Rule 3.19A.2

Appendix 3Y (Amended)

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.

Name of entity Kathmandu Holdings Limited
ABN ARBN 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.

Name of Director	David Edward Kirk
Date of last notice	14 May 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.

Direct or indirect interest	Direct (as Trustee for the Kirk Family Superannuation Fund)
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	DE & BJ Kirk as Trustees for the Kirk Family Superannuation Fund.
Date of change	06 Feb 2015
No. of securities held prior to change	24,300
Class	Fully paid ordinary shares
Number acquired	37,850
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$50,347.22 AUD
No. of securities held after change	62,150

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade.

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.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	Yes

+ See chapter 19 for defined terms.

If so, was prior written clearance provided to allow the trade to proceed during this period?	Kathmandu Holdings Limited has a Securities Trading Policy that requires Directors to seek prior written clearance from Kathmandu Holdings Limited for trading by them or trusts, companies and other entities controlled by them during certain closed periods. Clearance to acquire the securities was sought, and was granted in accordance with clause 6.11 of the policy.
If prior written clearance was provided, on what date was this provided?	5 Feb 2015