

Capital Change Notice

Notice of issue of ordinary shares under Kathmandu's performance rights plan

This notice is given under the NZX Listing Rules 3.13.1 and 3.15.2 and relates to the conversion of performance rights under the 2016 tranche of Kathmandu's performance rights plan pursuant to which participants were issued performance rights which entitle them to receive fully paid ordinary shares in Kathmandu should certain vesting criteria be met.

After the vesting of the performance rights detailed in this notice, there will be no further remaining performance rights of that same class.

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	375,810
Nominal value (if any)	N/A
Issue/acquisition/redemption price per security	Nil consideration for issue of Ordinary Shares
Nature of the payment (for example, cash or other consideration)	Ordinary shares issued on one-for-one conversion of Performance Rights granted under the Kathmandu Holdings Limited Long Term Incentive Plan for Employees 19 December 2016
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)	0.13% (being 375,810 out of 294,697,407 Ordinary Shares on issue immediately before the issue)
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 Kathmandu Holdings Limited Long Term Incentive Plan.
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.	295,073,217
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	Not applicable

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 12 December 2019 pursuant to NZX Listing Rule 4.6.1
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	13 December 2019
Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Chris Kinraid
Contact person for this announcement	Chris Kinraid
Contact phone number	03 968 6110
Contact email address	chris.kinraid@kathmandu.co.nz
Date of release through MAP	16/12/2019