

26 March 2018

NZX Limited
Level 1, NZX Centre
11 Cable Street
Wellington

ASX Limited
20 Bridge Street
Sydney NSW 2000

NOTICE PURSUANT TO CLAUSE 20(1)(A) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS 2014, SECTION 708A(5)(E) OF THE CORPORATIONS ACT 2001 (CTH) AND ASIC CLASS ORDER 09/425: PLACEMENT ALLOTMENT AND SHARE PURCHASE PLAN

- 1 Kathmandu Holdings Limited (*Kathmandu*) has announced that it will implement a share purchase plan under which it will offer new fully paid ordinary shares of the same class as already quoted on the NZX Main Board of NZX Limited and the Australian Securities Exchange operated by ASX Limited (the *SPP*).
- 2 Pursuant to clause 20(1)(a) of Schedule 8 to the Financial Markets Conduct Regulations 2014 (*FMC Regulations*), and the Financial Markets Conduct Act 2013 (*FMCA*), Kathmandu states that:
 - 2.1 Kathmandu is implementing the *SPP* in reliance upon the exclusion in clause 19 of Schedule 1 to the *FMCA* and is giving this notice under clause 20(1)(a) of Schedule 8 to the *FMC Regulations*.
 - 2.2 As at the date of this notice, Kathmandu is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in Kathmandu. There is no information that is “excluded information” as defined in clause 20(5) of Schedule 8 to the *FMC Regulations*.
 - 2.3 As at the date of the notice, Kathmandu is in compliance with its financial reporting obligations.
 - 2.4 The *SPP* is not expected to have any material effect or consequence on the control of Kathmandu.
- 3 Pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (*Corporations Act*) and ASIC Class Order 09/425, Kathmandu also states that:
 - 3.1 Kathmandu:
 - (a) has issued today issued 18,518,519 fully paid ordinary shares under a Placement without disclosure to investors under Part 6D.2 of the Corporations Act; and
 - (b) will issue the relevant securities under the *SPP* without disclosure to investors under Part 6D.2 of the Corporations Act.

Kathmandu Ltd

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- 3.2 This notice is being given under section 708A(5)(e) of the Corporations Act and in accordance with the exemption from Chapter 6D under ASIC Class Order 09/425.
- 3.3 As at the date of this notice, Kathmandu is in compliance with:
- (a) the provisions of Chapter 2M of the Corporations Act as they apply to Kathmandu; and
 - (b) section 674 of the Corporations Act.
- 3.4 As at the date of this notice, there is no "excluded information" within the meaning of subsections 708A(7) and (8) of the Corporations Act which is required to be disclosed by Kathmandu under subsection 708A(6)(e) of the Corporations Act.

Yours faithfully



Reuben Casey
Chief Financial Officer
Kathmandu Holdings Limited