

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited

and

To Kathmandu Holdings Limited

Relevant event being disclosed: Change of interests of substantial holder

Date of relevant event: 28 July 2017

Date this disclosure made: 1 August 2017

Date last disclosure made: 17 January 2017

Substantial product holder(s) giving disclosure

Full name(s): NovaPort Capital Pty Ltd (ACN 140 833 656)

Summary of substantial holding

Class of quoted voting products: Ordinary Fully Paid Shares in KMD

Summary for NovaPort Capital Pty Ltd:

For **this** disclosure,—

(a) total number held in class: 15,194,513

(b) total in class: 201,497,120

(c) total percentage held in class: 7.54%

For **last** disclosure,—

(a) total number held in class: 12,337,247

(b) total in class: 201,484,583

(c) total percentage held in class: 6.12%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: purchased on-market and purchased off-market as set out more fully in Annexure 2.

Details after relevant event

Details for NovaPort Capital Pty Ltd

Nature of relevant interest(s): Non-beneficial owner (pursuant to an investment management contract) of Ordinary Fully Paid Shares in KMD. A relevant agreement need not be attached pursuant to regulation 142.

For that relevant interest,—

- (a) number held in class: 15,194,513
- (b) percentage held in class: 7.54%
- (c) current registered holder(s): See Annexure 1
- (d) registered holder(s) once transfers are registered: Not applicable

For a derivative relevant interest, also—

- (a) type of derivative: N/A
- (b) details of derivative: N/A
- (c) parties to the derivative: N/A
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: N/A

Additional information

Address(es) of substantial product holder(s): Level 2, 5 Martin Place, Sydney, NSW, 2000

Contact details: Andrew Brown, Company Secretary: abrown@challenger.com.au;
+61 2 9994 7468

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Challenger Limited and its associated entities is also giving disclosure in relation to these financial products.

Certification

I, Andrew Brown, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Annexure 1

Holder of relevant interest	Registered holder of securities	Class and number of securities
NovaPort Capital Pty Ltd	BNP Paribas Nominees Pty Limited	5,672,212 (Ordinary Fully Paid)
NovaPort Capital Pty Ltd	Citicorp Nominees Pty Limited	4,161,251 (Ordinary Fully Paid)
NovaPort Capital Pty Ltd	J P Morgan Nominees Australia Limited	4,805,362 (Ordinary Fully Paid)
NovaPort Capital Pty Ltd	National Nominees Limited	555,688 (Ordinary Fully Paid)

Annexure 2: Transactions

Transactions:

Company Name: Kathmandu Holdings Limited (KMD)

As at: 28/07/2017

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	NZ Consideration	Number of Securities	Person's Votes Affected
08/02/2017	NovaPort Capital Pty Ltd	Buy	44,515.33	23,130	23,130
08/02/2017	as above	Buy	18,751.10	9,743	9,743
08/02/2017	as above	Buy	45,085.01	23,426	23,426
08/02/2017	as above	Buy	13,933.90	7,240	7,240
10/02/2017	as above	Buy	30,714.28	15,503	15,503
10/02/2017	as above	Buy	12,937.13	6,530	6,530
10/02/2017	as above	Buy	31,104.57	15,700	15,700
10/02/2017	as above	Buy	9,614.68	4,853	4,853
13/02/2017	as above	Buy	5,915.00	2,982	2,982
13/02/2017	as above	Buy	2,491.36	1,256	1,256
13/02/2017	as above	Buy	5,990.37	3,020	3,020
13/02/2017	as above	Buy	1,852.65	934	934
14/02/2017	as above	Buy	43,690.57	21,997	21,997
14/02/2017	as above	Buy	18,404.18	9,266	9,266
14/02/2017	as above	Buy	44,246.71	22,277	22,277
14/02/2017	as above	Buy	13,677.01	6,886	6,886
15/02/2017	as above	Buy	9,129.61	4,587	4,587
15/02/2017	as above	Buy	3,845.30	1,932	1,932
15/02/2017	as above	Buy	9,247.04	4,646	4,646
15/02/2017	as above	Buy	2,858.10	1,436	1,436
20/02/2017	as above	Buy	28,460.04	14,319	14,319
20/02/2017	as above	Buy	11,989.03	6,032	6,032
20/02/2017	as above	Buy	28,823.77	14,502	14,502
20/02/2017	as above	Buy	8,908.30	4,482	4,482

22/02/2017	as above	Buy	22,029.72	11,040	11,040
22/02/2017	as above	Buy	9,280.81	4,651	4,651
22/02/2017	as above	Buy	22,311.08	11,181	11,181
22/02/2017	as above	Buy	6,896.26	3,456	3,456
23/02/2017	as above	Buy	2,872.72	1,447	1,447
23/02/2017	as above	Buy	1,209.04	609	609
23/02/2017	as above	Buy	2,908.46	1,465	1,465
23/02/2017	as above	Buy	899.34	453	453
24/02/2017	as above	Buy	3,320.73	1,674	1,674
24/02/2017	as above	Buy	1,398.51	705	705
24/02/2017	as above	Buy	3,362.38	1,695	1,695
24/02/2017	as above	Buy	1,039.46	524	524
27/02/2017	as above	Buy	415,801.64	209,840	209,840
27/02/2017	as above	Buy	175,154.26	88,394	88,394
27/02/2017	as above	Buy	421,108.14	212,518	212,518
27/02/2017	as above	Buy	130,157.96	65,686	65,686
27/04/2017	as above	Buy	30,386.14	15,213	15,213
27/04/2017	as above	Buy	2,664.51	1,334	1,334
27/04/2017	as above	Buy	35,872.95	17,960	17,960
27/04/2017	as above	Buy	9,899.02	4,956	4,956
28/04/2017	as above	Buy	65,826.49	32,579	32,579
28/04/2017	as above	Buy	5,772.62	2,857	2,857
28/04/2017	as above	Buy	77,715.22	38,463	38,463
28/04/2017	as above	Buy	21,443.76	10,613	10,613
01/05/2017	as above	Buy	550,155.57	271,533	271,533
01/05/2017	as above	Buy	48,241.67	23,810	23,810
01/05/2017	as above	Buy	649,509.89	320,570	320,570
01/05/2017	as above	Buy	179,229.63	88,460	88,460
02/05/2017	as above	Buy	14,857.16	7,368	7,368

02/05/2017	as above	Buy	1,302.62	646	646
02/05/2017	as above	Buy	17,541.05	8,699	8,699
02/05/2017	as above	Buy	4,839.47	2,400	2,400
03/05/2017	as above	Buy	4,554.40	2,268	2,268
03/05/2017	as above	Buy	399.61	199	199
03/05/2017	as above	Buy	5,375.71	2,677	2,677
03/05/2017	as above	Buy	1,483.99	739	739
04/05/2017	as above	Buy	4,627.61	2,181	2,181
04/05/2017	as above	Buy	405.26	191	191
04/05/2017	as above	Buy	5,465.71	2,576	2,576
04/05/2017	as above	Buy	1,508.58	711	711
28/07/2017	as above	Buy – in specie transfer	2,600,851.58	1,156,246	1,156,246

**Total Number of
Securities**

2,857,266