

Capital Change Notice



Section 1: Issuer information	
Name of issuer	Kathmandu Holdings Limited
NZX ticker code	KMD
Class of financial product	Ordinary shares
ISIN (If unknown, check on NZX website)	NZKMDE0001S3
Currency	NZD
Section 2: Capital change details	
Number issued/acquired/redeemed	308,579,814 ordinary shares, being: <ul style="list-style-type: none"> • 59,841,062 ordinary shares issued under the placement announced to NZX on 1 April 2020. • 248,738,752 ordinary shares issued under the institutional component of the fully underwritten accelerated entitlement offer announced to NZX on 1 April 2020.
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	NZ\$0.50
Nature of the payment (for example, cash or other consideration)	Cash
Amount paid up (if not in full)	Fully paid
Percentage of total class of Financial Products issued/acquired/redeemed/ (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	104.577%
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	Not applicable
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	Issue of ordinary shares under the placement and the institutional component of the fully underwritten accelerated entitlement offer announced to NZX on 1 April 2020, authorised by Board resolution dated Tuesday 31 March 2020.
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	603,653,031 ordinary shares
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable

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Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolution dated Tuesday 31 March 2020. The placement is made pursuant to NZX Listing Rule 4.5.1 (as modified by a class waiver granted by NZX Regulation on 19 March 2020). The accelerated entitlement offer is being conducted in accordance with the class waiver from NZX Listing Rule 4.1.1 in relation to ANREOs granted by NZX Regulation on 26 March 2020.
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	Issue of ordinary shares which rank equally with all other fully paid ordinary shares in Kathmandu Holdings Limited
Date of issue/acquisition/redemption	09/04/2020
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Frances Blundell
Contact person for this announcement	Frances Blundell
Contact phone number	+64 3 421 5397
Contact email address	companysecretary@kathmandu.co.nz
Date of release through MAP	09/04/2020