DIRECTORS' REPORT

The Directors of Kathmandu Holdings Limited present the interim report for the Company and its controlled entities for the half year ended 31 January 2015.

Review of Operations

The consolidated net loss for the period was NZ\$1.843 million (2014: Net profit of NZ\$11.358 million). Sales for the period were NZ\$179.358 million (2014: NZ\$167.642 million).

A review of the operations of the Company and its controlled entities is set out in the accompanying Company's media release of 24 March 2015. The key line items in the half year results were:

- Sales up 7.0% to NZ\$179.4m,
- EBIT down NZ\$17.0m to NZ\$0.6m,
- NPAT down NZ\$13.2m to a loss of NZ\$1.8m.

Chief Executive Officer

Following the resignation of CEO Peter Halkett in August 2014, a comprehensive international search was undertaken to find a new CEO. The Board was delighted to announce the appointment of Xavier Simonet to CEO on 23 January 2015.

Mr. Simonet is currently the Chief Executive Officer of Radley, based in London, and will relocate to Melbourne to take up the role in July 2015. Mr Simonet brings wide experience in retailing and brand development in Australia and in many international markets. He has a proven track record building brands and developing successful retail businesses in fashion, apparel, accessories and related products.

Seasonality

Due to the seasonal nature of the Company and its controlled entities activities, the activities in the second half of each year are expected to provide a larger portion of the sales and net profit for the full year.

The Balance Sheet at 31 January 2015 reflects a higher level of borrowings compared to other times during the year due to the seasonal nature of the Company and its controlled entities activities, in particular the amounts spent to purchase inventory.

Dividends

On 23 March, the Directors declared a dividend of NZ 3.0 cents per share. This will be fully franked for Australian shareholders and fully imputed for New Zealand shareholders.

Signed in accordance with a resolution of the directors:

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David Kirk

Director

Mark Todd Director

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Unaudited Six Months Ended 31 January 2015	Unaudited Six Months Ended 31 January 2014	Audited Year Ended 31 July 2014
	-	NZ\$'000	NZ\$'000	NZ\$'000
Sales revenue		179,358	167,642	392,918
Cost of sales	-	(73,088)	(60,526)	(144,777)
Gross profit	-	106,270	107,116	248,141
Other income		-	31	1,363
Selling expenses	4	(72,717)	(62,739)	(123,193)
Administration and general expenses	4	(32,980)	(26,824)	(62,055)
		573	17,584	64,256
Finance income		250	239	257
Finance expenses		(2,614)	(2,786)	(4,850)
Finance costs - net	4	(2,364)	(2,547)	(4,593)
(Loss)/Profit before income tax		(1,791)	15,037	59,663
Income tax (expense)/benefit	-	(52)	(3,679)	(17,511)
(Loss)/Profit after income tax	-	(1,843)	11,358	42,152
Comprehensive income that may be recycled to the Income Statement:				
Movement in cash flow hedge reserve		12,401	(2,363)	(7,122)
Movement in foreign currency translation reserve		(2,522)	(6,095)	(3,794)
Other comprehensive income for the period, net of tax	-	9,879	(8,458)	(10,916)
Total comprehensive income for the period attributable to shareholders	-	8,036	2,900	31,236
Desir comings and show		(0.0)	5.7	04.0
Basic earnings per share		(0.9)cps	5.7cps	21.0cps
Diluted earnings per share		(0.9)cps	5.6cps	20.8cps
Weighted average basic ordinary shares outstanding ('000)		200,876	200,260	200,422
Weighted average diluted ordinary shares outstanding ('000)		202,401	202,206	202,303

KATHMANDU HOLDINGS LIMITED - INTERIM REPORT 2015 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Unaudited Six Months Ended 31 January 2015	Unaudited Six Months Ended 31 January 2014	Audited Year Ended 31 July 2014
	NZ\$'000	NZ\$'000	NZ\$'000
Total equity at the beginning of the period	302,146	294,189	294,189
Total comprehensive income and expense for the period	8,036	2,900	31,236
Dividends paid	(18,119)	(18,028)	(24,047)
Issue of share capital	1,963	442	557
Share options / Performance rights lapsed	209	-	_
Movements in share based payments reserve	(606)	(112)	211
Total equity at the end of the period	293,629	279,391	302,146

CONSOLIDATED BALANCE SHEET

	Note	Unaudited as at 31 January 2015	Unaudited as at 31 January 2014	Audited as at 31 July 2014
		NZ\$'000	NZ\$'000	NZ\$'000
ASSETS				
Current assets				
Cash and cash equivalents		1,808	2,295	7,192
Trade and other receivables		4,048	2,818	3,779
Derivative financial instruments		15,369	4,764	10
Current tax asset		6,166	4,048	402.707
Inventories Total surrent coasts		97,324	102,487	103,767
Total current assets		124,715	116,412	114,748
Non-current assets				
Property, plant and equipment	11	50,533	42,203	48,402
Intangible assets Derivative financial instruments		236,290 30	231,816	238,674
Defivative infancial instruments Deferred tax		930	141 2,756	138 6,335
Total non-current assets		287,783	276,916	293,549
Total non-current assets		201,103	270,910	293,549
Total assets		412,498	393,328	408,297
LIABILITIES				
Current liabilities				
Trade and other payables		31,065	29,747	37,489
Derivative financial instruments	_	79	602	2,999
Interest bearing liabilities	7	87,272	227	231
Current tax liabilities				2,739
Total current liabilities		118,416	30,576	43,458
Non-current liabilities				
Derivative financial instruments		453	349	209
Interest bearing liabilities	7	<u>-</u>	83,012	62,484
Total non-current liabilities		453	83,361	62,693
Total liabilities		118,869	113,937	106,151
Net assets		293,629	279,391	302,146
EQUITY				
Contributed equity - ordinary shares		200,191	197,812	198,228
Reserves		(6,401)	(13,238)	(15,674)
Retained earnings		99,839	94,817	119,592
Total equity		293,629	279,391	302,146

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Unaudited Six Months Ended 31 January 2015	Unaudited Six Months Ended 31 January 2014	Audited Year Ended 31 July 2014
		NZ\$'000	NZ\$'000	NZ\$'000
Cash flows from operating activities				
Cash was provided from:				
Receipts from customers		179,035	168,473	394,163
Interest received		33	17	50
		179,068	168,490	394,213
Cash was applied to:				
Payments to suppliers and employees		172,842	170,489	338,975
Income tax paid		9,287	12,025	19,555
Interest paid		2,704	2,014	4,488
		184,833	184,528	363,018
Net cash inflow / (outflow) from operating activities	5	(5,765)	(16,038)	31,195
(,,,	-	(-, -,	(-,,	,
Cash flows from investing activities Cash was provided from:				
Proceeds from sale of property, plant and equipment			6	8
			6	8
Cash was applied to:				
Purchase of property, plant and equipment		7,602	4,569	15,168
Intangibles		2,247	3,509	9,047
		9,849	8,078	24,215
Net cash (outflow) from investing activities		(9,849)	(8,072)	(24,207)
Cash flows from financing activities				
Cash was provided from:				
Proceeds from share issues		1,453	216	557
Proceeds of loan advances		51,448	87,627	53,577
		52,901	87,843	54,134
Cash was applied to:				
Dividends		18,119	18,028	24,047
Repayment of loan advances		25,376	45,754	32,778
		43,495	63,782	56,825
Net cash inflow / (outflow) from financing activities		9,406	24,061	(2,691)
Net increase / (decrease) in cash held		(6,208)	(49)	4,297
Opening cash and cash equivalents		7,192	2,345	2,345
Effect of foreign exchange rates		824	(1)	550
Closing cash and cash equivalents		1,808	2,295	7,192

1 GENERAL INFORMATION

Kathmandu Holdings Limited (the Company) and its subsidiaries (together the Group) is a designer, marketer and retailer of clothing and equipment for travel and adventure. It operates in New Zealand, Australia and the United Kingdom.

The Company is a limited liability company incorporated and domiciled in New Zealand. The address of its registered office is 11 Mary Muller Drive, Christchurch.

These consolidated interim financial statements have been approved for issue by the Board of Directors on 23 March 2015, and have been reviewed, not audited.

Seasonality

The majority of Kathmandu's annual sales are derived from three major sales promotions in each year, occurring in a portion of the months of December and January (Christmas), March and April (Easter) and June and July (Winter). Two of these sales occur in the second half of the financial year, and the Winter Sale is the largest of these three promotions. As a consequence, a greater proportion of Kathmandu's sales and EBITDA are derived in the second half of each financial year, with the proportion in any given year dependent on the relative success of each of these promotions.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These general purpose financial statements for the six months ended 31 January 2015 have been prepared in accordance with NZ IAS 34, Interim Financial Reporting. In complying with NZ IAS 34, these consolidated interim financial statements also comply with IAS 34.

These consolidated interim financial statements do not include all the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the audited financial statements of Kathmandu Holdings Limited for the year ended 31 July 2014 which have been prepared in accordance with the New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

The Group is designated as a profit-oriented entity for financial reporting purposes.

3 ACCOUNTING POLICIES

All significant accounting policies have been applied on a basis consistent with those used in the audited financial statements of Kathmandu Holdings Limited for the year ended 31 July 2014.

4 EXPENSES

	Unaudited Six Months Ended 31 January 2015	Unaudited Six Months Ended 31 January 2014	Audited Year Ended 31 July 2014
	NZ\$'000	NZ\$'000	NZ\$'000
Profit before tax includes the following expenses:			
Depreciation	4,638	4,275	8,500
Amortisation	1,589	711	1,698
Employee benefit expense	37,404	31,693	72,082
Rental expense	25,265	21,821	44,461
Finance costs – net consist of:			
Interest income	(33)	(17)	(50)
Interest expense	1,794	1,665	3,904
Other finance costs	254	291	570
Net exchange loss/(gain) on foreign currency borrowings	349	608	169

5 RECONCILIATION OF NET PROFIT AFTER TAXATION WITH CASH INFLOW FROM OPERATING ACTIVITIES

	Unaudited Six Months Ended 31 January 2015	Unaudited Six Months Ended 31 January 2014	Audited Year Ended 31 July 2014
	NZ\$'000	NZ\$'000	NZ\$'000
Profit after taxation	(1,843)	11,358	42,152
Movement in working capital:			
(Increase) / decrease in trade & other receivables	(323)	831	(119)
(Increase) / decrease in inventories	4,850	(24,492)	(24,978)
Increase / (decrease) in trade and other payables	(5,697)	(2,109)	5,176
(Decrease) / increase in tax liability	(8,889)	(9,422)	(2,689)
	(10,059)	(35,192)	(22,610)
Add non cash items:			
Depreciation	4,638	4,275	8,500
Amortisation of intangibles	1,589	711	1,698
Revaluation of derivative financial instruments	(5,708)	1,528	3,079
(Increase) / decrease in deferred taxation	5,259	1,076	(2,432)
Employee share based remuneration	111	115	211
Loss on sale of property, plant and equipment	248	91	597
	6,137	7,796	11,653
Cash inflow from operating activities	(5,765)	(16,038)	31,195

6 RELATED PARTY DISCLOSURES

Parent and Ultimate Controlling Party

Kathmandu Holdings Limited is the immediate parent, ultimate parent and controlling party.

During the period, legal fees of \$34,250 (2014: \$65,213) were paid to Chapman Tripp for services (primarily related to property leases). John Holland is both a Director of Kathmandu Holdings Limited and a Partner of Chapman Tripp.

During the period, operating lease costs of \$148,853 (2014: \$138,394) were paid to Chalmers Properties Limited, a subsidiary of Port Otago Limited. John Harvey is a Director of both of these companies.

No amounts owed to related parties have been written off or forgiven during the period.

7 INTEREST BEARING LIABILITIES

Unaudited As at 31 January 2015	Unaudited As at 31 January 2014	Audited As at 31 July 2014	
NZ\$'000	NZ\$'000	NZ\$'000	_
87,272	227	231	
	83,012	62,484	_
87,272	83,239	62,715	

The Group has a multi option facility agreement with Commonwealth Bank of Australia and ASB Bank Limited and a facility agreement with Bank of New Zealand and National Bank of Australia, both dated 19 December 2011. The loans are repayable in full on final maturity date of the facilities being 21 December 2015. The current portions of the loans are working capital drawdowns made under the same facilities. Interest is payable based on the BKBM rate (\$NZ borrowings), the BBSY rate (\$A borrowings), or the applicable short term rate for interest periods less than 30 days, plus a margin of up to 1.15%. The bank loans are secured against the assets of the company and its subsidiaries.

On 23 March 2015 the Group has entered into a new multi option facility agreement with Commonwealth Bank of Australia and ASB Bank Limited and a facility agreement with Bank of New Zealand and National Bank of Australia with a maturity date of 23 March 2018 on terms consistent within the existing facility agreement.

The covenants entered into by the Group require specified calculations of Group earnings before interest, tax, depreciation and amortisation (EBITDA) plus lease rental costs to exceed total fixed charges (net interest expense and lease rental costs) at the end of each half during the financial year. Similarly EBITDA must be no less than a specified proportion of total net debt at the end of each half. The calculations of these covenants are specified in the bank syndicated facility agreement of 19 December 2011 and have been complied with at 31 January 2015.

The current interest rates, prior to hedging, on the term loans ranged between 3.45% - 4.57% (2014: 3.41% - 3.76%).

8 CONTINGENT LIABILITIES

	Unaudited As at 31 January 2015	Unaudited As at 31 January 2014	Audited As at 31 July 2014
	NZ\$'000	NZ\$'000	NZ\$'000
Bank guarantees issued in relation to:	·		
Liabilities outstanding under letters of credit	5,789	2,049	1,301
Rent guarantees	11,575	8,967	9,923
Financial guarantees	1,871	1,813	1,286

Financial guarantees cover overdrafts, credit card limits and deferred duty.

CONTINGENT ASSETS

There are no contingent assets as at 31 January 2015 (2014: nil).

10 **COMMITMENTS**

Operating lease commitments (a)

Group as lessee:

Rent expenses reported in these financial statements relate to non-cancellable operating leases. The future commitments on these leases are as follows:

	Unaudited As at 31 January 2015	Unaudited As at 31 January 2014	Audited As at 31 July 2014
	NZ\$'000	NZ\$'000	NZ\$'000
Due within 1 year	46,935	40,254	45,220
Due within 1-2 years	40,822	34,750	38,531
Due within 2-5 years	69,269	59,920	62,999
Due after 5 years	20,886	10,841	9,157
	177,912	145,765	155,907

Some of the existing lease agreements have right of renewal options for varying terms.

The Group leases various properties under non-cancellable lease agreements. These leases are generally between 1 - 10 years.

(b) **Capital commitments**

Capital commitments contracted for at balance date are:

	Unaudited	Unaudited	Audited
	As at	As at	As at
	31 January	31 January	31 July
	2015	2014	2014
	NZ\$'000	NZ\$'000	NZ\$'000
Property, plant and equipment Intangible assets	2,109	505	3,420
	-	3,791	1,135
11 PROPERTY PLANT & EQUIPMENT			
	Unaudited	Unaudited	Audited
	Ended	Ended	Ended
	31 January	31 January	31 July
	2015	2014	2014
	NZ\$'000	NZ\$'000	NZ\$'000
Additions	7,611	4,569	15,168
Disposals	(33)	(122)	(776)

12 Financial risk management and financial instruments

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks, market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as foreign exchange contracts and interest rate swaps to manage certain risk exposures. Derivatives are exclusively used for economic hedging purposes, i.e. not as trading or other speculative instruments, however not all derivative financial instruments qualify for hedge accounting.

Risk management is carried out based on policies approved by the Board of Directors. The Group treasury policy provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk. The Parent is not directly exposed to any significant financial risk.

The consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements; they should be read in conjunction with the Group's annual financial statements as at 31 July 2014. There have been no changes in the risk management department or in any risk.

(b) Fair value estimation

The only financial instruments held by the Group that are measured at fair value are over-the-counter derivatives. These derivatives have all been determined to be within level 2 (for the purposes of NZ IFRS 13) of the fair value hierarchy as all significant inputs required to ascertain the fair value of these derivatives are observable.

There were no changes in valuation techniques during the period.

The following methods and assumptions were used to estimate the fair values for each class of financial instrument.

Trade debtors, trade creditors and bank balances

The carrying value of these items is equivalent to their fair value.

Term liabilities

The fair value of the Group's term liabilities is approximately carrying value.

Foreign exchange contracts and interest rate swaps

The forward foreign exchange contracts have been fair valued using forward exchange rates that are quoted in an active market. Interest rate swaps are fair valued using forward interest rates extracted from observable yield curves. The effects of discounting are insignificant for these derivatives.

Guarantees and overdraft facilities

The fair value of these instruments is estimated on the basis that management do not expect settlement at face value to arise. The carrying value and fair value of these instruments is approximately nil. All guarantees are repayable on demand.

The following table presents the group's assets and liabilities that are measured at fair value at 31 January 2015.

	Total	
	NZ\$' 000	
Assets		
Derivative financial instruments	15,399	
Total assets	15,399	
Liabilities		
Derivative financial instruments	532	
Total liabilities	532	

13 SEGMENTAL INFORMATION

The Group operates in three geographical areas: New Zealand, Australia and the United Kingdom.

31 January 2015	Australia NZ\$'000	New Zealand NZ\$'000	United Kingdom NZ\$'000	Elimination NZ\$'000	Total NZ\$'000
Segment profit / (loss) before income tax	(6,938)	6,259	(2,564)	1,452	(1,791)
Income tax expense					(52)
Profit / (loss) after tax				-	(1,843)
Segment profit / (loss) before income tax includes the following specific income and (expenses):					
Sales to external customers	111,147	65,152	3,059	-	179,358
Sales to Group entities	415	567	191	(1,173)	-
Cost of sales	(42,939)	(28,642)	(1,507)	-	(73,088)
Interest income	23	10	-	-	33
Interest expense	(1,423)	(371)	-	-	(1,794)
Other finance costs	(215)	(39)	-	-	(254)
Intercompany net finance income/(expense)	(1,419)	1,419	-	-	-
Intercompany recharges income/(expense)	(4,954)	4,954	-	-	-
Depreciation and software amortisation Exchange gain/(loss) on foreign currency	(3,160)	(2,916)	(151)	-	(6,227)
borrowings	(2,516)	488	227	1,452	(349)
Additions of non-current assets	4,814	5,019	16	-	9,849
Total current assets	75,855	148,872	3,322	(103,334)	124,715
Total non-current assets	132,363	647,204	1,838	(493,622)	287,783
Total assets	208,218	796,076	5,160	(596,956)	412,498
Total current liabilities	(173,826)	(31,061)	(17,237)	103,334	(118,790)
Total non-current liabilities	(79)	-		-	(79)
Total liabilities	(173,905)	(31,061)	(17,237)	103,334	(118,869)

31 January 2014	Australia NZ\$'000	New Zealand NZ\$'000	United Kingdom NZ\$'000	Elimination NZ\$'000	Total NZ\$'000
Segment profit / (loss) before income tax	2,817	9,853	(1,218)	3,585	15,037
Income tax expense					(3,679)
Profit / (loss) after tax				- -	11,358
Segment profit / (loss) before income tax includes the following specific income and (expenses):					
Sales to external customers	103,054	62,282	2,306	-	167,642
Sales to Group entities	556	877	144	(1,577)	-
Cost of sales	(33,596)	(25,787)	(1,143)	-	(60,526)
Interest income	12	5	-	-	17
Interest expense	(1,047)	(618)	-	-	(1,665)
Other finance costs	(158)	(134)	-	-	(292)
Intercompany net finance income/(expense)	(1,361)	1,361	-	-	-
Intercompany recharges income/(expense)	(4,513)	4,513	-	-	-
Depreciation and software amortisation Exchange gain/(loss) on foreign currency	(2,865)	(1,938)	(183)	-	(4,986)
borrowings	(4,393)	(106)	221	3,670	(608)
Additions of non-current assets	3,024	4,331	723	-	8,078
Total current assets	67,553	429,541	2,582	(383,264)	116,412
Total non-current assets	127,909	341,841	1,993	(194,827)	276,916
Total assets	195,462	771,382	4,575	(578,091)	393,328
Total current liabilities	(92,990)	(10,250)	(11,805)	84,469	(30,576)
Total non-current liabilities	(61,669)	(21,692)	-	-	(83,361)
Total liabilities	(154,659)	(31,942)	(11,805)	84,469	(113,937)

Revenue is allocated based on the country in which the customer is located. New Zealand includes holding company costs and head office charges.

Total assets / liabilities are allocated based on where the assets / liabilities are located.

The Group operates in one industry being retailer of clothing and equipment for travel and adventure.

14 EVENTS OCCURRING AFTER BALANCE DATE

On 23 March 2015 the Group has entered into a new multi option facility agreement with Commonwealth Bank of Australia and ASB Bank Limited and a facility agreement with Bank of New Zealand and National Bank of Australia with a maturity date of 23 March 2018.

STATUTORY INFORMATION

GROUP STRUCTURE

Kathmandu Holdings Limited owns 100% of the following companies: Milford Group Holdings Limited Kathmandu Limited Kathmandu Pty Limited Kathmandu (UK) Limited

DIRECTORS' DETAILS

Mark Todd Finance Director and Acting Chief Executive Officer

David Kirk Non-Executive Director (Chairman)

John Harvey
John Holland
Sandra McPhee
Christine Cross
Non-Executive Director
Non-Executive Director
Non-Executive Director

EXECUTIVES' DETAILS

Mark Todd Chief Executive Officer (Acting)

Reuben Casey Chief Financial Officer and Company Secretary

DIRECTORY

Kathmandu New Zealand (Head Office)

11 Mary Muller Drive Heathcote PO Box 1234 Christchurch 8140

SHARE REGISTRY

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Australia

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Internet address: www.linkmarketservices.com.au

STOCK EXCHANGES

The company's shares are listed on the NZX and the ASX.

INCORPORATION

The company is incorporated in New Zealand.