



Beautiful business

MARKET RELEASE

Xero announces settlement of US\$700m zero coupon convertible notes due 2025

WELLINGTON, 3 December 2020 – Further to the announcements by Xero Limited (ASX: XRO) (“Xero”) on 24 November and 25 November, Xero is pleased to announce the settlement of US\$700 million zero coupon convertible notes due 2025 (the “Offering”) and the concurrent repurchase of US\$297,000,000 of the Guaranteed Convertible Notes due 2023 (“Existing Notes”) for a total consideration of US\$666,408,600. As part of the buyback consideration in respect of the Existing Notes, Xero has issued 3,750,005 ordinary shares amounting to US\$374,235,360.23 based on the Reference Share Price of A\$135.86.

The convertible notes will be listed on the Singapore Exchange Securities Trading Limited (SGX - ST) at 9am (SGT) on 3 December 2020.

Goldman Sachs International and Morgan Stanley & Co. International plc acted as Joint Lead Managers on the Offering.

Pursuant to the terms and conditions of the Existing Notes, Xero (through its wholly owned subsidiary, Xero Investments Limited) intends to commence redemption of the remaining Existing Notes which were not repurchased under the concurrent repurchase conducted with the Offering (representing an aggregate principal face value of US\$3,000,000).

Authorised for release to the ASX by the Chair of the Board

Contact

Toby Langley - Investor Relations
Mobile: +61 (450) 223995
toby.langley@xero.com

Kate McLaughlin - Communications
Mobile: +64 (27) 5334529
kate.mclaughlin@xero.com

About Xero

[Xero](https://xero.com) is a cloud-based accounting software platform for small businesses with 2.45 million subscribers globally. Through Xero, small business owners and their advisors have access to real-time financial data any time, anywhere and on any device. Xero offers an ecosystem of over 800 third-party apps and 200 plus connections to banks and other financial partners. In 2020, Xero was included in the Bloomberg Gender-Equality Index and recognised by [IDC MarketScape](https://www.idc.com) as a leader in its worldwide SaaS and cloud-enabled small business finance and accounting applications vendor assessment.

Xero Limited (XRO)
NZ Company no. 1830488
ARBN 160 661 183

Registered Address
19-23 Taranaki St
Te Aro
Wellington 6011

www.xero.com