

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

KATHMANDU HOLDINGS LIMITED

To Company Name/Scheme

139 836 918

ACN/ARSN

**1. Details of substantial holder(1)**

Name

YARRA FUNDS MANAGEMENT LIMITED ACN 005 885 567 (**YFM**); YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (**YCMH**); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (**YMN**); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (**FINCO**); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (**TOPCO**); TA UNIVERSAL INVESTMENT HOLDINGS LTD (**UNIVERSAL**)

ACN/ARSN (if applicable)

005 885 567

There was a change in the interests of the substantial holder on

1 / 12 / 20

The previous notice was given to the company on

28 / 04 / 20

The previous notice was dated

28 / 04 / 20**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid Shares	72,436,067	10.2166%	65,243,302	9.2021%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
25 April – 1 December 2020	All substantial holders named in 1 above	Acquisition	\$17,918,559.02	+15,650,422	15,650,422
		Disposal	\$26,122,438.03	-22,843,187	22,843,187

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
All substantial holders named in 1 above	HSBC Custody Nominees (Australia) Limited	YFM as the responsible entity for a range of managed investment schemes	Relevant interest held in YFM's capacity as responsible entity for the range of funds it manages.	Ordinary Fully Paid Shares / 3,896,872	3,896,872
All substantial holders named in 1 above	Invia Custodian Pty Limited; BNP Paribas Securities Services; JPMorgan Chase Bank NA; Citigroup Pty Limited; State Street Australia Limited; Northern Trust Company; National Australia Bank Asset Servicing	Various clients	Relevant interest held in YFM's capacity as investment manager for a range of client portfolios.	Ordinary Fully Paid Shares / 61,346,430	61,346,430

