to any person or company, documents, personal information, trade secrets, proprietary information or confidential information concerning Xero, its finances, business or affairs, or those of our employees, contractors or customers unless disclosure is required for the proper performance of your duties, by law or with our prior written permission.

You must keep all confidential information entrusted to Xero, including customer information, with complete secrecy, and you must not use it or attempt to use it in a manner that may cause loss or damage, either directly or indirectly, to Xero or its customers. You should be familiar with our Information Security Management System (ISMS) framework, which outlines individual responsibilities on how to deal with confidential customer information. If you are an employee of Xero, you are also bound by the confidentiality-related obligations set out in your employment agreement.

RESPONSIBLE AI

At Xero, we believe AI will transform how businesses operate, including our own. Our goal is to responsibly harness this power to deliver value for our customers and shareholders, helping us all succeed in an AI-driven world.

As we supercharge our products with AI and use it to boost our own productivity, we must ensure it is developed and used with care. Xero's Responsible AI Policy is a guide for the ethical and responsible adoption of AI across all of Xero. It outlines six core Responsible AI Principles and sets clear expectations for you if you manage, develop or deploy, or use AI systems at Xero.

MEDIA, SOCIAL MEDIA AND PUBLICITY

All statements, public comments and media activity for Xero or our customers are managed by our Communications team. Only an authorised spokesperson may speak publicly on behalf of Xero.

Please don't respond to media enquiries; ensure you pass these on to the Communications team to look after. Make sure you read our Social Media Policy, which outlines some important things to remember when you're online.

INTELLECTUAL PROPERTY

At Xero we respect third-party intellectual property rights, and we actively protect Xero's intellectual property rights and the intellectual property rights of our customers. Intellectual property includes our brands, designs, patents, trademarks, copyrights and trade secrets.

All intellectual property that you create in relation to Xero and its activities is the property of Xero. You can help protect Xero's intellectual property by using it only for legitimate business purposes. Please contact the Legal team before adopting new names for products or other offerings or launching any significant new or modified products or processes, or for the interpretation of any patent documents. If you are an employee of Xero, you are also bound by the intellectual property-related obligations set out in your employment agreement.

7. Questions to ask yourself

If you're ever unsure about how to act in a particular situation, here are some questions to ask yourself:

- Does it fit with Xero's values? Does it feel like the right thing to do?
- Is it legal?
- Are there relevant Xero policies I need to read?
- Am I acting with integrity and being fair, ethical and honest?
- Would my people leader or other colleagues consider this behaviour appropriate or offensive? Should I discuss this with my people leader or another trusted colleague?
- What impact might this have on Xero, our customers and our shareholders?
- Would I feel comfortable if this action or conduct was posted publicly for all my colleagues to view or reported in the media?

Please reach out to your people leader or a member of your PX team at any time if you'd like some guidance on what to do in a particular situation.

8. Speak up

If you're involved with, witness or become aware of a breach or possible breach of the law, this Code or any Xero policies, you must report this to the appropriate person, which in most cases will be your people leader and/or a member of Xero's PX team and/or Xero's Chief Legal Officer. If you don't feel comfortable talking to any of those people, then talk to a senior leader that you trust. This includes reporting breaches that were contemplated, even if they weren't followed through. If confidentiality/anonymity is important to you, you may also be able to raise a concern under our Whistleblower Policy.

We encourage you to speak up as soon as possible so issues can be dealt with promptly. Be assured that we will not tolerate any form of retaliation against you for speaking up in good faith about the behaviour of others.

9. Review

This Code of Conduct will be reviewed periodically to check that it is operating effectively and whether any changes are required. We'll implement any changes in a timely manner.

10. Related policies

- Representation, Inclusion, and Belonging Principles
- Respect & Responsibility
- IT Acceptable Use
- Responsible Data Use Policy
- Responsible AI Policy
- Anti-Bribery and Corruption
- Whistleblower Policy

Approved by the Board.

VERSION HISTORY

Version	Changes	Approver	Last review	Next review
1.1	Review	The board	August 2023	August 2024
1.2	Updated with the company values and minor changes	–	September 2024	October 2025
1.3	Added a reference to hostile working environments within the Respect and Consideration section; added a link to the new Global Health & Safety Policy in the Safety & Wellbeing section. Added a new section on Responsible AI, including references to our Responsible AI Policy and Responsible AI Principles, and updated references to the Responsible Data Use Policy and Information Security Management System framework in the Privacy and Confidentiality section. Updated the Anti-Bribery and Corruption section, and the Gifts, Benefits and Entertainment section, to align with the new ABAC Policy and remove duplicated content.	The board	October 2025	October 2026
1.4	Updated with refreshed company values and branding	–	September 2026	September 2027