

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                                                  |
|--------------------------------------------------|
| <b>Name of entity</b> Kathmandu Holdings Limited |
| <b>ABN ARBN</b> 139 836 918                      |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                      |
|----------------------------|----------------------|
| <b>Name of Director</b>    | Peter Thomas Halkett |
| <b>Date of last notice</b> | 09 September 2014    |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                             |                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                          | Direct                                                                                                                                                                  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest.                        | Peter Thomas Halkett                                                                                                                                                    |
| <b>Date of change</b>                                                                                                                                                       | 09 September 2014                                                                                                                                                       |
| <b>No. of securities held prior to change</b>                                                                                                                               | 999,560                                                                                                                                                                 |
| <b>Class</b>                                                                                                                                                                | Fully paid ordinary shares                                                                                                                                              |
| <b>Number acquired</b>                                                                                                                                                      | 558,655                                                                                                                                                                 |
| <b>Number disposed</b>                                                                                                                                                      |                                                                                                                                                                         |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | \$1,191,778.71 NZD                                                                                                                                                      |
| <b>No. of securities held after change</b>                                                                                                                                  | 1,558,215                                                                                                                                                               |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Ordinary shares issued on one-for-one conversion basis on the exercise of Options granted under the Kathmandu Holding Limited Executive Share Option Plan October 2009. |

+ See chapter 19 for defined terms.

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#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                                                     |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Detail of contract</b>                                                                                                                                                                           |  |
| <b>Nature of interest</b>                                                                                                                                                                           |  |
| <b>Name of registered holder<br/>(if issued securities)</b>                                                                                                                                         |  |
| <b>Date of change</b>                                                                                                                                                                               |  |
| <b>No. and class of securities to which<br/>interest related prior to change</b><br><small>Note: Details are only required for a contract in relation<br/>to which the interest has changed</small> |  |
| <b>Interest acquired</b>                                                                                                                                                                            |  |
| <b>Interest disposed</b>                                                                                                                                                                            |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an<br/>estimated valuation</small>                                                                     |  |
| <b>Interest after change</b>                                                                                                                                                                        |  |

#### Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                                       |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above<br/>traded during a <sup>+</sup>closed period where prior written clearance<br/>was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to<br/>proceed during this period?</b>                                                              | N/A |
| <b>If prior written clearance was provided, on what date was this<br/>provided?</b>                                                                                   | N/A |

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<sup>+</sup> See chapter 19 for defined terms.