

**Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest or both**  
**Section 23 and 24, Securities Markets Act 1988**

**Relevant event being disclosed: Change in nature of relevant interest**

Date of relevant event: 4<sup>th</sup> November 2014

To: The New Zealand Stock Exchange / Australian Securities Exchange

And: Kathmandu Holdings Limited

Date this disclosure made: 5<sup>th</sup> November 2014

Date last disclosure made: 5<sup>th</sup> September 2014

**Substantial security holder(s) giving disclosure**

Name(s): Milford Asset Management Limited

Contact details: Mark Ryland, Risk and Compliance Manager contact: 09 921 4707

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**Summary of substantial holding to which disclosure relates**

Class of listed voting securities: Ordinary Share

Summary for: Milford Asset Management Limited

For this disclosure, —

(a) total number held in class: 10,072,247

(b) total in class: 201,318,944

(c) total percentage held in class: 5% (note, relevant interests held by the manager as follows):

Milford Active Growth Wholesale Fund (0.59%), (Custodian - TEA Custodians),

Milford Dynamic Wholesale Fund (1.02%), (Custodian – TEA Custodians),

Mercer Trans-Tasman Shares Trust (0.53%), (Custodian – BNP Paribas Securities Limited),

NZ Equities Wholesale Fund (1.45%), (Custodian - TEA Custodians),

Waikato Community Trust (0.10%), (Custodian - TEA Custodians),

Milford Income Wholesale Fund (0.04%), (Custodian - TEA Custodians),

New Zealand Superannuation Fund (1.27%), (Custodian - New Zealand Superannuation Fund Nominees Limited).

For the last disclosure,—

(a) total number held in class: 12,388,077

(b) total in class: 200,633,469

(c) total percentage held in class: 6.17% (note, relevant interests held by the manager as follows):

Milford Active Growth Wholesale Fund (0.84%), (Custodian - TEA Custodians),

Milford Dynamic Wholesale Fund (1.77%), (Custodian – TEA Custodians),

Mercer Trans-Tasman Shares Trust (0.56%), (Custodian – BNP Paribas Securities Limited),

NZ Equities Wholesale Fund (1.52%), (Custodian - TEA Custodians),

Waikato Community Trust (0.11%), (Custodian - TEA Custodians),

Milford Income Wholesale Fund (0.04%), (Custodian - TEA Custodians),

New Zealand Superannuation Fund (1.33%), (Custodian - New Zealand Superannuation Fund Nominees Limited).

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure under the instructions to this form: Milford Asset Management Limited undertook the below on market transactions

| BUY/ SELL | UNITS       | VALUE           | DATE      |
|-----------|-------------|-----------------|-----------|
| BUY       | 650,000     | 2,038,843.220   | 12-Sep-14 |
| BUY       | 100,000     | 300,900.010     | 16-Sep-14 |
| BUY       | 10,000      | 30,530.500      | 22-Sep-14 |
| BUY       | 310,000     | 960,401.180     | 23-Sep-14 |
| BUY       | 175,740     | 561,234.820     | 24-Sep-14 |
| SELL      | - 170,000   | - 548,300.160   | 29-Sep-14 |
| SELL      | - 1,500,000 | - 4,613,318.410 | 1-Oct-14  |
| SELL      | - 500,000   | - 1,525,410.000 | 2-Oct-14  |
| BUY       | 300,000     | 893,071.200     | 7-Oct-14  |
| SELL      | - 500,000   | - 1,450,635.000 | 9-Oct-14  |
| BUY       | 23,430      | 68,484.020      | 17-Oct-14 |
| SELL      | - 215,000   | - 653,782.750   | 22-Oct-14 |
| SELL      | - 300,000   | - 912,105.450   | 28-Oct-14 |
| SELL      | - 200,000   | - 608,170.000   | 29-Oct-14 |
| SELL      | - 500,000   | - 1,601,231.850 | 4-Nov-14  |

**Additional information**

Nature of connection between substantial security holders: NA

Address(es) of substantial security holder(s): Milford Asset Management Limited, Level 17, 41 Shortland Street, Auckland 1140, New Zealand.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Act in relation to the securities to which this disclosure relates: NA

**Declaration**

I, Mark Ryland declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.