

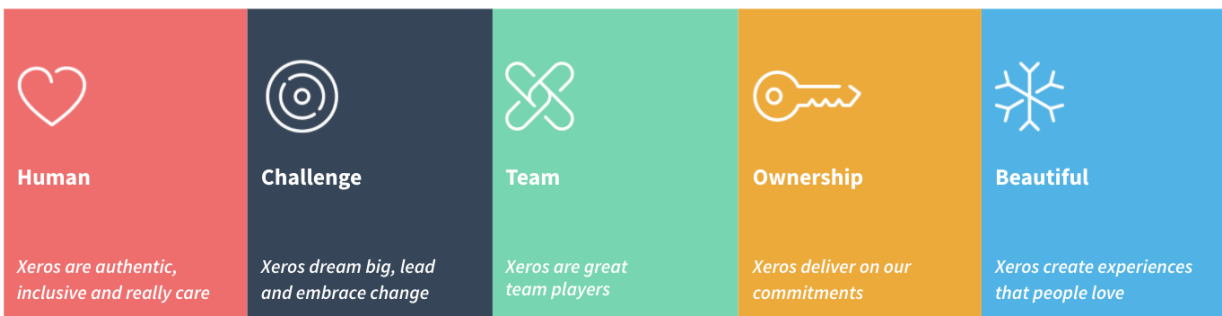


## Code of Conduct

### 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:



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 them on our internal [Help Centre](#).

### 2. When it applies and who it applies to

This Code applies to our people:

- at work and while working in any location and 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 you understand the details of this Code and that any breach could result in disciplinary action, including dismissal. If you have any questions about the Code, reach out to your Manager or PX team.

### 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 focus on diversity and inclusion, which is about celebrating all the ways that we are different - both visible and non-visible. We want to create an environment at Xero where our people treat each other with dignity, respect and consideration every day.

In particular we do not tolerate any form of bullying, harassment, including sexual or racial harassment, discrimination or other inappropriate or demeaning behaviour toward anyone. All of our people decisions must be 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 [Diversity and Inclusion Policy](#). 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.

## 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 familiarize 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 manager or your local PX team.

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.

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 interests.

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 manager
- 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 manager or email [px@xero.com](mailto:px@xero.com).

### **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. Read our [Respect and Responsibility Policy](#) for more information.

### **Gifts, benefits and entertainment**

We also expect you to avoid any actual or perceived or potential conflicts of interests when giving and receiving gifts, benefits or entertainment. If you *offer or accept* a gift, benefit or entertainment, it must serve a lawful and legitimate business purpose for Xero and only be for a modest value. It's not appropriate to receive gifts, benefits or entertainment that mean you owe a person or company something in return, particularly when it comes to providing services or products to Xero. Likewise it's not appropriate to offer or give gifts, benefits or entertainment that means the recipient owes you, or that create a conflict of interest for them. You can find more detailed guidance on what gifts, benefits and entertainment are appropriate on our internal [Help Centre](#).

You must *report*, and *get approval before*, giving or receiving any gift, benefit or entertainment with an estimated value greater than:

- NZ\$250 per person (or the equivalent in your local currency); or
- in aggregate over any 12 month period, NZ\$500 per person (or the equivalent in your local currency).

Use the [Gift, Benefit and Entertainment Register](#) to report and seek approval. If in doubt, ask your manager

or slack #hello-procurement.

### **Political and charitable donations**

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.

Use the [Gift, Benefit and Entertainment Register](#) to report and seek approval for charitable donations in Xero's name as you would for any other gift. If in doubt, ask your manager or or slack #hello-procurement.

### **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](#). 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; and
- 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 disclosures is misleading, inaccurate or missing, or concerns about the integrity of the financial reporting process, raise this with your manager 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. and in staying true to our purpose, vision and values, we're committed to preventing slavery 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 manager or the Chief Legal Officer as soon as possible, or raise a concern under our [Whistleblower Policy](#).

## **5. Anti-Bribery and Corruption**

We take a zero-tolerance approach to bribery, facilitation payments and corruption in any form and expect all our people to comply with 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, 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. We can also be held legally liable for bribes, facilitation payments or corrupt behaviour of third parties acting on our behalf.

**Bribery** is the offering or giving of anything of value to improperly influence another person in the performance of their work duties or to reward them for acting improperly. Offering includes promising. You don't need to actually give anything of value to breach the law or this Code - an offer can be enough! Of course accepting or asking for a bribe or a favour from someone as a reward to do your job, or for acting improperly is always unacceptable. Sometimes bribes can be less obvious, like a "secret commission" which is a payment provided to a third party over and above the fair market value of the good or service, with the intent that the excess amount be passed on to induce an improper business advantage.

**Facilitation payments** are unofficial payments to get someone (usually a government official) to perform or speed up a routine and necessary action. Our people must not give or accept facilitation payments, even if small or customary.

**Corruption** is dishonest conduct for private gain, typically involving those entrusted with power or authority.

If you are asked to give a payment or benefit and a threat is made to your health or safety (or the health and safety of another person), you may give it. This isn't considered to be a bribe or a facilitation payment because it is given under duress. If this happens, you must report it to the Company Secretary as soon as possible.

You can find more information on how to recognise and protect against bribes, facilitation payments and corrupt behaviour on our internal [Help Centre](#).

If you suspect bribes, facilitation payments or corrupt behaviour by any of our directors, officers, employees, contractors, consultants or third parties, you must raise this with your manager or the Company Secretary as soon as possible, or raise a concern under our [Whistleblower Policy](#).

## 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 material, 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 manager know immediately or raise a concern under our [Whistleblower Policy](#).

### 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 [Privacy Policy](#), which sets out details of how personal information is protected at Xero, including when it is collected, stored, accessed, used and

disclosed.

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 Policy regarding how to deal with confidential customer information.

### **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.

## **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 and honest?
- Would my manager or other colleagues consider this behaviour appropriate? Should I discuss this with my manager 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 manager or a member of your local 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 manager 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.

*Approved by the Board: February 2022*