

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b> Kathmandu Holdings Limited
<b>ABN ARBN</b> 139 836 918

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Mark Archibald Todd
<b>Date of last notice</b>	28 October 2015

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Mark Archibald Todd
<b>Date of change</b>	24 November 2015
<b>No. of securities held prior to change</b>	241,494
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	
<b>Number disposed</b>	81,494
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$135,239.80 NZD
<b>No. of securities held after change</b>	160,000

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+ See chapter 19 for defined terms.

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<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>On market sale</p>
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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	<p>No</p>
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<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Kathmandu Holdings Limited has a Securities Trading Policy that requires Senior Executives to seek prior written clearance from the Independent Directors of Kathmandu Holdings Limited for trading by them or trusts, companies and other entities controlled by them. Clearance to acquire the securities was sought, and was granted in accordance with clause 6.6 of the policy.
<b>If prior written clearance was provided, on what date was this provided?</b>	28 September 2015 / 19 November 2015

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