

fax message



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To **Australian Securities Exchange**
Attention **Company Announcements**
Fax No. **0800 449 707**
From **Matthew Cunliffe**
Date **2 July 2015**

No of pages including this page **5**

If this message is not received complete and fully legible, please advise sender on Telephone 64 4 816 5743 or Fax 64 4 816 6062 or e-mail Investmentscompliance@acc.co.nz

message

To whom it may concern

Attached are two notices for **Kathmandu Holdings Limited**. ACC (and employee Jason Farnilton) have submitted the following substantial shareholding notices to the NZX and Kathmandu Holdings Limited today.

Regards

Matthew Cunliffe
Investments Compliance Officer

Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited

and

To Kathmandu Holdings Ltd

Relevant event being disclosed: Movement of 1% or more

Date of relevant event: 30 June 2015

Date this disclosure made: 2 July 2015

Date last disclosure made: 2 October 2014

Substantial product holder(s) giving disclosure

Full Name(s): Accident Compensation Corporation ("ACC")

Nicholas Bagnall, Guy Elliffe, Paul Robertshawe, Blair Tallott, Blair Cooper, Jason FAMILTON, Bevan Flack

Summary of substantial holding

Class of quoted voting products: Ordinary Shares (KMD)

Summary for: Accident Compensation Corporation ("ACC")

Nicholas Bagnall, Guy Elliffe, Paul Robertshawe, Blair Tallott, Blair Cooper, Jason FAMILTON, Bevan Flack

For this disclosure,—

- (a) Total number held in class: 13,470,578
- (b) Total in class: 201,484,583
- (c) Total percentage held in class: 6.686%

For last disclosure,—

- (a) Total number held in class: 17,862,322
- (b) Total in class: 201,318,944
- (c) Total percentage held in class: 8.873%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On-market sales of 1,075,000 NZX listed shares for net consideration of NZD \$1,935,000 and 4,150,000 ASX listed shares for net consideration of AUD \$6,642,150 on 30th June 2015.

Details after relevant event

Details for ACC

Nature of relevant interest(s):

Beneficial owner of securities under §235(1)(b) of the Financial Markets Conduct Act

No relevant agreement document needs to be attached under regulation 139.

For that relevant interest,—

- (a) Number held in class: 13,470,578
- (b) Percentage held in class: 6.686%

- (c) Current registered holder(s): ACC holds 11,310,361 shares via New Zealand Central Securities Depository Limited (NZCSD) and 2,160,217 shares indirectly via JP Morgan Nominees Australia Ltd.
- (d) Registered holder(s) once transfers are registered: unknown

Details for Nicholas Bagnall, Guy Elliffe, Paul Robertshawe, Blair Tallott, Blair Cooper, Jason Famlton, Bevan Flack

Nature of relevant interest(s):

Qualified powers to exercise control of rights to vote and/or of acquisition or disposal of some or all of the financial products, of which the Accident Compensation Corporation ("ACC") is the beneficial owner under §235(1)(c) and 235(1)(d) of the Financial Markets Conduct Act. Further to regulation 139(2)(b), the material terms of this arrangement are that powers are subject to ACC investment policies and the decisions of the ACC Investment Committee.

For that relevant interest,

- (a) Number held in class: 13,470,578
- (b) Percentage held in class: 6.686%
- (c) Current registered holder(s): ACC holds 11,310,361 shares via New Zealand Central Securities Depository Limited (NZCSD) and 2,160,217 shares indirectly via JP Morgan Nominees Australia Ltd.
- (d) Registered holder(s) once transfers are registered: unknown

For a derivative relevant interest, also—

- (a) type of derivative: n/a
- (b) details of derivative: n/a
- (c) parties to the derivative: n/a
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: n/a

Additional information

Address of substantial product holder(s):

ACC: Justice Centre, 19 Aitken Street, PO Box 242, Wellington, NZ

Contact details: Matthew Cunliffe +64 4 616 5743 investmentscompliance@acc.co.nz

Nature of connection between substantial product holders: Nicholas Bagnall, Guy Elliffe, Paul Robertshawe, Blair Tallott, Blair Cooper, Jason Famlton and Bevan Flack are employees and portfolio managers or equity analysts or corporate governance manager for ACC. Under current ACC investment policies, they have the discretion to exercise control over some or all the rights to vote and acquisition or disposal of some or all of the financial products of which ACC is the beneficial owner

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: n/a

Certification

I, Matthew Cunliffe, certify 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.

Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited

and

To Kathmandu Holdings Ltd

Relevant event being disclosed: Movement of 1% or more

Date of relevant event: 30 June 2015

Date this disclosure made: 2 July 2015

Date last disclosure made: 2 October 2014

Substantial product holder(s) giving disclosure

Full Name(s): Jason Familton

Summary of substantial holding

Class of quoted voting products: Ordinary Shares (KMD)

Summary for: Jason Familton

For this disclosure,—

- (a) Total number held in class: 13,486,578
- (b) Total in class: 201,484,583
- (c) Total percentage held in class: 6.694%

For last disclosure,—

- (a) Total number held in class: 18,798,028
- (b) Total in class: 201,484,583
- (c) Total percentage held in class: 9.330%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On-market sales by ACC of 1,075,000 NZX listed shares for net consideration of NZD \$1,935,000 and 4,150,000 ASX listed shares for net consideration of AUD \$6,642,150 on 30th June 2015.

The aggregation of interests in financial products held by Jason Familton and ACC to calculate overall substantial holding.

Details after relevant event

Details for Jason Familton

Nature of relevant interest(s):

Beneficial owner of securities under §235(1)(b) of the Financial Markets Conduct Act

No relevant agreement document needs to be attached under regulation 139.

For that relevant interest,—

- (a) Number held in class: 16,000
- (b) Percentage held in class: 0.008%
- (c) Current registered holder(s): Jason Familton, either directly or indirectly
- (d) Registered holder(s) once transfers are registered: n/a

Nature of relevant interest(s):

Qualified powers to exercise control of rights to vote and/or of acquisition or disposal of some or all of the financial products, of which the Accident Compensation Corporation ("ACC") is the beneficial owner under §235(1)(c) and 235(1)(d) of the Financial Markets Conduct Act. Further to regulation 139(2)(b), the material terms of this arrangement are that powers are subject to ACC investment policies and the decisions of the ACC Investment Committee.

For that relevant interest,

- (a) Number held in class: 13,470,578
- (b) Percentage held in class: 6.686%
- (c) Current registered holder(s): ACC holds 11,310,361 shares via New Zealand Central Securities Depository Limited (NZCSD) and 2,160,217 shares indirectly via JP Morgan Nominees Australia Ltd.
- (d) Registered holder(s) once transfers are registered: unknown

For a derivative relevant interest, also—

- (a) type of derivative: n/a
- (b) details of derivative: n/a
- (c) parties to the derivative: n/a
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: n/a

Additional information

Address of substantial product holder(s):

ACC: Justice Centre, 19 Aitken Street, PO Box 242, Wellington, NZ

Contact details: Matthew Cunliffe +64 4 816 5743 Investmentscompliance@acc.co.nz

Nature of connection between substantial product holders: Jason Familton is an employee and portfolio manager or equity analyst for ACC. Under current ACC investment policies, he has the discretion to exercise control over some or all the rights to vote and acquisition or disposal of some or all of the financial products of which ACC is the beneficial owner

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: n/a

Certification

I, Matthew Cunliffe, certify 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.