

22 Dec 2016
Market Information Services Section
New Zealand Exchange Limited
Wellington

NOTIFICATION OF PERFORMANCE RIGHTS

For the purposes of Listing Rule 7.12.1 of the NZSX Listing Rules, Kathmandu Holdings Limited advises the following performance rights have been issued:

a) Class of securities: ISIN:	Performance rights to ordinary shares pursuant to Kathmandu Holdings Limited Long Term Incentive Plan ISIN NZKMDE0001SE
b) Number of securities issued, acquired or redeemed::	Performance rights in respect of 589,274 ordinary shares
c) The Nominal value and the issue, acquisition or redemption price:	Not applicable Nil, pursuant to Kathmandu Holdings Limited Long Term Incentive Plan
d) Payment in cash?	No. The performance right to be allocated ordinary shares in Kathmandu Holdings Limited is subject to satisfaction of certain performance conditions with regards to Total Shareholder Returns.
e) Amount paid up:	Nil
f) The principal term of the Securities:	<ul style="list-style-type: none"> Each Performance Right granted under the Plan entitles the holder to acquire one fully paid ordinary share in Kathmandu Holdings Limited. The number of performance rights that vest will depend on Kathmandu Holdings Limited's performance over a 12 month performance period to 31 July 2017 assessed against financial performance conditions (EBIT). Performance rights will lapse where the performance conditions are not met. Performance rights will lapse where the holders ceases to be employed by the Kathmandu Group as at 31 July 2018. There is no amount payable by holders either on grant or exercise of the Performance Rights.
g) Percentage of total class issued:	0.29%

h) Reason for issue:	Issue of performance rights to selected Senior Management employees to be allocated ordinary shares in the company upon the satisfaction of certain conditions.
i) Specific authority for the issue:	Resolution at Annual General Meeting of shareholders dated 18 November 2016 (approving Long Term Incentive Plan for employees) and resolution of Directors on 18 November 2016 (approving issue of performance rights to selected Senior Management).
j) Terms or details of the issue:	<p>i. The holder has the right to be issued Ordinary Shares vesting on 31 July 2018 provided the employee remains in employment with the company to that date.</p> <p>ii. The number of performance rights that vest will depend on Kathmandu Holdings Limited's performance over the 12 months ending 31 July 2017 assessed against financial performance targets (EBIT).</p> <p>iii. Performance rights will lapse where the performance conditions are not met.</p>
k) Total number of securities of the class after issue:	589,274 - Performance Rights – Kathmandu Holdings Limited Long Term Incentive Plan
l) Treasury Stock:	Not applicable
m) Date of issue:	07 Dec 2016

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Company Secretary

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