

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 Limited

Relevant event being disclosed: movement of 1% or more in substantial holding

Date of relevant event: 11 September 2015

Date this disclosure made: 14 September 2014

Date last disclosure made: 30 June 2015

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

Full name(s): Briscoe Group Limited

**Summary of substantial holding**

Class of quoted voting products: ordinary shares

Summary for Briscoe Group Limited

For **this** disclosure,—

- (a) total number held in class: 44,671,326
- (b) total in class: 201,484,583
- (c) total percentage held in class: 22.171%

For **last** disclosure,—

- (a) total number held in class: 40,095,432
- (b) total in class: 201,484,583
- (c) total percentage held in class: 19.900%

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

Details of the transactions or other events requiring disclosure: Receipt of Regular Acceptances and Facility Acceptances pursuant to Briscoe Group Limited's takeover offer for all of the fully paid ordinary shares in Kathmandu Holdings Limited (**Takeover Offer**). See Appendix 1 for details of the transactions. See Appendix 2 for the Takeover Offer Document dated 22 July 2015 (**Takeover Offer Document**).

**Details after relevant event**

Details for Briscoe Group Limited

Nature of relevant interest(s): Registered holder and beneficial owner of financial products.

For that relevant interest,—

- (a) number held in class: 40,095,432
- (b) percentage held in class: 19.900%
- (c) current registered holder(s): Briscoe Group Limited
- (d) registered holder(s) once transfers are registered: Briscoe Group Limited

Nature of relevant interest(s): Registered holder and beneficial owner conditional on fulfilment or waiver of the conditions stated in the Takeover Offer Document (and resulting from the receipt of Regular Acceptances pursuant to the Takeover Offer, which may not be withdrawn under the terms of the Takeover Offer).

For that relevant interest,—

- (a) number held in class: 1,431,306
- (b) percentage held in class: 0.710%
- (c) current registered holder(s): unknown.
- (d) registered holder(s) once transfers are registered: Briscoe Group Limited

Nature of relevant interest(s): Registered holder and beneficial owner conditional on fulfilment or waiver of the conditions stated in the Takeover Offer Document (and resulting from the receipt of Facility Acceptances pursuant to the Takeover Offer) subject to the qualification that the relevant Facility Acceptances may be withdrawn in accordance with the terms of the Takeover Offer.

For that relevant interest,—

- (a) number held in class: 3,144,588
- (b) percentage held in class: 1.561%
- (c) current registered holder(s): unknown.
- (d) registered holder(s) once transfers are registered: Briscoe Group Limited

**Additional information**

Address(es) of substantial product holder(s): 36 Taylors Road, Morningside, Auckland, New Zealand

Contact details: Geoff Scowcroft

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, Geoff Scowcroft, 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.

## Appendix 1

### Details of transactions and events giving rise to movement of 1% or more in substantial holding

Receipt of the following acceptances pursuant to Briscoe Group Limited's takeover offer for all of the ordinary shares in Kathmandu Holdings Limited not already held by Briscoe Group Limited:

	<b>Date</b>	<b>Number of acceptances</b>
<i>Regular Acceptances</i>	29 July 2015 to 11 September 2015	1,431,306
<i>Facility Acceptances</i>	29 July 2015 to 11 September 2015	3,144,588
<b><i>Total Acceptances</i></b>	29 July 2015 to 11 September 2015	4,575,894

**Note:** Shareholders that have lodged a Facility Acceptance are able to withdraw their acceptance by submitting a withdrawal notice. A withdrawal notice will be effective if validly completed and received by Link Market Services Limited (**Link**) prior to:

- Briscoe Group Limited receiving a confirmation notice from Link that Briscoe Group Limited holds the right to acceptances of the Takeover Offer (being the aggregate of Regular Acceptances and Facility Acceptances received by Link and not withdrawn) equal to or more than 90% of the Kathmandu Holdings Limited shares; or
- Briscoe Group Limited otherwise declaring the Takeover Offer unconditional.

See paragraph 7 of the terms and conditions of Briscoe Group Limited's offer to purchase all of the ordinary shares in Kathmandu Holdings Limited not already held by Briscoe Group Limited as set out in the Takeover Offer Document.

**Appendix 2**

**Takeover Offer Document dated 22 July 2015 (see attachment)**